

Minerva Neurosciences, Inc.
Form 4
December 14, 2016

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 *
De Rubertis Francesco

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2016

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

C/O MINERVA
NEUROSCIENCES, INC., 1601
TRAPELO ROAD, SUITE 284

(Street)

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

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

WALTHAM, MA 02451

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/12/2016 | | X | (A) 202,634 (2) | \$ 5.772 | 4,690,906 (3) I | See Footnotes (1) (3) (5) |

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

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SEC 1474 (9-02)

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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 or Number of Shares |
| Warrant Shares | \$ 5.772 | 12/12/2016 | | X | 202,634 (4) | 03/18/2015 | 03/18/2017 | Common Shares | 202,634 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| De Rubertis Francesco C/O MINERVA NEUROSCIENCES, INC. 1601 TRAPELO ROAD, SUITE 284 WALTHAM, MA 02451 | X | X | | |

Signatures

/s/ Francesco De Rubertis 12/14/2016

Signature of Reporting Person Date

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).
- (1) Index Venture Associates III Limited is the general partner of Index Ventures III (Jersey), L.P., Index Ventures III (Delaware), L.P., and Index Ventures III Parallel Entrepreneur Fund (Jersey)L.P. Yucca (Jersey) SLP is the Administrator of the Index Co-Investment Scheme acting through Elian Employee Benefit Services Limited. Index Venture Associates IV Limited is the general partner of Index Ventures IV (Jersey) L.P. and Index Ventures IV Parallel Entrepreneur Fund (Jersey) L.P. Index Venture Associates V Limited is the general partner of Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P. and Index Ventures V (Jersey), L.P.
- (2) Composed of 35,376 common shares acquired by Index Ventures III (Jersey), L.P., 71,862 common shares acquired by Index Ventures III (Delaware), L.P., 1,280 common shares acquired by Index Ventures III Parallel Entrepreneur Fund (Jersey), L.P., 48,790 common shares acquired by Index Ventures IV (Jersey), L.P., 4,631 common shares acquired by Index Ventures IV Parallel Entrepreneur Fund (Jersey), L.P., 38,584 common shares acquired by Index Ventures V (Jersey), L.P., 313 common shares acquired by Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P., and 1,798 common shares acquired by Yucca (Jersey) SLP.
- (3) Composed of 813,095 common shares held by Index Ventures III (Jersey), L.P., 1,651,714 common shares held by Index Ventures III (Delaware), L.P., 29,424 common shares held by Index Ventures III Parallel Entrepreneur Fund (Jersey), L.P., 1,129,474 common shares held by Index Ventures IV (Jersey), L.P., 107,210 common shares held by Index Ventures IV Parallel Entrepreneur Fund (Jersey), L.P., 893,199 common shares held by Index Ventures V (Jersey), L.P., 7,238 common shares held by Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P., and 59,552 common shares held by Yucca (Jersey) SLP.
- (4)

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Composed of 35,376 warrant shares exercised by Index Ventures III (Jersey), L.P., 71,862 warrant shares exercised by Index Ventures III (Delaware), L.P., 1,280 warrant shares exercised by Index Ventures III Parallel Entrepreneur Fund (Jersey), L.P., 48,790 warrant shares exercised by Index Ventures IV (Jersey), L.P., 4,631 warrant shares exercised by Index Ventures IV Parallel Entrepreneur Fund (Jersey), L.P., 38,584 warrant shares exercised by Index Ventures V (Jersey), L.P., 313 warrant shares exercised by Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P., and 1,798 warrant shares exercised by Yucca (Jersey) SLP.

Michele Ollier, Director of the Issuer, is a partner of Medicxi Ventures (Jersey) Limited Succursale de Geneve which provides sub-advisory services to the foregoing funds and Dr. Ollier disclaims beneficial ownership of all such shares held by the foregoing funds, except to the extent of her proportionate pecuniary interest therein. Francesco De Rubertis, Director of the Issuer, is a partner of Medicxi

- (5) Ventures (UK) LLP which provides sub-advisory services to the foregoing funds and Dr. De Rubertis disclaims beneficial ownership of all such shares held by the foregoing funds, except to the extent of his proportionate pecuniary interest therein. Index Venture Associates III Limited, Index Venture Associates IV Limited, Index Venture Associates V Limited and Yucca (Jersey) SLP (collectively, the "Index Entities") are members of a "group" for purposes of Section 13(d) of the Exchange Act.

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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