

Minerva Neurosciences, Inc.  
Form SC 13D/A  
March 23, 2015

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 1 )

Minerva Neurosciences, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

603380106

(CUSIP Number)

No. 1 Seaton Place, St. Helier, Jersey JE4 8YJ, Channel Islands

And

44 Esplanade, St. Helier, Jersey JE4 9WG, Channel Islands

(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications)

March 18, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d-7(b) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Index Venture Associates III Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

00

CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Jersey, Channel Islands

SOLE VOTING POWER

7

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

2,917,258 common shares 108,518 warrants (a)

EACH

SOLE DISPOSITIVE POWER

REPORTING

9

PERSON

0

WITH

SHARED DISPOSITIVE POWER

10

2,917,258 common shares 108,518 warrants (a)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,917,258 common shares 108,518 warrants (a)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES) (See Instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

11.80 (c)

14 TYPE OF REPORTING PERSON (See Instructions)

CO

---

- (a) Index Venture Associates III Limited (“Index Venture III”) is the general partner of Index Ventures III (Delaware) L.P. (“IVIII Delaware”), Index Ventures III (Jersey) L.P. (“IVIII Jersey”), Index Ventures III Parallel Entrepreneur Fund (Jersey) L.P. (“IVPEF III,” and collectively with IVIII Delaware and IVIII Jersey, the “Index III Funds”) Yucca (Jersey) SLP (“Yucca”) is a co-investment vehicle that is contractually required to mirror the Index III Funds’ investment and is an affiliate of Index Venture III. As a result, Index Venture III may be deemed to share voting and dispositive power over the shares of common stock of the Issuer (“Common Stock”) held by the Index III Funds and Yucca.
- (b) All percentage calculations set forth herein assume that there are 24,721,143 shares of Common Stock outstanding as of March 18, 2015, based on publically available information (which for this Schedule 13D filing was the Issuer’s quarterly report on form 10-Q dated November 6, 2014 and the 8-K filed by the Issuer on March 18, 2015).
- (c) The percentage stated does not include the warrants held by the reporting person and reflects the percentage share of all outstanding and issued common stock held by the reporting person. The total amount of shares held by the reporting person assuming exercise of the warrants is 3,025,776 and represents 9.76% of the total number of shares that would be issued upon exercise of all warrants sold in connection with the Securities Purchase Agreement. This percentage does not reflect any other derivative or convertible securities that may be outstanding.
-

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Index Ventures III (Jersey) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

00

CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Jersey, Channel Islands

SOLE VOTING POWER

7

NUMBER OF 950,997 common shares 35,376 warrants (b)

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0

EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 950,997 common shares 35,376 warrants (b)

WITH SHARED DISPOSITIVE POWER

10

2,917,258 common shares 108,518 warrants (a)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

950,997 common shares 35,376 warrants (b)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES) (See Instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.85 (c)

14 TYPE OF REPORTING PERSON (See Instructions)

PN

---

- (a) All percentage calculations set forth herein assume that there are 24,721,143 shares of Common Stock outstanding as of March 18, 2015, based on publically available information.
  - (b) IVIII Jersey has sole voting and dispositive control over these shares of Common Stock, except that Index Venture III, the general partner of IVIII Jersey, may be deemed to share the right to direct the voting and dispositive control over such stock.
  - (c) The percentage stated does not include the warrants held by the reporting person and reflects the percentage share of all outstanding and issued common stock held by the reporting person. The total amount of shares held by the reporting person assuming exercise of the warrants is 986,373 and represents 3.18% of the total number of shares that would be issued upon exercise of all warrants sold in connection with the Securities Purchase Agreement. This percentage does not reflect any other derivative or convertible securities that may be outstanding.
-

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Index Ventures III (Delaware) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

00

CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Jersey, Channel Islands

SOLE VOTING POWER

7

NUMBER OF 1,931,847 common shares 71,862 warrants (b)

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0

EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON 1,931,847 common shares 71,862 warrants (b)

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,931,847 common shares 71,862 warrants (b)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES) (See Instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.81 (c)

