

Minerva Neurosciences, Inc.  
Form 4  
March 17, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**JOHNSON & JOHNSON**

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)  
**ONE JOHNSON & JOHNSON  
PLAZA**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/13/2015**

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

**NEW BRUNSWICK, NJ 08933**

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

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 03/13/2015 <sup>(1)</sup>            |                                                    | P                              | 607,903                                                           | A \$ 4.81                                                                                     | 4,500,159 <sup>(2)</sup>                                 | I                                                     |

By Johnson & Johnson Innovation - JJDC, Inc.  
<sup>(3)</sup>

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

**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 control number.**

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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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code V                         | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title Amount Number of Shares                               |
| Warrants (right to buy)                    | \$ 5.772                                               | 03/13/2015 <sup>(1)</sup>            |                                                    | P                              | 607,903                                                                                 | 03/18/2015 <sup>(1)</sup> 03/18/2017                     | Common Stock 607,903                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                           | Director      | 10% Owner | Officer | Other |
| JOHNSON & JOHNSON<br>ONE JOHNSON & JOHNSON PLAZA<br>NEW BRUNSWICK, NJ 08933               |               | X         |         |       |
| Johnson & Johnson Innovation - JJDC, Inc.<br>410 GEORGE STREET<br>NEW BRUNSWICK, NJ 08901 |               | X         |         |       |

## Signatures

/s/ Douglas Chia, Secretary of Johnson & Johnson 03/17/2015  
 \*\*Signature of Reporting Person Date

/s/ Steven M. Rosenberg, Secretary of Johnson & Johnson Innovation - JJDC, Inc. 03/17/2015  
 \*\*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) The transaction is subject to customary closing conditions and is expected to close on or about 03/18/2015.
- (2) Consists of 3,892,256 shares of Common Stock and 607,903 shares of Common Stock underlying immediately exercisable warrants.  
 The securities reported as being indirectly beneficially owned by the designated Reporting Person are directly beneficially owned by
- (3) Johnson & Johnson Innovation - JJDC, Inc., a wholly-owned subsidiary of the designated Reporting Person (formerly known as Johnson & Johnson Development Corporation).

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.