

Race Geoff  
Form 4  
December 15, 2017

**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 \*  
Race Geoff

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)  
12/13/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, CFO & CBO

C/O MINERVA  
NEUROSCIENCES, INC., 1601  
TRAPELO ROAD, SUITE 286

(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) |         |   |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|---------|---|
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   | (A) or (D)                        | Price   |   |
| Common Stock                    | 12/14/2017                           |                                                    | M                              |                                                                   | 12,500                                                                                        | A                                                        | Ⓛ                                 | 197,698 | D |
| Common Stock                    | 12/14/2017                           |                                                    | S                              |                                                                   | 5,829                                                                                         | D                                                        | \$                                | 5.79    | D |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | (2)                               | (3)     |   |

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

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SEC 1474  
(9-02)

number.

**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 Underlying Security (Instr. 3 and 4) |              |                 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------|-----------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                             | Title        | Am<br>Nu<br>Sha |
| Employee Stock Option (Right to Buy)       | \$ 6.1                                                 | 12/13/2017                           |                                                    | A                              | 200,000                                                                                 | (4)                                                      | 12/13/2027                                                  | Common Stock | 20              |
| Restricted Stock Unit                      | (1)                                                    | 12/14/2017                           |                                                    | M                              | 12,500                                                                                  | (5)                                                      | (5)                                                         | Common Stock | 12              |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |                |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                                    | Director      | 10% Owner | Officer        | Other |
| Race Geoff<br>C/O MINERVA NEUROSCIENCES, INC.<br>1601 TRAPELO ROAD, SUITE 286<br>WALTHAM, MA 02451 |               |           | EVP, CFO & CBO |       |

## Signatures

/s/ Matt Bartholomae,  
Attorney-in-Fact

12/15/2017

\*\*Signature of Reporting Person

Date

## 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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock

Represents shares of the Issuer's common stock sold to satisfy tax obligations relating to the acquisition of shares of the Issuer's common stock in connection with the settlement of the vested portion of RSUs pursuant to the terms of that certain RSU Agreement between the Reporting Person and the Issuer, as reflected in this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.75 to \$5.83, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.

(4) This option vests as to 25% of the shares on December 13, 2018 and then in quarterly installments over 3 years thereafter.

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- Represents shares issuable upon the vesting of RSUs awarded to the Reporting Person on December 14, 2016. The RSUs vest in 4 equal
- (5) annual installments beginning on December 14, 2017 and will be fully vested on December 14, 2020, in all cases so long as there has been no break in the Reporting Person's continuous service through such date.

### **Remarks:**

Exhibit List - Exhibit 24 - Power of Attorney

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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