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

			01 500	0011 00(11) 0		540				
1. Name and Address of Reporting Person [*] Index Venture Associates III Ltd			2. Date of Event Requiring Statement (Month/Day/Year) 06/30/2014		3. Issuer Name and Ticker or Trading Symbol <u>Minerva Neurosciences, Inc.</u> [NERV]					
(Last) (First) (Middle) NO. 1 SEATON PLACE		4. Relationship of Reporting Perse (Check all applicable) Director X Officer (give title				er (N	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check 			
(Street) ST. HELIER Y9 JE 8YJ					below)	below)		Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person		
(City) (St	tate)	(Zip)								
			Table I - No	n-Deriva	tive Securities Beneficial	ly 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 Ownersh (Instr. 5)		t Beneficial Ownership		
Common Stock					3,436,898 ⁽¹⁾⁽²⁾	I See Footn		e Footnotes ⁽¹⁾⁽²	Dtnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	
		(e			ve Securities Beneficially ants, options, convertible		es)			
1. Title of Derivative Security (Instr. 4) 2. Date Expiration (Month/Da			2. Date Exerc Expiration D (Month/Day/	cisable and ate		ies	4. Conversio or Exercis	Exercise Form: ce of Direct (D) rivative or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security			
Convertible Promissory Notes			(5)	(5)	Common Stock	113,891	(5)	I	See Footnotes ⁽³⁾⁽⁴⁾⁽⁶⁾	
Convertible Promissory Notes			(5)	(5)	Common Stock	61,913	(5)	I	See Footnotes ⁽³⁾⁽⁴⁾⁽⁷⁾	
Index Venture (Last) NO. 1 SEATON H	(First)	(Middle	2)	-						
(Street) ST. HELIER Y9 JE 8Y			J	_						
(City)	(State)	(Zip)								
1. Name and Address <u>Yucca (Jersey</u>)		Person [*]								
(Last) (First) (Middle NO. 1 SEATON PLACE			?)							
(Street) ST. HELIER Y9 Y9 JE			48YJ	_						
(City)	y) (State) (Zip)									
1. Name and Address Index Venture										
(Last) (First) (Middle) WHITELEY CHAMBERS, DON STREET			2)	-						
(Street) ST HELIER,JERSEY	X0 <i>I</i> ,	JE4 9	WG	-						

CHANNEL ISL.								
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] Index Venture Associates V Ltd								
(Last) OGIER HOUSE THE ESPLANADE	(First)	(Middle)						
(Street) ST. HELIER	Y9	JE4 9WC						
(City)	(State)	(Zip)						

Explanation of Responses:

1. Consists of: (a) 639.257 shares owned by Index Ventures III (Jersey), L.P. ("IVIII Jersey"), 1,298,582 shares owned by Index Ventures III (Delaware), L.P. ("IVIII Delaware"), and 23,134 shares owned by Index Ventures III Parallel Entrepreneur Fund (Jersey) ("IVPEF III"). Index Venture Associates III Limited is the general partner of IVIII Jersey, IVIII Delaware and IVPEF III, and Yucca (Jersey) SLP as Administrator of the Index Co-Investment Scheme ("Yucca") acting through Ogier Employee Benefit Services Limited, collectively, "Index III"; (b) 885,030 shares owned by Index Ventures IV (Jersey) L.P. ("IVIV Jersey") and 84,008 shares owned by Index Ventures IV Parallel Entrepreneur Fund (Jersey) L.P. ("IVPEF IV"). Index Venture Associates IV Limited is the general partner of IVIV Jersey IVIV Jersey") and 84,008 shares owned by Index Ventures IV Parallel Entrepreneur Fund (Jersey) L.P. ("IVPEF IV"). Index Venture Associates IV Limited is the general partner of IVIV Jersey and IVPEF IV, collectively, "Index IV";

2. (c) 3,708 shares owned by Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P. ("IVPEF V") and 457,638 shares owned by Index Ventures V (Jersey), L.P. ("IVV Jersey"). Index Ventures Associates V Limited is the general partner of IVPEF V and IVV Jersey, collectively, "Index V"; and (d) 45,541 shares owned by Yucca.

3. Michele Ollier, Director of the Issuer, is a partner of the Index Venture group which provides advisory services to the foregoing funds and Dr. Ollier disclaims beneficial ownership of all such shares held by the foregoing funds, except to the extent of her proportionate pecuniary interest therein. Francesco de Rubertis, Director of the Issuer, is a partner of Index Venture Management LLP which acts as investment advisor to the foregoing funds and Dr. de Rubertis disclaims beneficial ownership of all such shares held by the foregoing funds, except to the extent of his proportionate pecuniary interest therein. Index IV, Index V and Yucca (collectively, the "Index Entities") are members of a "group" for purposes of Section 13(d) of the Exchange Act.

4. This Statement Form 3 is being filed jointly by the Index Entities in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (File No. 333-195169). Each of the Index Entities disclaims beneficial ownership of the securities held of record by any of the other Index Entities, except, in each case, to the extent of their respective proportionate pecuniary interest(s) therein.

5. The outstanding principal and accrued and unpaid interest on the convertible promissory notes shall automatically convert upon the closing of the issuer's initial public offering into a number of shares of common stock equal to the quotient of the aggregate outstanding principal amount and all accrued and unpaid interest due under the notes divided by the initial public offering price, which is currently assumed to be \$6.00 per share.

6. Consists of notes with a principal balance of \$210,198.30 and interest accrued through June 30, 2014 of \$10,780.58 convertible into 36,380 shares of Common Stock held by IVIII Jersey; notes with a principal balance of \$426,995.40 and interest accrued through June 30, 2014 of \$21,899.60 convertible into 74,816 shares of Common Stock held by IVIII Delaware; notes with a principal balance of \$7,606.30 and interest accrued through June 30, 2014 of \$390.11 convertible into 1,333 shares of Common Stock held by IVPEF III; and notes with a principal balance of \$5,200 and interest accrued through June 30, 2014 of \$266.70 convertible into 912 shares held by Yucca.

7. Consists of notes with a principal balance of Euro 234,888.88 (\$320,130.05, as converted) and interest accrued through June 30, 2014 of Euro 12,046.89 (\$16,418.71, as converted) convertible into 56,092 shares of Common Stock held by IVIV Jersey; notes with a principal balance of Euro 22,296.30 (\$30,387.63, as converted) and interest accrued through June 30, 2014 of Euro 1,143.52 (\$1,558.51, as converted) convertible into 5,325 shares of Common Stock held by IVPEF IV; and notes with a principal balance of Euro 2,074.07 (\$2,826.75, as converted) and interest accrued through June 30, 2014 of Euro 106.38 (\$144.98, as converted) convertible into 496 shares of common stock held by Yucca acting through Ogier Employee Benefit Services Limited. All amounts converted from Euro (Euro) into U.S. Dollars (\$) applied the conversion rate from the Euro as of June 25, 2014, which was 1.3629.

Index Venture Associates III /s/
Sinead Meehan06/30/2014Index Venture Associates IV /s/
Sinead Meehan06/30/2014Index Venture Associates V /s/
Sinead Meehan06/30/2014Vucca (Jersey) SLP By: Ogier
Employee Benefit Services as
Authorized Signatory of Yucca
(Jersey) SLP in the capacity of
Administrator of the Index Co-
Investment Scheme /s/ Alex Di
Santo and Edward Thorogood06/30/2014** Signature of Reporting PersonDate

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.

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