

Vandervelpen Nico
 Form 4
 July 26, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Vandervelpen Nico

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)
 07/24/2017

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

C/O MINERVA
 NEUROSCIENCES, INC., 1601
 TRAPELO ROAD, SUITE 284

(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
 Form filed by More than One Reporting Person

WALTHAM, MA 02451

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 | | | 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 or Number of Shares |
| Stock Option (Right to Buy) | \$ 4.71 | 07/24/2017 | | D ⁽¹⁾ | | | 25,000 | | <u>(1)</u> | 12/03/2025 | Common Stock | 25,000 |
| Stock Option (Right to Buy) | \$ 4.71 | 07/24/2017 | | A ⁽¹⁾ | | | 25,000 | | <u>(1)</u> | 07/24/2018 | Common Stock | 25,000 |
| Stock Option (Right to Buy) | \$ 10.2 | 07/24/2017 | | D ⁽²⁾ | | | 12,500 | | <u>(2)</u> | 06/15/2026 | Common Stock | 12,500 |
| Stock Option (Right to Buy) | \$ 10.2 | 07/24/2017 | | A ⁽²⁾ | | | 12,500 | | <u>(2)</u> | 07/24/2018 | Common Stock | 12,500 |
| Stock Option (Right to Buy) | \$ 10 | 07/24/2017 | | D ⁽³⁾ | | | 12,500 | | <u>(3)</u> | 05/31/2027 | Common Stock | 12,500 |
| Stock Option (Right to Buy) | \$ 10 | 07/24/2017 | | A ⁽³⁾ | | | 12,500 | | <u>(3)</u> | 07/24/2018 | Common Stock | 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Vandervelpen Nico C/O MINERVA NEUROSCIENCES, INC. 1601 TRAPELO ROAD, SUITE 284 WALTHAM, MA 02451 | X | | | |

Signatures

/s/ Nico

Vandervelpen

07/26/2017

__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 two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on December 4, 2015 and provides for vesting quarterly over 3 years beginning on December 4, 2015.

(2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 16, 2016 and provides for vesting in four equal quarterly installments at a rate of 1/4 of the total number of shares every three months, with the first 1/4 vesting on the date that is three months following June 16, 2016 and an additional 1/4 every three months thereafter, subject in each case to the continued service of the Reporting Person as a non-employee director as of such vesting date.

(3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on June 1, 2017 and provides for vesting in four equal quarterly installments at a rate of 1/4 of the total number of shares every three months, with the first 1/4 vesting on the date that is three months following June 1, 2017 and an additional 1/4 every three months thereafter, subject in each case to the continued service of the Reporting Person as a non-employee director as of such vesting date.

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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