14 TYPE OF REPORTING PERSON (See Instructions)

PN

---

- (a) All percentage calculations set forth herein assume that there are 24,721,143 shares of Common Stock outstanding as of March 18, 2015, based on publically available information.
  - (b) IVIII Delaware has sole voting and dispositive control over these shares of Common Stock, except that Index Venture III, the general partner of IVIII Delaware, may be deemed to share the right to direct the voting and dispositive control over such stock.
  - (c) The percentage stated does not include the warrants held by the reporting person and reflects the percentage share of all outstanding and issued common stock held by the reporting person. The total amount of shares held by the reporting person assuming exercise of the warrants is 2,003,709 and represents 6.46% of the total number of shares that would be issued upon exercise of all warrants sold in connection with the Securities Purchase Agreement. This percentage does not reflect any other derivative or convertible securities that may be outstanding.
-

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Index Ventures III Parallel Entrepreneur Fund (Jersey) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

00

CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Jersey, Channel Islands

SOLE VOTING POWER

7

NUMBER OF SHARES 34,414 common shares 1,280 warrants (b)  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

34,414 common shares 1,280 warrants (b)  
SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

34,414 common shares 1,280 warrants (b)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES) (See Instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.14 (c)

14 TYPE OF REPORTING PERSON (See Instructions)

PN

---

- (a) All percentage calculations set forth herein assume that there are 24,721,143 shares of Common Stock outstanding as of March 18, 2015, based on publically available information.
  - (b) IVPEF III has sole voting and dispositive control over these shares of Common Stock, except that Index Venture III, the general partner of IVPEF III, may be deemed to share the right to direct the voting and dispositive control over such stock.
  - (c) The percentage stated does not include the warrants held by the reporting person and reflects the percentage share of all outstanding and issued common stock held by the reporting person. The total amount of shares held by the reporting person assuming exercise of the warrants is 35,694 and represents 0.12% of the total number of shares that would be issued upon exercise of all warrants sold in connection with the Securities Purchase Agreement. This percentage does not reflect any other derivative or convertible securities that may be outstanding.
-

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Index Venture Associates IV Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

00

CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Jersey, Channel Islands

SOLE VOTING POWER

7

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

1,446,898 common shares 53,421 warrants (a)

EACH

SOLE DISPOSITIVE POWER

REPORTING

9

PERSON

0

WITH

SHARED DISPOSITIVE POWER

10

1,446,898 common shares 53,421 warrants (a)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,446,898 common shares 53,421 warrants (a)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES) (See Instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.85 (c)

14 TYPE OF REPORTING PERSON (See Instructions)

CO

---

- (a) Index Venture Associates IV Limited (“Index Venture IV”) is the general partner of Index Ventures IV (Jersey) L.P. (“IVIV Jersey”) and Index Ventures IV Parallel Entrepreneur Fund (Jersey) L.P. (“IVPEF IV,” and together with IVIV Jersey, the “Index IV Funds”). Yucca (Jersey) SLP (“Yucca”) is a co-investment vehicle that is contractually required to mirror the Index IV Funds’ investment and is an affiliate of Index Associates IV. As a result, Index Venture IV may be deemed to share voting and dispositive power over the shares of common stock of the Issuer (“Common Stock”) held by the Index IV Funds and Yucca.
- (b) All percentage calculations set forth herein assume that there are 24,721,143 shares of Common Stock outstanding as of March 18, 2015, based on publically available information.
- (c) The percentage stated does not include the warrants held by the reporting person and reflects the percentage share of all outstanding and issued common stock held by the reporting person. The total amount of shares held by the reporting person assuming exercise of the warrants is 1,500,319 and represents 4.84% of the total number of shares that would be issued upon exercise of all warrants sold in connection with the Securities Purchase Agreement. This percentage does not reflect any other derivative or convertible securities that may be outstanding.
-

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Index Ventures IV (Jersey) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

00

CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(D) or 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Jersey, Channel Islands

SOLE VOTING POWER

7

NUMBER OF  
SHARES

1,321,464 common shares 48,790 warrants (b)