

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 27, 2023

Minerva Neurosciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36517
(Commission
File Number)

26-0784194
(IRS Employer
Identification No.)

1500 District Avenue, Burlington, MA 01803
(Address of principal executive offices) (Zip Code)

(617) 600-7373
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|----------------------|--|
| Common Stock, \$0.0001 par value per share | NERV | The Nasdaq Capital Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The results of matters submitted to a stockholder vote at the Annual Meeting of Stockholders of Minerva Neurosciences, Inc. (the “Company”) held on September 27, 2023 (the “2023 Annual Meeting”) are as follows:

Proposal 1: Election of Directors. Two nominees were elected to serve on the Company’s Board of Directors until the 2026 annual meeting of stockholders and until their successors are elected and qualified with the votes set forth below:

| Nominee | For | Withheld | Broker Non-Votes |
|--------------|-----------|----------|------------------|
| David Kupfer | 3,247,154 | 616,893 | 1,442,953 |
| Jan van Heek | 3,374,837 | 489,210 | 1,442,953 |

Proposal 2: Approval of Amendment to the Company’s Amended and Restated 2013 Equity Incentive Plan to, among other things, increase the aggregate number of shares of common stock authorized for issuance under the plan by 700,000 shares. The Company’s stockholders approved Proposal 2. The votes cast were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 3,283,310 | 576,673 | 4,064 | 1,442,953 |

Proposal 3: Approval, on an Advisory Basis, of the Compensation of the Company’s Named Executive Officers. The Company’s stockholders approved Proposal 3. The votes cast were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 3,738,851 | 71,469 | 53,727 | 1,442,953 |

Proposal 4: Ratification of Deloitte & Touche LLP as the independent registered public accounting firm for the Company’s fiscal year ending December 31, 2023. The selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023 was ratified with the votes set forth below:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 5,061,117 | 11,600 | 234,283 | 0 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MINERVA NEUROSCIENCES, INC.

Date: September 28, 2023

By: /s/ Frederick Ahlholm

Frederick Ahlholm

Chief Financial Officer