| SEC | Form | 4 |
|-----|------|---|
|-----|------|---|

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| | | | or Section 30(n) of the investment Company Act of 1940 | |
|--|---------------|----------------|---|---|
| 1. Name and Address of Reporting Person* Russell Richard E. | | | 2. Issuer Name and Ticker or Trading Symbol <u>Minerva Neurosciences, Inc.</u> [NERV] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner |
| (Last) (First) (Middle) C/O MINERVA NEUROSCIENCES, INC. 1601 TRAPELO ROAD, SUITE 284 | | ENCES, INC. | 3. Date of Earliest Transaction (Month/Day/Year) 12/11/2017 | X Officer (give title Other (specify below) President |
| (Street) WALTHAM (City) | MA (State) | 02451 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |

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) | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Securities Beneficially | 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 | Transaction(s) (Instr. 3 and 4) | | (|
| Common Stock | 12/11/2017 | | A | | 40,000 ⁽¹⁾ | Α | \$0.00 | 40,000 | D | |

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. Transa Code (8) | | Derivative | | 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) | 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 | | (Instr. 4) | | |
| Employee Stock option (Right to Buy) | \$6.05 | 12/11/2017 | | A | | 775,000 | | (2) | 12/10/2027 | Common Stock | 775,000 | \$0.00 | 775,000 | D | |

Explanation of Responses:

1. Represents shares of the Issuer's Common Stock underlying a time-based restricted stock unit award ("RSU"). The shares subject to this RSU will vest in four (4) equal annual installments commencing on the one-year anniversary of December 11, 2017, provided the Reporting Person has provided continuous service to the Issuer through the vesting date.

2. This option vested as to 25% of the shares on December 11, 2018 and then in quarterly installments over 3 years thereafter.

Remarks:

<u>/s/ Matt Bartholomae, Attorney-</u> <u>in-Fact</u> 12/12/2017

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.