
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

Under
The Securities Act of 1933

Minerva Neurosciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-0784194
(IRS Employer
Identification No.)

1601 Trapelo Road
Suite 284
Waltham, MA 02451
(Address of principal registered offices) (Zip Code)

Minerva Neurosciences, Inc. Amended and Restated 2013 Equity Incentive Plan
(Full title of the Plans)

Remy Luthringer, Ph.D.
President and Chief Executive Officer
1601 Trapelo Road
Suite 284
Waltham, MA 02451
(Name and address of agent for service)

(617) 600-7373
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.0001 par value, to be issued pursuant to the Minerva Neurosciences, Inc. Amended and Restated 2013 Equity Incentive Plan	737,579 shares (3)	\$5.40	\$3,982,926.60	\$462.82

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Minerva Neurosciences, Inc. Amended and Restated 2013 Equity Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's Common Stock.
- (2) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Market on April 28, 2015.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Plan on January 2, 2015, pursuant to an "evergreen" provision contained in the Plan. Pursuant to such provision, on the first trading day in January of each year from 2015 until 2023, the number of shares authorized for issuance under the Plan is automatically increased by a number equal to the least of (a) 4% of the total number of shares of Common Stock outstanding on the last trading day in the immediately preceding calendar month; (b) 750,000 shares of Common Stock; and (c) a number determined by the Registrant's board of directors that is less than the amounts set forth in the foregoing clauses (a) and (b).

INCORPORATION OF DOCUMENTS BY REFERENCE

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective. The Registrant previously registered shares of its Common Stock for issuance under the Plan under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on September 15, 2014 (File No. 333-198753). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit</u>
3.1(1)	Amended and Restated Certificate of Incorporation of Registrant
3.2(2)	Amended and Restated Bylaws of Registrant
4.3(3)	Specimen Common Stock certificate of Registrant
5.1*	Opinion of Cooley LLP
23.1*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
23.2*	Consent of Cooley LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (Included on the Signature Page to this Form S-8).
99.1(4)	Amended and Restated 2013 Equity Incentive Plan

* Filed herewith.

- (1) Filed as Exhibit 3.1 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 (File No. 333-195169), filed on June 10, 2014 and incorporated herein by reference.
- (2) Filed as Exhibit 3.2 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 (File No. 333-195169), filed on June 10, 2014 and incorporated herein by reference.
- (3) Filed as Exhibit 4.1 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 (File No. 333-195169), filed on June 10, 2014 and incorporated herein by reference.
- (4) Filed as Exhibit 10.24 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 (File No. 333-195169), filed on June 10, 2014 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, Commonwealth of Massachusetts, on April 30, 2015.

MINERVA NEUROSCIENCES, INC.

By: /s/ Remy Luthringer, Ph.D.
Remy Luthringer
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, the undersigned hereby constitute and appoint Remy Luthringer, Ph.D. and Geoff Race, and each of them, his or her true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, or any related registration statement filed pursuant to Rule 462(b) under the Securities Act, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Remy Luthringer, Ph.D.</u> Remy Luthringer, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	April 30, 2015
<u>/s/ Geoff Race</u> Geoff Race	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 30, 2015
<u>/s/ Frederick Ahlholm</u> Frederick Ahlholm	Chief Accounting Officer (Principal Accounting Officer)	April 30, 2015
<u>/s/ Marc D. Beer</u> Marc D. Beer	Director	April 30, 2015
<u>/s/ Francesco de Rubertis, Ph.D.</u> Francesco de Rubertis, Ph.D.	Director	April 30, 2015
<u>/s/ Michèle Ollier, MD</u> Michèle Ollier, MD	Director	April 30, 2015
<u>/s/ Nico Vandervelpen</u> Nico Vandervelpen	Director	April 30, 2015
<u>/s/ Jan van Heek</u> Jan van Heek	Director	April 30, 2015

EXHIBIT INDEX

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Marc A. Recht
T: +1 617 937 2316
mrecht@cooley.com

April 30, 2015

Minerva Neurosciences, Inc.
1601 Trapelo Road, Suite 284
Waltham, Massachusetts 02451

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Minerva Neurosciences, Inc., a Delaware corporation (the "**Company**"), of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission under the Securities Act of 1933, as amended, covering the offering of up to 737,579 shares of the Company's common stock, \$0.0001 par value per share (the "**Shares**"), pursuant to the Company's Amended and Restated 2013 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, the Plan, and originals, or copies certified to our satisfaction, of such other documents, records, certificates, memoranda and other instruments as we deemed necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters. We express no opinion as to whether the laws of any particular jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state antifraud, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in accordance with the Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid and nonassessable (except as to Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

COOLEY LLP

By: /s/ Marc A. Recht
Marc A. Recht

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 26, 2015, relating to the consolidated financial statements of Minerva Neurosciences, Inc. appearing in the Annual Report on Form 10-K of Minerva Neurosciences, Inc. for the year ended December 31, 2014.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey
April 30, 2015