

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* <u>PAUL STEVEN M</u> (Last) (First) (Middle) <u>C/O KARUNA THERAPEUTICS, INC.</u> <u>33 ARCH STREET, SUITE 3110</u> (Street) <u>BOSTON MA 02110</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/27/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>Karuna Therapeutics, Inc. [KRTX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>President & CEO</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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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 Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(1)	03/04/2021	Common Stock	292,207	0.11	D	
Stock Option (Right to Buy)	(1)	04/30/2028	Common Stock	64,466	7.04	D	
Stock Option (Right to Buy)	(2)	04/30/2028	Common Stock	71,628	7.04	D	
Stock Option (Right to Buy)	(3)	08/09/2028	Common Stock	784,555	7.27	D	
Stock Option (Right to Buy)	(4)	03/21/2029	Common Stock	449,463	9.2	D	
Stock Option (Right to Buy)	(4)	03/29/2029	Common Stock	87,494	9.2	D	
Stock Option (Right to Buy)	(4)	04/08/2029	Common Stock	15,205	9.2	D	
Series A Preferred Stock	(5)	(5)	Common Stock	96,485	(5)	D	

Explanation of Responses:

- This option is fully vested and exercisable as of the date hereof.
- This option shall vest and become exercisable in six equal semi-annual installments on each six month anniversary of February 28, 2018.
- This option (the "Initial Option Grant") shall vest and become exercisable in thirty monthly installments on each one month anniversary of June 15, 2018. An additional 274,594 shares vested upon closing of the Series B financing by Karuna Therapeutic, Inc. (the "Company") in March 2019. Upon the closing of the Company's initial public offering, an additional 50% of those shares that remain unvested will vest and become exercisable.
- Vests concurrently with the Initial Option Grant, as described in footnote 3. At time of each grant, 65% of the shares underlying the grant were vested, with the remaining vesting concurrently with the Initial Option Grant.
- The Series A Preferred Stock is convertible on a 1.2987-for-one basis into the number of shares of Common Stock shown in Column 3. Upon the closing of the Issuer's initial public offering, all shares of Series A Preferred Stock will convert into shares of Common Stock of the Issuer. The Series A Preferred Stock has no expiration date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Steven Paul

06/27/2019

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Troy Ignelzi and Jason Brown, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Karuna Therapeutics, Inc. (the "Company"), (i) Form ID, including any attached documents, to effect the assignment of codes to the undersigned to be used in the transmission of information to the United States Securities and Exchange Commission using the EDGAR System, (ii) Forms 3, 4 and 5, (iii) Schedule 13D, (iv) Schedule 13G and (v) amendments of each thereof, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D, Schedule 13G or any amendments thereto and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorney-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the United States Securities and Exchange Commission as a confirming statement of the authority granted herein. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an executive officer of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of June, 2019.

/s/ Steven Paul, M.D.

Name: Steven Paul, M.D.