

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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

1. Name and Address of Reporting Person* <u>Beer Marc D</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)	2. Issuer Name and Ticker or Trading Symbol <u>Minerva Neurosciences, Inc. [ NERV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$9.49	01/31/2018		D <sup>(1)</sup>			80,356	(1)	12/19/2023	Common Stock	80,356	\$0.00	0	D	
Stock Option (Right to Buy)	\$9.49	01/31/2018		A <sup>(1)</sup>		80,356		(1)	01/31/2020	Common Stock	80,356	\$0.00	80,356	D	
Stock Option (Right to Buy)	\$6	01/31/2018		D <sup>(2)</sup>			127,513	(2)	06/29/2024	Common Stock	127,513	\$0.00	0	D	
Stock Option (Right to Buy)	\$6	01/31/2018		A <sup>(2)</sup>		127,513		(2)	01/31/2020	Common Stock	127,513	\$0.00	127,513	D	
Stock Option (Right to Buy)	\$4.34	01/31/2018		D <sup>(3)</sup>			7,500	(3)	02/01/2025	Common Stock	7,500	\$0.00	0	D	
Stock Option (Right to Buy)	\$4.34	01/31/2018		A <sup>(3)</sup>		7,500		(3)	01/31/2020	Common Stock	7,500	\$0.00	7,500	D	
Stock Option (Right to Buy)	\$10.2	01/31/2018		D <sup>(4)</sup>			12,500	(4)	06/15/2026	Common Stock	12,500	\$0.00	0	D	
Stock Option (Right to Buy)	\$10.2	01/31/2018		A <sup>(4)</sup>		12,500		(4)	01/31/2020	Common Stock	12,500	\$0.00	12,500	D	
Stock Option (Right to Buy)	\$10	01/31/2018		D <sup>(5)</sup>			12,500	(5)	05/31/2027	Common Stock	12,500	\$0.00	0	D	
Stock Option (Right to Buy)	\$10	01/31/2018		A <sup>(5)</sup>		12,500		(5)	01/31/2020	Common Stock	12,500	\$0.00	12,500	D	

**Explanation of Responses:**

- The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on December 20, 2013 and is fully vested.
- The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 30, 2014 and is fully vested.
- The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on February 2, 2015 and is fully vested.
- The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 16, 2016 and is fully vested.

5. The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 1, 2017 and provides for vesting in four equal quarterly installments at a rate of 1/4 of the total number of shares every three months, with the first 1/4 vesting on the date that is three months following June 1, 2017 and an additional 1/4 every three months thereafter, subject in each case to the continued service of the Reporting Person as a non-employee director as of such vesting date.

**Remarks:**

/s/ Marc D. Beer

02/02/2018

\*\* 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.

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