

Minerva Neurosciences, Inc.
Form 4
January 08, 2015

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

01/06/2015

(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	01/06/2015		S		396,871 (1)	D	\$ 7.94 (2)
							3,486,341
							I
							See Footnote (3)
Common Stock	01/07/2015		S		64,278 (4)	D	\$ 5.85 (5)
							3,422,063
							I
							See Footnote (6)
Common Stock	01/08/2015		S		70,659 (7)	D	\$ 5.66 (8)
							3,351,404
							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 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	01/08/2015
**Signature of Reporting Person	Date
Care Capital Investments III L.P., By: Care Capital III, LLC, Its General Partner /s/ David R. Ramsay	01/08/2015
**Signature of Reporting Person	Date
	01/08/2015

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: 390,352 by Care Capital Investments III L.P. and 6,519 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 \$10.00 to \$6.50, 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 3,429,076 shares held by Care Capital Investments III L.P. and 57,265 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: 63,222 by Care Capital Investments III L.P. and 1,056 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 3,365,854 shares held by Care Capital Investments III L.P. and 56,209 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.
- (7) The shares were sold as follows: 69,499 by Care Capital Investments III L.P. and 1,160 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 \$5.88 to \$5.56, inclusive.
- (9) Consists of 3,296,355 shares held by Care Capital Investments III L.P. and 55,049 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.

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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