

Minerva Neurosciences, Inc.
Form 4
March 17, 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 *
JOHNSON & JOHNSON

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)
**ONE JOHNSON & JOHNSON
PLAZA**

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2015

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

NEW BRUNSWICK, NJ 08933

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/13/2015 ⁽¹⁾		P		607,903	A	\$ 4.81
					4,500,159	<u>(2)</u>	I

By Johnson & Johnson Innovation - JJDC, Inc.
(3)

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Warrants (right to buy)	\$ 5.772	03/13/2015 ⁽¹⁾		P	607,903	03/18/2015 ⁽¹⁾ 03/18/2017	Common Stock 607,903

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933		X		
Johnson & Johnson Innovation - JJDC, Inc. 410 GEORGE STREET NEW BRUNSWICK, NJ 08901		X		

Signatures

/s/ Douglas Chia, Secretary of Johnson & Johnson
 **Signature of Reporting Person
 Date 03/17/2015

/s/ Steven M. Rosenberg, Secretary of Johnson & Johnson Innovation - JJDC, Inc.
 **Signature of Reporting Person
 Date 03/17/2015

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 transaction is subject to customary closing conditions and is expected to close on or about 03/18/2015.
- (2) Consists of 3,892,256 shares of Common Stock and 607,903 shares of Common Stock underlying immediately exercisable warrants.
 The securities reported as being indirectly beneficially owned by the designated Reporting Person are directly beneficially owned by
- (3) Johnson & Johnson Innovation - JJDC, Inc., a wholly-owned subsidiary of the designated Reporting Person (formerly known as Johnson & Johnson Development Corporation).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.