SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

(Last)       (First)       (Middle)         C/O MINERVA NEUROSCIENCES, INC.       1601 TRAPELO ROAD, SUITE 284 <ul> <li>(Check all applicable)</li> <li>Director</li> <li>10% Owner</li> <li>(Street)</li> <li>WALTHAM</li> <li>MA</li> <li>02451</li> <li>(City)</li> <li>(State)</li> <li>(Zip)</li> </ul> <ul> <li>A mount of Securities Beneficially Owned (Instr. 4)</li> <li>Common Stock</li> </ul> <ul> <li>A mount of Security (Instr. 4)</li> <li>2. Date Exercisable mole and thom the part of the part o</li></ul>	1. Name and Add Davidson M	F (	Date of Event       3. Issuer Name and Ticker or Trading Symbol         equiring Statement       Minerva Neurosciences, Inc. [ N         2/16/2016       N										
International control of the second prime (Check A below)       A below)       below)       below)       below)       Chief Medical Officer       Chief Medical Officer       Chief Medical Officer       X Form filed by One Reporting Person Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Beneficially Owned       3. Ownership Form: Direct (D) or Indirect (D) or Exercisable and (e.g., puts, calls, warrants, options, convertible Securities       3. Title and Amount of Securities Beneficially Owned (Instr. 4)       4. Nature of Indirect Indirect Indirect Indirect Indirect Indirect Indirect (D) or Indirect (D) or Indirect (D) or Exercisable and Expiration Date (Month/DaylYear)       3. Title and Amount of Securities Securities       5. Nature of Indirect (D) or Indirect					(Check all applicable) Director		10% Owner						
(Street) WALTHAM MA 02451 (City) (State) (Zip)       Image: City of the city of the reputing Person Form filed by More than One Reporting Person         Table I - Non-Derivative Securities Beneficially Owned         I. Title of Security (Instr. 4)         2. Amount of Securities Beneficially Owned (Instr. 4)         Source of the reputing Person         Common Stock         0         Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)         1. Title of Derivative Security (Instr. 4)         2. Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       5. Ownership Over Fore Shares       5. Ownership Over Fore Shares       6. Nature of Indirect (Instr. 5)         1. Title of Derivative Security (Instr. 4)       2. Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       5. Ownership Or Indirect (I) (Instr. 5)       6. Nature of Indirect Beneficial Ownership Or Indirect (I) (Instr. 5)	1601 TRAPELO ROAD, SUITE 284					Х	below)	below)		Applicable Line)			
WALIHAM       MA       02451       Reporting Person         (City)       (State)       (Zip)       Reporting Person         Table I - Non-Derivative Securities Beneficially Owned         1. Title of Security (Instr. 4)       2. Amount of Securities Beneficially Owned (Instr. 4)       3. Ownership Form: Direct (D) (Instr. 5)       4. Nature of Indirect Beneficial Ownership form: Direct (D) (Instr. 5)         Common Stock       0       D	(Street)					Chief Wedical Officer				Х		, , ,	
Table I - Non-Derivative Securities Beneficially Owned         1. Title of Security (Instr. 4)       2. Amount of Securities Beneficially Owned (Instr. 4)       3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)       4. Nature of Indirect Beneficial Ownership Form: Direct (D) or Indirect (I) (Instr. 5)         Common Stock       0       D       D         Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)         1. Title of Derivative Security (Instr. 4)       2. Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       5. Ownership Form: Direct (D) or Indirect Beneficial Ownership (Instr. 5)         1. Title of Derivative Security (Instr. 4)       2. Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       6. Nature of Indirect Beneficial Ownership Ownership (Instr. 5)         1. Title of Derivative Security (Instr. 4)       2. Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       6. Nature of Indirect Beneficial Ownership Ownership (Instr. 5)         Date       Expiration Date (Month/Day/Year)       Title       Amount or Number of Shares       5. Output the security of Indirect (I) (Instr. 5)	WALTHAM	MA	02451										
1. Title of Security (Instr. 4)       2. Amount of Securities Beneficially Owned (Instr. 4)       3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)       4. Nature of Indirect Beneficial Ownership (Instr. 5)         Common Stock       0       D         Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)         1. Title of Derivative Security (Instr. 4)       2. Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       4. Conversion or Exercise Price of Derivative Security       6. Nature of Indirect Beneficial Ownership (Instr. 5)         1. Title of Derivative Security (Instr. 4)       2. Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       4. Conversion or Exercise Price of Derivative Security       5. Ownership Form: Direct (D) or Indirect (	(City)	(State)	(Zip)										
