

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

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

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|--|--|--|--|--|---|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| <u>Reilly Joseph H.</u> (Last) (First) (Middle) <u>C/O MINERVA NEUROSCIENCES, INC.</u> <u>1601 TRAPELO ROAD, SUITE 284</u> (Street) <u>WALTHAM MA 02451</u> (City) (State) (Zip) | | | <u>Minerva Neurosciences, Inc. [NERV]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2016</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | | Director 10% Owner X Officer (give title below) Other (specify below) <u>SVP & Chief Operating Officer</u> 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) | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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 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) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|---|--|-----------------|---|--|--|---|--|
| | | | | | Code | V | Date Exercisable | Expiration Date | | | | | |
| Restricted Stock Unit | (1) | 12/14/2016 | | A | 35,000 | | (2) | (2) | Common Stock 35,000 | \$0.00 | 35,000 | D | |
| Employee Stock Option (Right to Buy) | \$13.45 ⁽³⁾ | 12/14/2016 | | A | 60,000 | | (4) | 12/13/2026 | Common Stock 60,000 | \$0.00 | 60,000 | D | |

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock
- Represents shares issuable upon the vesting of restricted stock units ("RSUs") awarded to the Reporting Person on December 14, 2016. The RSUs vest in 4 equal 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.
- The exercise price is the closing price of the Issuer's common stock on December 14, 2016.
- This option shall vest as follows: 25% on December 14, 2017 and then in quarterly installments over 3 years thereafter.

Remarks:

/s/ Mark Levine, Attorney-in-Fact 12/16/2016

** 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.