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

П

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

hours per response:	0.5
Estimated average burden	

1. Name and Addr <u>Reilly Josep</u>	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>Minerva Neurosciences, Inc.</u> [NERV]		ationship of Reporting Pe (all applicable)		
<u>rtemy sosep</u>	<u></u>				Director Officer (give title	10% Owner Other (specify	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)	
. ,	NEUROSCI	ENCES, INC.	12/14/2018		SVP & Chief Oper	ating Officer	
1601 TRAPEL	O ROAD, SU	ITE 286		_			
C/O MINERVA NEUROSCIENCES, INC. 1601 TRAPELO ROAD, SUITE 286 (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	/idual or Joint/Group Filir	ng (Check Applicable	
(Street)	МА	02451		X	,		
,		02101			Form filed by More the Person	an One Reporting	
(City)	(State)	(Zip)					

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)		Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/14/2018		М		8,750	A	(1)	22,927	D	
Common Stock	12/17/2018		S ⁽²⁾		2,728	D	\$7.46	20,199	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)				6. Date Exerc Expiration Da (Month/Day/)	ate	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				
Restricted Stock Unit	(1)	12/14/2018		М			8,750	(3)	(3)	Common Stock	8,750	\$0.00	17,500	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

2. Shares sold to satisfy withholding tax obligations upon the vesting of restricted stock grants.

3. Represents shares issuable upon the vesting of 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.

Remarks:

/s/ Ryan Sansom, Attorney-in-

12/18/2018

** Signature of Reporting Person Date

Fact

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.