Beneficially Owned (Instr. 4)     Form: Direct (D) or Indirect (I) (Instr. 5)     (Instr. 5)       Common Stock     0     D       Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrarts, options, convertible securities)       1. Title of Derivative Security (Instr. 4)     2. Date Exercisable and Expiration Date (Month/Day/Year)     3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)     5. Ownership Form: Direct (D) (Instr. 5)     6. Nature of Indirect Beneficial Ownership (Instr. 5)       1. Title of Derivative Security (Instr. 4)     2. Date Exercisable and Expiration Date (Month/Day/Year)     3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)     4. Conversion of Shares     5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)     6. Nature of Indirect Beneficial Ownership (Instr. 5)	Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Derivative Security (Instr. 4)       2. Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Amount of Securities       4. Conversion or Exercise Deneficial Ownership Form: Direct (D) or Indirect       5. Ownership Form: Direct (D) or Indirect (D) or Indirect       6. Nature of Indirect Beneficial Ownership (Instr. 4)         1. Title of Derivative Security (Instr. 4)       2. Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Amount of Security (Instr. 4)       5. Ownership Form: Direct (D) or Indirect       5. Ownership Form: Direct (D) or Indirect       5. Ownership (Instr. 5)         Date Exercisable Date Expiration Date (Month/Day/Year)       Title       Amount or Number of Shares       5. Ownership (Instr. 5)       6. Nature of Indirect Beneficial Ownership (Instr. 5)	1. Title of Security (Instr. 4)							Form: Direct (D) or Indirect (I)					
(e.g., puts, calls, warrants, options, convertible securities)         1. Title of Derivative Security (Instr. 4)       2. Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Amount of Securities       4. Conversion or Exercise price of Derivative Security (Instr. 4)       5. Ownership Form: Direct (D) or Indirect       6. Nature of Indirect         Date       Expiration       Expiration Date (Month/Day/Year)       1. Title       Amount or Security (Instr. 4)       5. Ownership Form: Direct (D) or Indirect       0. Source (D) or Indirect       5. Ownership (Instr. 5)       5. Ownership (Instr. 5)       5. Ownership (Instr. 5)         Date       Expiration       Expiration Date       Title       Amount or Security       5. Source (D) or Indirect       6. Nature of Indirect         Source (D)       Date       Expiration Date       Title       Source (D) or Supervise       5. Source (D) or Indirect       5. Ownership (Instr. 5)       5. Ownership (Instr. 5)	Common Stock						0	D					
Expiration Date (Month/Day/Year)     Underlying Derivative Security (Instr. 4)     Conversion or Exercise Price of Derivative     Ownership Form: Direct (D) or Indirect (I) (Instr. 5)     Beneficial Ownership (Instr. 5)       Date Expiration     Expiration Date Exercisable     Expiration Date     Title     Amount or Shares     Ownership Or Exercise Security     Ownership Or Indirect (I) (Instr. 5)     Beneficial Ownership (Instr. 5)													
Date     Expiration       Exercisable     Title	1. Title of Derivative Security (Instr. 4)			Expiration Date					Convers or Exer	cise	Ownership Form:	Beneficial Ownership	
Stock Option (Right to Buy)         (1)         08/31/2026         Common Stock         30,000         12.35         D								or Number of	Derivati	ive	or Indirect		
	Stock Option (Right to Buy)			(1)	08/31/2020	5	Common Stock	30,000	12.3	5	D		

Explanation of Responses:

1. The shares underlying the option shall vest and become exercisable as to 25% on September 1, 2017; the balance of the shares underlying the option shall vest and become exercisable in 12 successive equal quarterly installments, in each case so long as the Reporting Person provides continuous service to the Issuer on each such date.

#### **Remarks:**

Exhibit List - Exhibit 24 - Power of Attorney

## /s/Mark Levine, Attorney-in-

**Fact** 

12/20/2016

\*\* 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 5 (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.

#### POWER OF ATTORNEY

### (For Executing Form ID and Forms 3, 4 and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Marc Recht and Richard Segal of Cooley LLP, and Mark Levine and Geoff Race of Minerva Neurosciences, Inc. (the "Company"), signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") Form ID and Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form ID and Forms 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Form ID or Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or Cooley LLP, as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: November 30, 2016

By: /s/Michael Davidson Name: Michael Davidson