

Minerva Neurosciences, Inc.
Form 3
June 30, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Pellegrini Lorenzo		(Month/Day/Year)	Minerva Neurosciences, Inc. [NERV]	
(Last)	(First)	(Middle)	06/30/2014	
C/O MINERVA NEUROSCIENCES, INC., Â 245 FIRST STREET SUITE 1800			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CAMBRIDGE, Â MA Â 02142			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
			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)
Common Stock	2,969,711 ⁽¹⁾	I	See Footnotes ⁽²⁾ ⁽³⁾

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

SEC 1473 (7-02)

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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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Convertible Promissory Notes	Â (4)	Â (4)	Common Stock	113,890	\$ (4)	I	See Footnotes (3) (5)
Convertible Promissory Notes	Â (4)	Â (4)	Common Stock	61,912	\$ (4)	I	See Footnotes (3) (6)

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	Â X	Â X	Â	Â

Signatures

/s/ Lorenzo Pellegrini 06/30/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) 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) Consists of 2,920,931 shares held by Care Capital Investments III, LP ("CC III") and 48,780 shares held by Care Capital Offshore Investments III, LP ("CCO").
- (3) Care Capital III LLC is the general partner of Care Capital Investments III LP and Care Capital Offshore Investments III LP. 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. 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.
- (4) The outstanding principal and accrued and unpaid interest on the convertible promissory notes shall automatically convert upon the closing of the issuer's initial public offering 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 the initial public offering price, which is currently assumed to be \$6.00 per share.
- (5) Consists of notes with a principal balance of \$639,323.10 and interest accrued through June 30, 2014 of \$32,789.39 convertible into 112,019 shares of common stock held by CC III and notes with a principal balance of \$10,676.90 and interest accrued through June 30, 2014 of \$547.59 convertible into 1,871 shares of common stock held by CCO.
- (6) Consists of notes with a principal balance of Euro 255,000.66 (\$347,540.40, as converted) and interest accrued through June 30, 2014 of Euro 13,078.38 (\$17,824.52, as converted) convertible into 60,895 shares of common stock held by CC III and notes with a principal balance of Euro 4,258.59 (\$5,804.03, as converted) and interest accrued through June 30, 2014 of Euro 218.42 (\$297.68, as converted) 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 June 25, 2014, which was 1.3629.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.