

Beer Marc D
Form 4
February 02, 2018

FORM 4

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

OMB APPROVAL

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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 *
Beer Marc D

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)

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2018

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

C/O MINERVA
NEUROSCIENCES, INC., 1601
TRAPELO ROAD, SUITE 284

(Street)

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

WALTHAM, MA 02451

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
Stock Option (Right to Buy)	\$ 9.49	01/31/2018		D ⁽¹⁾		80,356		⁽¹⁾	12/19/2023	Common Stock	80,356
Stock Option (Right to Buy)	\$ 9.49	01/31/2018		A ⁽¹⁾		80,356		⁽¹⁾	01/31/2020	Common Stock	80,356
Stock Option (Right to Buy)	\$ 6	01/31/2018		D ⁽²⁾		127,513		⁽²⁾	06/29/2024	Common Stock	127,513
Stock Option (Right to Buy)	\$ 6	01/31/2018		A ⁽²⁾		127,513		⁽²⁾	01/31/2020	Common Stock	127,513
Stock Option (Right to Buy)	\$ 4.34	01/31/2018		D ⁽³⁾		7,500		⁽³⁾	02/01/2025	Common Stock	7,500
Stock Option (Right to Buy)	\$ 4.34	01/31/2018		A ⁽³⁾		7,500		⁽³⁾	01/31/2020	Common Stock	7,500
Stock Option (Right to Buy)	\$ 10.2	01/31/2018		D ⁽⁴⁾		12,500		⁽⁴⁾	06/15/2026	Common Stock	12,500
Stock Option (Right to Buy)	\$ 10.2	01/31/2018		A ⁽⁴⁾		12,500		⁽⁴⁾	01/31/2020	Common Stock	12,500
Stock Option (Right to Buy)	\$ 10	01/31/2018		D ⁽⁵⁾		12,500		⁽⁵⁾	05/31/2027	Common Stock	12,500
Stock Option	\$ 10	01/31/2018		A ⁽⁵⁾		12,500		⁽⁵⁾	01/31/2020	Common Stock	12,500

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beer Marc D C/O MINERVA NEUROSCIENCES, INC. 1601 TRAPELO ROAD, SUITE 284 WALTHAM, MA 02451	X			

Signatures

/s/ Marc D. Beer 02/02/2018

__Signature of Date
Reporting Person

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 two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on December 20, 2013 and is fully vested.
 - (2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 30, 2014 and is fully vested.
 - (3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on February 2, 2015 and is fully vested.
 - (4) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 16, 2016 and is fully vested.
- The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 1, 2017 and provides for vesting in four equal quarterly
- (5) installments at a rate of 1/4 of the total number of shares every three months, with the first 1/4 vesting on the date that is three months following June 1, 2017 and an additional 1/4 every three months thereafter, subject in each case to the continued service of the Reporting Person as a non-employee director as of such vesting date.

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.