

Minerva Neurosciences, Inc.  
Form 8-K  
March 18, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 17, 2016**

**Minerva Neurosciences, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36517**  
**(Commission**  
  
**File Number)**

**26-0784194**  
**(I.R.S. Employer**  
  
**Identification No.)**

**1601 Trapelo Road**

**Suite 284**

**Waltham, MA**

**(Address of principal executive offices)**

**02451**

**(Zip Code)**

**(Registrant's telephone number, including area code): (617) 600-7373**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry Into a Material Definitive Agreement.**

On March 17, 2016, Minerva Neurosciences, Inc. (the Company ) entered into a Common Stock Purchase Agreement (the Purchase Agreement ) with David Kupfer, pursuant to which the Company, in a private placement, agreed to issue and sell to Dr. Kupfer an aggregate of 181,488 shares of the Company s common stock, par value \$0.0001 per share (the Common Stock ), at a price per share of \$5.51 (the Shares ), for gross proceeds of approximately \$1 million (the private placement ). The Company will use the net proceeds from the private placement for advancement of its pre-clinical and clinical programs, research and development and general corporate purposes.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

The representations and warranties contained in the Purchase Agreement were made solely for the benefit of the parties to the Purchase Agreement and may be subject to limitations agreed upon by the contracting parties. Accordingly, the Purchase Agreement is incorporated herein by reference only to provide investors with information regarding the terms of the Purchase Agreement and not to provide investors with any other factual information regarding the Company or its business, and should be read in conjunction with the disclosures in the Company s periodic reports and other filings with the Securities and Exchange Commission.

**Item 3.02 Unregistered Sales of Equity Securities.**

Pursuant to the private placement described in Item 1.01 of this Current Report on Form 8-K, which description is incorporated by reference into this Item 3.02 in its entirety, on March 17, 2016, the Company sold the Shares to David Kupfer, who is an accredited investor, as that term is defined in the Securities Act of 1933, as amended (the Securities Act ), and in reliance on the exemption from registration afforded by Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D promulgated under the Securities Act and corresponding provisions of state securities or blue sky laws. Dr. Kupfer represented that he was acquiring the Shares for investment only and not with a view towards, or for resale in connection with, the public sale or distribution thereof. Accordingly, the Shares have not been registered under the Securities Act and such securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act and any applicable state securities laws.

Neither this Current Report on Form 8-K nor any exhibit attached hereto is an offer to sell or the solicitation of an offer to buy shares of Common Stock or other securities of the Company.

The Purchase Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 10.1       | Common Stock Purchase Agreement, dated March 17, 2016, by and among Minerva Neurosciences, Inc. and David Kupfer. |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MINERVA NEUROSCIENCES, INC.**

By: /s/ Mark Levine  
Name: Mark Levine  
Title: Senior Vice President, General Counsel  
and Secretary

Date: March 18, 2016

**INDEX OF EXHIBITS**

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