

Minerva Neurosciences, Inc.

Form 4

March 20, 2015

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

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

OMB APPROVAL

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(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)
03/18/2015

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

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

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	03/18/2015		P		202,634 (3)	A	\$ 4.81	5,488,272
								I

See
Footnotes
(1) (2) (4) (6)

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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	03/18/2015		P	202,634	03/18/2015 03/18/2017	Common Shares 202,634

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 III Limited	03/19/2015	
<u> </u> **Signature of Reporting Person	Date	
/s/Index Ventures Associates IV Ltd.	03/19/2015	
<u> </u> **Signature of Reporting Person	Date	
/s/Index Ventures Associates V Ltd	03/19/2015	
<u> </u> **Signature of Reporting Person	Date	
/s/Yucca (Jersey) SLP	03/19/2015	
<u> </u> **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 as 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 Ventures 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) Michele Ollier, Director of the Issuer, is a partner of Index Ventures S.A. which provides 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 Index Ventures (UK) LLP which acts as investment advisor 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.

- (3) 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.

- (4) Composed of 950,997 shares held by Index Ventures III (Jersey), L.P., 1,931,847 shares held by Index Ventures III (Delaware), L.P., 34,414 shares held by Index Ventures III Parallel Entrepreneur Fund (Jersey), L.P., 1,321,464 shares held by Index Ventures IV (Jersey), L.P., 125,434 shares held by Index Ventures IV Parallel Entrepreneur Fund (Jersey), L.P., 1,045,026 shares held by Index Ventures V (Jersey), L.P., 8468 shares held by Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P., and 70,622 shares held by Yucca (Jersey) SLP.

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

- (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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