

Minerva Neurosciences, Inc.
Form 4
December 14, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Index Venture Associates III Ltd

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)
NO. 1 SEATON PLACE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2016

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

ST. HELIER, CHANNEL
ISL., Y9 JE4 8YJ

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/12/2016 | | X | 202,634 (2) A | \$ 5.772 | 4,690,906 (3) I | See Footnotes (1) (3) (5) (6) |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Warrant Shares | \$ 5.772 | 12/12/2016 | | X | 202,634 (4) | 03/18/2015 | 03/18/2017 | Common Shares | 202,634 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Index Venture Associates III Ltd NO. 1 SEATON PLACE ST. HELIER, CHANNEL ISL., Y9 JE4 8YJ | | X | | |
| Index Venture Associates IV Ltd 44 ESPLANADE ST. HELLIER, CHANNEL ISLANDS, Y9 JE4 9WG | | X | | |
| Index Venture Associates V Ltd 44 ESPLANADE ST. HELLIER, CHANNEL ISLANDS, Y9 JE4 9WG | | X | | |
| Yucca (Jersey) SLP 44 THE ESPLANADE ST. HELIER, Y9 JE4 9WG | | X | | |

Signatures

/s/ Index Venture Associates IV Limited, By: /s/ Sinead Meehan, Director 12/14/2016
__Signature of Reporting Person Date

/s/ Index Venture Associates III Limited, By: /s/ Nigel Greenwood, Director 12/14/2016
__Signature of Reporting Person Date

Yucca (Jersey) SLP, By: Elian Employee Benefit Services Limited as authorized signatory of Yucca (Jersey) SLP in its capacity as an Administrator of the Index Co-Investment Scheme, By: /s/ Alex Di Santo and Edward Thorogood, Authorized Signatories 12/14/2016
__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) Index Venture Associates III Limited is the general partner of Index Ventures III (Jersey), L.P., Index Ventures III (Delaware), L.P., and Index Ventures III Parallel Entrepreneur Fund (Jersey) L.P. Yucca (Jersey) SLP is the Administrator of the Index Co-Investment Scheme acting through Elian Employee Benefit Services Limited. Index Venture Associates IV Limited is the general partner of Index Ventures IV (Jersey) L.P. and Index Ventures IV Parallel Entrepreneur Fund (Jersey) L.P. Index Venture Associates V Limited is the general partner of Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P. and Index Ventures V (Jersey), L.P.

(2) Composed of 35,376 common shares acquired by Index Ventures III (Jersey), L.P., 71,862 common shares acquired by Index Ventures III (Delaware), L.P., 1,280 common shares acquired by Index Ventures III Parallel Entrepreneur Fund (Jersey), L.P., 48,790 common shares acquired by Index Ventures IV (Jersey), L.P., 4,631 common shares acquired by Index Ventures IV Parallel Entrepreneur Fund (Jersey), L.P., 38,584 common shares acquired by Index Ventures V (Jersey), L.P., 313 common shares acquired by Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P., and 1,798 common shares acquired by Yucca (Jersey) SLP.

(3) Composed of 813,095 common shares held by Index Ventures III (Jersey), L.P., 1,651,714 common shares held by Index Ventures III (Delaware), L.P., 29,424 common shares held by Index Ventures III Parallel Entrepreneur Fund (Jersey), L.P., 1,129,474 common shares held by Index Ventures IV (Jersey), L.P., 107,210 common shares held by Index Ventures IV Parallel Entrepreneur Fund (Jersey), L.P., 893,199 common shares held by Index Ventures V (Jersey), L.P., 7,238 common shares held by Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P., and 59,552 common shares held by Yucca (Jersey) SLP.

(4) Composed of 35,376 warrant shares exercised by Index Ventures III (Jersey), L.P., 71,862 warrant shares exercised by Index Ventures III (Delaware), L.P., 1,280 warrant shares exercised by Index Ventures III Parallel Entrepreneur Fund (Jersey), L.P., 48,790 warrant shares exercised by Index Ventures IV (Jersey), L.P., 4,631 warrant shares exercised by Index Ventures IV Parallel Entrepreneur Fund (Jersey), L.P., 38,584 warrant shares exercised by Index Ventures V (Jersey), L.P., 313 warrant shares exercised by Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P., and 1,798 warrant shares exercised by Yucca (Jersey) SLP.

(5) Michele Ollier, Director of the Issuer, is a partner of Medicxi Ventures (Jersey) Limited Succursale de Geneve which provides sub-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 Medicxi Ventures (UK) LLP which provides sub-advisory services 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 Venture Associates III Limited, Index Venture Associates IV Limited, Index Venture Associates V Limited and Yucca (Jersey) SLP (collectively, the "Index Entities") are members of a "group" for purposes of Section 13(d) of the Exchange Act.

(6) This Statement Form 4 is being filed jointly by the Index Entities. Each of the Index Entities disclaims beneficial ownership held of record by any of the other Index Entities, except to the extent of their respective proportionate pecuniary interest(s) therein.

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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