

Minerva Neurosciences, Inc.
Form 3
June 30, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Â De Rubertis Francesco

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE,Â MAÂ 02142

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/30/2014

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (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 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

3,436,898

I

See Footnotes (1) (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	113,891	\$ (4)	I	See Footnotes (1) (5)
Convertible Promissory Notes	Â (4)	Â (4)	Common Stock	61,913	\$ (4)	I	See Footnotes (1) (6)

Reporting Owners

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

Signatures

/s/ Francesco De
Rubertis 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) Francesco De Rubertis, Director of the Issuer, is a partner of Index Venture Management LLP which acts as investment advisor to Index Ventures III (Jersey), L.P. ("IVIII Jersey"), Index Ventures III (Delaware), L.P. ("IVIII Delaware"), Index Ventures III Parallel Entrepreneur Fund (Jersey) ("IVPEF III"), Index Ventures IV (Jersey) L.P. ("IVIV Jersey"), Index Ventures IV Parallel Entrepreneur Fund (Jersey) L.P. ("IVPEF IV"), Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P. ("IVPEF V"), Index Ventures V (Jersey), L.P. ("IVV Jersey") and Yucca (Jersey) SLP ("Yucca"). 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.

(2) IVIII Jersey is the direct beneficial owner of 639,257 shares of common stock, IVIII Delaware is the direct beneficial owner of 1,298,582 shares of common stock and IVPEF III is the direct beneficial owner of 23,134 shares of common stock. Index Venture Associates III Limited is the general partner of IVIII Jersey, IVIII Delaware and IVPEF III. Yucca is Administrator of the Index Co-Investment Scheme, collectively, "Index III." IVIV Jersey is the direct beneficial owner of 885,030 shares of common stock and IPEV IV is the direct beneficial owner of 84,008 shares of common stock. Index Venture Associates IV Limited is the general partner of IVIV Jersey and IVPEF IV, collectively, "Index IV." IPEV V is the direct beneficial owner of 3,708 shares of common stock and IVV Jersey is the direct beneficial owner of 457,638 shares of common stock. Index Venture Associates V Limited is the general partner of IPEV V and IVV Jersey, collectively, "Index V."

(3) Yucca is the direct beneficial owner of 45,541 shares of common stock. Index III, Index IV, Index V and Yucca (collectively, the "Index Entities") are members of a "group" for purposes of Section 13(d) of the Exchange Act. This Statement Form 3 is being filed jointly by the Index Entities in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (File No. 333-195169). Each of the Index Entities disclaims beneficial ownership of the securities held of record by any of the other Index Entities, except, in each case, to the extent of their respective proportionate pecuniary interest(s) 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.

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- Consists of notes with a principal balance of \$210,198.30 and interest accrued through June 30, 2014 of \$10,780.58 convertible into 36,380 shares of Common Stock held by IVIII Jersey; notes with a principal balance of \$426,995.40 and interest accrued through June 30, 2014 of \$21,899.60 convertible into 74,816 shares of Common Stock held by IVIII Delaware; notes with a principal balance of \$7,606.30 and interest accrued through June 30, 2014 of \$390.11 convertible into 1,333 shares of Common Stock held by IVPEF III; and notes with a principal balance of \$5,200 and interest accrued through June 30, 2014 of \$266.70 convertible into 912 shares held by Yucca.
- (5)

- Consists of notes with a principal balance of Euro 234,888.88 (\$320,130.05, as converted) and interest accrued through June 30, 2014 of Euro 12,046.89 (\$16,418.71, as converted) convertible into 56,092 shares of Common Stock held by IVIV Jersey; notes with a principal balance of Euro 22,296.30 (\$30,387.63, as converted) and interest accrued through June 30, 2014 of Euro 1,143.52 (\$1,558.51, as converted) convertible into 5,325 shares of Common Stock held by IVPEF IV; and notes with a principal balance of Euro 2,074.07 (\$2,826.75, as converted) and interest accrued through June 30, 2014 of Euro 106.38 (\$144.98, as converted) convertible into 496 shares of common stock held by Yucca acting through Ogier Employee Benefit Services Limited. 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.
- (6)

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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