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 30, 2020

Minerva Neurosciences, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-36517**	**26-0784194**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

1601 Trapelo Road **Suite 286** **Waltham, MA**	**02451**
(Address of principal executive offices)	**(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, $0.0001 par value per share	NERV	The Nasdaq Global Market

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 1.01 Entry into a Material Definitive Agreement.

On June 30, 2020, Minerva Neurosciences, Inc. (the "Company") exercised its right to opt out of the co-development and license agreement for seltorexant (as amended, the "License Agreement") with Janssen Pharmaceutica, N.V. ("Janssen") as contemplated by that certain Settlement Agreement (the "Settlement Agreement") with Janssen dated June 24, 2020, which became effective upon exercise of the opt out, pursuant to which the Company and Janssen resolved certain disputes under License Agreement.

Under the Settlement Agreement, the Company agreed not to assert that Decision Point 4 (as defined in the License Agreement) has not been reached, Janssen waived the requirement that opt-out occur after Decision Point 4 in order for the Company to receive a royalty on sales of seltorexant after opt-out, and the Company and Janssen agreed to waive any payments to the other with respect to development costs for seltorexant. As a result of the exercise of its right to opt out of the License Agreement with Janssen, the License Agreement is deemed to have been terminated effective as of October 2, 2019.

The foregoing description of the Settlement Agreement does not purport to be complete and is subject to, and qualified in its entirety by, reference to the Settlement Agreement, which will be filed with the Securities and Exchange Commission (the "SEC") as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020.

Item 1.02 Other Events.

The disclosure set forth in Item 1.01 of this Current Report on Form 8-K to the extent required by this Item 1.02 is incorporated herein by reference.

Item 8.01 Other Events.

On July 1, 2020, the Company issued a press release reporting that it has exercised its right to opt out of the License Agreement with Janssen and that, as a result, the Company will now collect a royalty on worldwide sales of seltorexant in the mid-single digits, with no financial obligations to Janssen.

A copy of the above referenced press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated July 1, 2020.

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: July 1, 2020

Exhibit 99.1

Contact:
William B. Boni
VP, Investor Relations/
Corp. Communications
Minerva Neurosciences, Inc.
(617) 600-7376

FOR IMMEDIATE RELEASE

MINERVA NEUROSCIENCES EXERCISES RIGHT TO OPT OUT OF AGREEMENT WITH JANSSEN FOR SELTOREXANT (MIN-202)

- **Preserves royalties payable to Minerva on worldwide sales of seltorexant**
- **Eliminates all financial obligations with respect to the clinical development and commercialization of seltorexant**
- **Corporate focus now on lead product, roluperidone, in Phase 3 development**

Waltham, MA, July 1, 2020 – Minerva Neurosciences, Inc. (NASDAQ: NERV), a clinical-stage biopharmaceutical company focused on the development of therapies to treat central nervous system disorders, announced today that it has exercised its right to opt out of its agreement with Janssen Pharmaceutica NV (Janssen) for the future development of seltorexant (MIN-202).

As a result, Minerva will now collect a royalty on worldwide sales of seltorexant in all indications in the mid-single digits, with no financial obligations to Janssen.

“We believe opting out of our agreement with Janssen at this stage of the program creates real value for Minerva,” said Dr. Remy Luthringer, Executive Chairman and Chief Executive Officer of Minerva. “This decision enables us to retain a meaningful financial interest in the future revenue stream of a compound with significant commercial potential while eliminating the Company’s financial obligations to a substantial Phase 3 program encompassing major depressive disorder and insomnia. Furthermore, opting out will help align our human and financial resources with our focus on establishing a path to approval of our lead compound, roluperidone, in Phase 3 development.”

About Minerva Neurosciences

Minerva’s portfolio of compounds includes: roluperidone (MIN-101), in clinical development for schizophrenia; a potential royalty stream from seltorexant (MIN-202 or JNJ-42847922), in clinical development for insomnia and MDD; and MIN-301, in pre-clinical development for Parkinson’s disease. Minerva’s common stock is listed on the NASDAQ Global Market under the symbol “NERV.” For more information, please visit www.minervaneurosciences.com.

Forward-Looking Safe Harbor Statement

This press release contains forward-looking statements which are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements are statements that are not historical facts, reflect management’s expectations as of the date of this press release, and involve certain risks and uncertainties. Forward-looking statements include statements herein with respect to the timing and scope of future clinical trials

and results of clinical trials with roluperidone (MIN-101); the clinical and therapeutic potential of this compound; the likelihood of future sales and a royalty stream from seltorexant, the timing and outcomes of future interactions with U.S. and foreign regulatory bodies; our ability to successfully develop and commercialize our therapeutic products; the sufficiency of our current cash position to fund our operations; and management's ability to successfully achieve its goals. These forward-looking statements are based on our current expectations and may differ materially from actual results due to a variety of factors including, without limitation, whether roluperidone will advance further in the clinical trials process and whether and when, if at all, it will receive final approval from the U.S. Food and Drug Administration or equivalent foreign regulatory agencies and for which indications; whether any of our therapeutic products will be successfully marketed if approved; whether any of our therapeutic product discovery and development efforts will be successful; management's ability to successfully achieve its goals; our ability to raise additional capital to fund our operations on terms acceptable to us; and general economic conditions. These and other potential risks and uncertainties that could cause actual results to differ from the results predicted are more fully detailed under the caption "Risk Factors" in our filings with the Securities and Exchange Commission, including our Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, filed with the Securities and Exchange Commission on May 4, 2020. Copies of reports filed with the SEC are posted on our website at www.minervaneurosciences.com. The forward-looking statements in this press release are based on information available to us as of the date hereof, and we disclaim any obligation to update any forward-looking statements, except as required by law.