

Minerva Neurosciences, Inc.
Form 8-K
June 11, 2018

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): June 7, 2018

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
(I.R.S. Employer

Identification No.)

1601 Trapelo Road

Suite 286

Waltham, MA

(Address of principal executive offices)

02451

(Zip Code)

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

(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))

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) The Board of Directors (the Board) of Minerva Neurosciences, Inc. (the Company) previously approved the amendment and restatement of the Company's Amended and Restated 2013 Equity Incentive Plan (the 2013 Plan), subject to stockholder approval, to, among other things, increase the aggregate number of shares of common stock authorized for issuance under the 2013 Plan by 2,500,000 shares (the Amended 2013 Plan). On June 7, 2018, the Company's stockholders approved the Amended 2013 Plan.

A complete copy of the Amended 2013 Plan is filed herewith as Exhibit 99.1. The above summary of the Amended 2013 Plan does not purport to be complete and is qualified in its entirety by reference to such exhibit.

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 the Company held on June 7, 2018 (the 2018 Annual Meeting) in Boston, Massachusetts are as follows:

Proposal 1: Election of Directors. Two nominees were elected to serve on the Board until the 2021 annual meeting of stockholders and until their successors are elected and qualified with the votes set forth below:

| Nominee | For | Withheld | Broker Non-Votes |
|-------------------|------------|----------|------------------|
| William F. Doyle | 30,094,893 | 222,775 | 4,446,476 |
| Hans Peter Hasler | 30,150,643 | 167,025 | 4,446,476 |

Proposal 2: Ratification of Deloitte & Touche LLP as the independent registered public accounting firm for the Company's fiscal year ending December 31, 2018. The selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 was ratified with the votes set forth below:

| For | Against | Abstain |
|------------|-----------|---------|
| 25,245,736 | 9,511,960 | 6,448 |

Proposal 3: Approval of the Company's Amended 2013 Plan to, among other things, increase the aggregate number of shares of common stock authorized for issuance under the plan by 2,500,000 shares. The amendment and restatement of the Company's 2013 Plan to, among other things, increase the aggregate number of shares of common stock authorized for issuance under the plan by 2,500,000 shares was approved with the votes set forth below:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 21,920,115 | 8,393,250 | 4,303 | 4,446,476 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|------------------------|---|
| 99.1 | <u>Minerva Neurosciences, Inc. Amended and Restated 2013 Equity Incentive Plan.</u> |

SIGNATURE

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.

By: /s/ Geoffrey Race
Name: Geoffrey Race
Title: Executive Vice President, Chief
Financial Officer and Chief Business
Officer

Date: June 11, 2018