

Minerva Neurosciences, Inc.
Form SC 13G/A
February 14, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Minerva Neurosciences, Inc.
(Name of Issuer)

Common Stock, \$0.0001 par value
(Title of Class of Securities)

603380106
(CUSIP Number)

December 31, 2017
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Names of
Reporting
Persons.
I.R.S.
Identification
Nos. of above
persons
1 (entities only)

Cormorant
Global
Healthcare
Master Fund,
LP

2 Check the
Appropriate
Box if a
Member of a
Group (See
Instructions)

(a) ☐

(b) ☒

3 SEC Use
Only

4 Citizenship or
Place of
Organization.

Cayman
Islands

5 Sole Voting
Power

0 shares

Number
of Shares
Beneficially
Owned by
Each
Reporting
Person With
6 Shared
Voting Power
512,159
shares

Refer to Item
4 below.

7 Sole
Dispositive
Power

0 shares

8 Shared
Dispositive
Power

512,159
shares

Refer to Item
4 below.

Aggregate
Amount
Beneficially
Owned
by
Each
Reporting
Person

9

512,159
shares

Refer
to
Item
4
below.

10

Check
if
the
Aggregate
Amount
in
Row
(9)
Excludes
Certain
Shares
(See
Instructions)

[
]
N/A

Percent
of
Class
Represented
by
Amount
in
Row
11 (9)*

1.3%

Refer
to
Item
4
below.

Type
of
Reporting
Person
12 (See
Instructions)

PN
(Partnership)

Names of
Reporting
Persons.
I.R.S.
Identification
Nos. of above
persons
1 (entities only)

Cormorant
Global
Healthcare
GP, LLC

2 Check the
Appropriate
Box if a
Member of a
Group (See
Instructions)

(a) ☐

(b) ☒

3 SEC Use
Only

4 Citizenship or
Place of
Organization.

Delaware

5 Sole Voting
Power

0 shares

Number
of Shares
Beneficially
Owned by
Each
Reporting
Person With
6 Shared
Voting Power
512,159
shares

Refer to Item
4 below.

7 Sole
Dispositive
Power

0 shares

8 Shared
Dispositive
Power

512,159
shares

Refer to Item
4 below.

Aggregate
Amount
Beneficially
Owned
by
Each
Reporting
Person

9

512,159
shares

Refer
to
Item
4
below.

10

Check
if
the
Aggregate
Amount
in
Row
(9)
Excludes
Certain
Shares
(See
Instructions)

[
]
N/A

Percent
of
Class
Represented
by
Amount
in
Row
11 (9)*

1.3%

Refer
to
Item
4
below.

Type
of
Reporting
Person
(See
Instructions)
12

OO
(Limited
Liability
Company)

Names of
Reporting
Persons.
I.R.S.
Identification
Nos. of above
persons
1 (entities only)

Cormorant
Asset
Management,
LLC

2 Check the
Appropriate
Box if a
Member of a
Group (See
Instructions)

(a) ☐

(b) ☒

3 SEC Use
Only

4 Citizenship or
Place of
Organization.

Delaware

5 Sole Voting
Power

0 shares

Number
of Shares
Beneficially
Owned by
Each
Reporting
Person With
6
Shared
Voting Power
607,903
shares

Refer to Item
4 below.

7 Sole
Dispositive
Power

0 shares

8 Shared
Dispositive
Power

607,903
shares

Refer to Item
4 below.

Aggregate
Amount
Beneficially
Owned
by
Each
Reporting
Person

9

607,903
shares

Refer
to
Item
4
below.

10

Check
if
the
Aggregate
Amount
in
Row
(9)
Excludes
Certain
Shares
(See
Instructions)

[
]
N/A

Percent
of
Class
Represented
by
Amount
in
Row
(9)*
1.6%

11

Refer
to
Item
4
below.

Type
of
Reporting
Person
(See
Instructions)

12

OO
(Limited
Liability
Company)

Names of
Reporting
Persons.
I.R.S.
Identification
1 Nos. of above
persons
(entities only)

Bihua Chen

2 Check the
Appropriate
Box if a
Member of a
Group (See
Instructions)

(a) ☐

(b) ☒

3 SEC Use
Only

4 Citizenship or
Place of
Organization.

United States

5 Sole Voting
Power

0 shares

6 Shared
Voting Power

Number
of Shares 607,903
Beneficially shares
Owned by Refer to Item
Each 4 below.
Reporting
Person With

7 Sole
Dispositive
Power

0 shares

8 Shared
Dispositive
Power

607,903
shares

Refer to Item
4 below.

