SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Aradhye Shreeram	2. Date of Even Requiring State (Month/Day/Yea 05/22/2019	ment	3. Issuer Name and Ticker or Trading Symbol <u>Axcella Health Inc.</u> [AXLA]					
(Last) (First) (Middle) C/O AXCELLA HEALTH INC.			4. Relationship of Reporting Pers (Check all applicable) Director	on(s) to Issue 10% Owne	(Mo	5. If Amendment, Date of Original Filed (Month/Day/Year)		
840 MEMORIAL DRIVE			X Officer (give title below) EVP & Chief Develop	Other (spe below)	App	licable Line)	/Group Filing (Check	
(Street) CAMBRIDGE MA 02139			EVP &Chiel Develop	nent Office.		-	y One Reporting Person y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4) or Indirect (I) (Instr. 5)		t (D) (Insti	(D) (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Stock Option (Right to Buy)	(1)	05/01/2029	Common Stock	244,299	20	D		

1. 25% of this option shall vest and become exercisable on May 1, 2020, with the remainder to vest in 12 equal quarterly installments thereafter.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Thomas Leggett, as Attorney-in-Fact

05/31/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.