

Minerva Neurosciences, Inc.  
Form 4  
January 26, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
47 HULFISH STREET, SUITE 310  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/22/2015

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

PRINCETON, NJ 08542

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

(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                    | 01/22/2015                           |  | S                              |   | 395,697<br>(1)  | D  | \$ 5.11<br>(2)  | 2,955,707 | I | See footnote (3) |
| Common Stock                    | 01/23/2015                           |  | S                              |   | 63,304<br>(4)   | D  | \$ 5.14<br>(5)  | 2,892,403 | I | See footnote (6) |
| Common Stock                    | 01/26/2015                           |  | S                              |   | 23,111<br>(7)   | D  | \$ 5.02<br>(8)  | 2,869,292 | I | See footnote (9) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| Care Capital III, LLC /s/ David R. Ramsay   | 01/26/2015 |
| <b>**Signature of Reporting Person</b>  | Date       |
| Care Capital Investments III L.P., By: Care Capital III, LLC, Its General Partner /s/ David R. Ramsay | 01/26/2015 |
| <b>**Signature of Reporting Person</b>  | Date       |
|   | 01/26/2015 |

Care Capital Offshore Investments III LP, By: Care Capital III, LLC, Its General Partner /s/  
David R. Ramsay

\_\_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).
- (1) The shares were sold as follows: 389,197 by Care Capital Investments III L.P. and 6,500 by Care Capital Offshore Investments III LP.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.28 to \$5.00, inclusive. The reporting person undertakes to provide to Minerva Neurosciences, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (5) and (8).
- (3) Consists of 2,907,158 shares held by Care Capital Investments III L.P. and 48,549 shares held by Care Capital Offshore Investments III LP. Care Capital III, LLC is the general partner of Care Capital Investments III L.P. 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. Care Capital III, LLC is managed by three or more members and accordingly none of the managing members is deemed to have voting or dispositive control over the securities.
- (4) The shares were sold as follows: 62,264 by Care Capital Investments III L.P. and 1,040 by Care Capital Offshore Investments III LP.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.42 to \$5.50, inclusive.
- (6) Consists of 2,844,894 shares held by Care Capital Investments III L.P. and 47,509 shares held by Care Capital Offshore Investments III LP.
- (7) The shares were sold as follows: 22,731 by Care Capital Investments III L.P. and 380 by Care Capital Offshore Investments III LP.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.11 to \$5.00, inclusive.
- (9) Consists of 2,822,163 shares held by Care Capital Investments III L.P. and 47,129 shares held by Care Capital Offshore Investments III LP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.