

Minerva Neurosciences, Inc.
Form 4
July 09, 2014

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Care Capital III LLC

2. Issuer Name and Ticker or Trading Symbol
Minerva Neurosciences, Inc.
[NERV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

47 HULFISH STREET, SUITE 310

07/07/2014

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

PRINCETON, NJ 08542

(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) | 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 |
| Common Stock | 07/07/2014 | | C | | 114,078 | A | \$ 6 (2) |
| | | | | | 3,083,789 | I | See footnotes (1) (3) |
| Common Stock | 07/07/2014 | | C | | 61,923 | A | \$ 6 (2) |
| | | | | | 3,145,712 | I | See footnotes (1) (4) |
| Common Stock | 07/07/2014 | | P | | 737,500 | A | \$ 6 |
| | | | | | 3,883,212 | I | See footnotes (1) (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount Number Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
| Convertible Promissory Note | \$ 6 ⁽²⁾ | 07/07/2014 | | C | 114,078 | ⁽²⁾ ⁽²⁾ | Convertible Promissory Note | 114,0 |
| Convertible Promissory Note | \$ 6 ⁽²⁾ | 07/07/2014 | | C | 61,923 | ⁽²⁾ ⁽²⁾ | Convertible Promissory Note | 61,92 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Care Capital III LLC 47 HULFISH STREET, SUITE 310 PRINCETON, NJ 08542 | | X | | |
| Care Capital Investments III L.P. 47 HULFISH STREET, SUITE 310 PRINCETON, NJ 08542 | | X | | |
| Care Capital Offshore Investments III LP 47 HULFISH STREET, SUITE 310 PRINCETON, NJ 08542 | | X | | |

Signatures

Care Capital III LLC /s/ David R. Ramsay
07/09/2014
Date

__Signature of Reporting Person

Care Capital Investments III, LP /s/ David R. Ramsay
07/09/2014
Date

__Signature of Reporting Person

Care Capital Offshore Investments III, LP /s/ David R.
Ramsay

07/09/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Care Capital III LLC is the general partner of Care Capital Investments III LP and Care Capital Offshore Investments III LP and as a result, Care Capital III LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares.

(1) Richard Markham, Jan Leschly, Jerry N. Karabelas and David R. Ramsay are the four managing members at Care Capital III LLC, and in their capacity as such, may be deemed to exercise shared voting and investment power over the shares held by the reporting persons, each of whom disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(2) The issuer's convertible promissory notes automatically converted 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 \$6.00.

(3) Consists of notes with a principal balance of \$639,323.10 and interest accrued through July 6, 2014 of \$33,910 convertible into 112,205 shares of common stock held by CC III and notes with a principal balance of \$10,676.90 and interest accrued through July 6, 2014 of \$566 convertible into 1,873 shares of common stock held by CCO.

(4) Consists of notes with a principal balance of Euro 255,000.66 (\$347,031.67, as converted) and interest accrued through July 6, 2014 of \$18,406.94 convertible into 60,906 shares of common stock held by CC III and notes with a principal balance of Euro 4,258.59 (\$5,795.54 as converted) and interest accrued through July 6, 2014 of \$307.40 convertible into 1,017 shares of common stock held by CCO. All amounts converted from Euro into U.S. Dollars (\$) applied the conversion rate from the Euro as of July 4, 2014, which was 1.360905.

(5) Consist of 725,386 shares owned by CC III and 12,114 shares owned by CCO.

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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