

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Pellegrini Lorenzo</u> (Last) (First) (Middle) <u>C/O MINERVA NEUROSCIENCES, INC.</u> <u>245 FIRST STREET, SUITE 1800</u> (Street) <u>CAMBRIDGE MA 02142</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Minerva Neurosciences, Inc. [NERV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/07/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/07/2014		C		114,078	A	\$6 ⁽³⁾	3,083,789	I	See footnotes ⁽¹⁾⁽²⁾⁽⁴⁾
Common Stock	07/07/2014		C		61,923	A	\$6 ⁽³⁾	3,145,712	I	See footnotes ⁽¹⁾⁽²⁾⁽⁵⁾
Common Stock	07/07/2014		P		737,500	A	\$6	3,883,212	I	See footnotes ⁽¹⁾⁽²⁾⁽⁶⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Promissory Note	\$6 ⁽³⁾	07/07/2014		C		114,078		(3)	(3)	Convertible Promissory Note	114,078	\$6 ⁽³⁾	0	I	See footnotes ⁽¹⁾⁽²⁾⁽⁴⁾
Convertible Promissory Note	\$6 ⁽³⁾	07/07/2014		C		61,923		(3)	(3)	Convertible Promissory Note	61,923	\$6 ⁽³⁾	0	I	See footnotes ⁽¹⁾⁽²⁾⁽⁵⁾

Explanation of Responses:

- Lorenzo Pellegrini, Director of the Issuer, is a partner of Care Capital, LLC which is affiliated with Care Capital Investments III, LP ("CC III") and Care Capital Offshore Investments III, LP (CCO). Dr. Pellegrini disclaims beneficial ownership of all such shares held by the foregoing funds, except to the extent of his proportionate pecuniary interest therein.
- Care Capital III LLC is the general partner of Care Capital Investments III LP and Care Capital Offshore Investments III LP and as a result, Care Capital III LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Richard Markham, Jan Leschly, Jerry N. Karabelas and David R. Ramsay are the four managing members at Care Capital III LLC, and in their capacity as such, may be deemed to exercise shared voting and investment power over the shares held by the reporting persons, each of whom disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- The issuer's convertible promissory notes automatically converted 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 \$6.00.
- Consists of notes with a principal balance of \$639,323.10 and interest accrued through July 6, 2014 of \$33,910 convertible into 112,205 shares of common stock held by CC III and notes with a principal balance of \$10,676.90 and interest accrued through July 6, 2014 of \$566 convertible into 1,873 shares of common stock held by CCO.
- Consists of notes with a principal balance of Euro 255,000.66 (\$347,031.67, as converted) and interest accrued through July 6, 2014 of \$18,406.94 convertible into 60,906 shares of common stock held by CC III and notes with a principal balance of Euro 4,258.59 (\$5,795.54 as converted) and interest accrued through July 6, 2014 of \$307.40 convertible into 1,017 shares of common stock held by CCO. All amounts converted from Euro into U.S. Dollars (\$) applied the conversion rate from the Euro as of July 4, 2014, which was 1.360905.
- Consist of 725,386 shares owned by CC III and 12,114 shares owned by CCO.

/s/ Lorenzo Pellegrini

07/09/2014

** Signature of Reporting Person

Date

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

* 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).

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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