Aggregate
Amount
Beneficially
Owned
by
Each
Reporting
Person

9

607,903
shares

Refer
to
Item
4
below.

10

Check
if
the
Aggregate
Amount
in
Row
(9)
Excludes
Certain
Shares
(See
Instructions)

[
]

N/A

Percent
of
Class
Represented
by
Amount
in
Row
(9)*

11

1.6%

Refer
to
Item
4
below.

Type
of
Reporting
Person
(See
Instructions)

12

IN
(Individual)

Item 1.

(a) Name of Issuer

Minerva Neurosciences, Inc.

(b) Address of Issuer's Principal Executive Offices

1601 Trapelo Road
Waltham, Massachusetts 02451

Item 2.

(a) Name of Person Filing

Cormorant Global Healthcare Master Fund, LP
Cormorant Global Healthcare GP, LLC
Cormorant Asset Management, LLC
Bihua Chen

(b) Address of Principal Business Office or, if none, Residence

200 Clarendon Street, 52nd Floor
Boston, MA 02116

(c) Citizenship

Cormorant Global Healthcare Master Fund, LP - Cayman Islands
Cormorant Global Healthcare GP, LLC - Delaware
Cormorant Asset Management, LLC - Delaware
Bihua Chen - United States

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

603380106

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is
a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance Company as defined in Section 3(a)(19) of the Act
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership***

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned***

Cormorant Global Healthcare Master Fund, LP - 512,159 shares
 Cormorant Global Healthcare GP, LLC - 512,159 shares
 Cormorant Asset Management, LLC - 607,903 shares
 Bihua Chen - 607,903 shares

(b) Percent of Class

Cormorant Global Healthcare Master Fund, LP - 1.3%
 Cormorant Global Healthcare GP, LLC - 1.3%
 Cormorant Asset Management, LLC - 1.6%
 Bihua Chen - 1.6%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

Cormorant Global Healthcare Master Fund, LP - 0 shares
 Cormorant Global Healthcare GP, LLC - 0 shares
 Cormorant Asset Management, LLC - 0 shares

Bihua Chen - 0 shares

(ii) shared power to vote or to direct the vote

Cormorant Global Healthcare Master Fund, LP - 512,159 shares

Cormorant Global Healthcare GP, LLC - 512,159 shares

Cormorant Asset Management, LLC - 607,903 shares

Bihua Chen - 607,903 shares

(iii) sole power to dispose or to direct the disposition of

Cormorant Global Healthcare Master Fund, LP - 0 shares

Cormorant Global Healthcare GP, LLC - 0 shares

Cormorant Asset Management, LLC - 0 shares

Bihua Chen - 0 shares

(iv) shared power to dispose or to direct the disposition of

Cormorant Global Healthcare Master Fund, LP - 512,159 shares

Cormorant Global Healthcare GP, LLC - 512,159 shares

Cormorant Asset Management, LLC - 607,903 shares

Bihua Chen - 607,903 shares

***Shares reported herein for Cormorant Asset Management, LLC represent shares which are beneficially owned by Cormorant Global Healthcare Master Fund, LP (the "Fund"), as reported herein, and shares which are beneficially owned by a managed account (the "Account"). Cormorant Global Healthcare GP, LLC serves as the general partner of the Fund, and Cormorant Asset Management, LLC serves as the investment manager to both the Fund and the Account. Bihua Chen serves as the managing member of Cormorant Global Healthcare GP, LLC and Cormorant Asset Management, LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein. Percentage calculations herein are based upon there being 38,700,693 issued and outstanding stock as of October 31, 2017 as reported in the Issuer's Quarterly Report filed with the SEC on November 6, 2017.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

ExhibitsExhibit

- 1 Joint Filing Agreement by and among the Reporting Persons, incorporated by reference to Exhibit 1 to the Schedule 13G filed by the Reporting Persons with the Securities and Exchange Commission on March 23, 2015.
-

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

February 14, 2018

CORMORANT GLOBAL HEALTHCARE MASTER FUND, LP

By: Cormorant Global Healthcare GP, LLC

its General Partner

By: /s/ Bihua Chen

Bihua Chen, Managing Member

CORMORANT GLOBAL HEALTHCARE GP, LLC

By: /s/ Bihua Chen

Bihua Chen, Managing Member

CORMORANT ASSET MANAGEMENT, LLC

By: /s/ Bihua Chen

Bihua Chen, Managing Member

/s/ Bihua Chen

Bihua Chen