

Minerva Neurosciences, Inc.
Form 4
July 09, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pellegrini Lorenzo

(Last) (First) (Middle)

C/O MINERVA
NEUROSCIENCES, INC., 245
FIRST STREET, SUITE 1800

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Minerva Neurosciences, Inc.
[NERV]

3. Date of Earliest Transaction
(Month/Day/Year)
07/07/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	07/07/2014		C	114,078	A \$ 6 (3)	3,083,789	I	See footnotes (1) (2) (4)
Common Stock	07/07/2014		C	61,923	A \$ 6 (3)	3,145,712	I	See footnotes (1) (2) (5)
Common Stock	07/07/2014		P	737,500	A \$ 6	3,883,212	I	See footnotes (1) (2) (6)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Convertible Promissory Note	\$ 6 ⁽³⁾	07/07/2014		C	114,078	⁽³⁾	⁽³⁾	Convertible Promissory Note	114,0
Convertible Promissory Note	\$ 6 ⁽³⁾	07/07/2014		C	61,923	⁽³⁾	⁽³⁾	Convertible Promissory Note	61,92

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pellegrini Lorenzo C/O MINERVA NEUROSCIENCES, INC. 245 FIRST STREET, SUITE 1800 CAMBRIDGE, MA 02142	X	X		

Signatures

/s/ Lorenzo Pellegrini
07/09/2014
Date

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

- Lorenzo Pellegrini, Director of the Issuer, is a partner of Care Capital, LLC which is affiliated with Care Capital Investments III, LP ("CC III") and Care Capital Offshore Investments III, LP (CCO). Dr. Pellegrini disclaims beneficial ownership of all such shares held by the foregoing funds, except to the extent of his proportionate pecuniary interest therein.
- (2) Care Capital III LLC is the general partner of Care Capital Investments III LP and Care Capital Offshore Investments III LP and as a result, Care Capital III LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares.

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Richard Markham, Jan Leschly, Jerry N. Karabelas and David R. Ramsay are the four managing members at Care Capital III LLC, and in their capacity as such, may be deemed to exercise shared voting and investment power over the shares held by the reporting persons, each of whom disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (3) The issuer's convertible promissory notes automatically converted into a number of shares of Common Stock equal to the quotient of the aggregate outstanding principal amount and all accrued and unpaid interest due under the notes divided by \$6.00.

- (4) Consists of notes with a principal balance of \$639,323.10 and interest accrued through July 6, 2014 of \$33,910 convertible into 112,205 shares of common stock held by CC III and notes with a principal balance of \$10,676.90 and interest accrued through July 6, 2014 of \$566 convertible into 1,873 shares of common stock held by CCO.

- (5) Consists of notes with a principal balance of Euro 255,000.66 (\$347,031.67, as converted) and interest accrued through July 6, 2014 of \$18,406.94 convertible into 60,906 shares of common stock held by CC III and notes with a principal balance of Euro 4,258.59 (\$5,795.54 as converted) and interest accrued through July 6, 2014 of \$307.40 convertible into 1,017 shares of common stock held by CCO. All amounts converted from Euro into U.S. Dollars (\$) applied the conversion rate from the Euro as of July 4, 2014, which was 1.360905.

- (6) Consist of 725,386 shares owned by CC III and 12,114 shares owned by CCO.

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

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