

Edgar Filing: Minerva Neurosciences, Inc. - Form SC 13G

Minerva Neurosciences, Inc.  
Form SC 13G  
March 23, 2015

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

OMB APPROVAL  
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SCHEDULE 13G

Under the Securities Exchange Act of  
1934

(Amendment No. \_\_\_\_)\*

Minerva Neurosciences, Inc.  
(Name of Issuer)

Common Stock, \$0.0001 par value  
(Title of Class of Securities)

603380106  
(CUSIP Number)

March 13, 2015  
(Date of Event which Requires Filing of  
this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

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\* 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 the disclosures provided in a prior cover page.

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The information required in 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).

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CUSIP NO. 603380106

- 1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Cormorant Global Healthcare Master Fund, LP

- 2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

- 3 SEC Use Only

- 4 Citizenship or Place of Organization.

Cayman Islands

- 5 Sole Voting Power

0 shares

- 6 Shared Voting Power

1,824,206 shares

Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Refer to Item 4 below.

- 7 Sole Dispositive Power

0 shares

- 8 Shared Dispositive Power

1,824,206 shares

Refer to Item 4 below.

- 9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,824,206 shares

Refer to Item 4 below.

- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ N/A

- 11 Percent of Class Represented by Amount in Row (9)\*

7.2%

Refer to Item 4 below.

- 12 Type of Reporting Person (See Instructions)

PN (Partnership)



CUSIP NO. 603380106

- 1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Cormorant Global Healthcare GP, LLC

- 2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

- 3 SEC Use Only

- 4 Citizenship or Place of Organization.

Delaware

- 5 Sole Voting Power

0 shares

- 6 Shared Voting Power

1,824,206 shares

Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Refer to Item 4 below.

- 7 Sole Dispositive Power

0 shares

- 8 Shared Dispositive Power

1,824,206 shares

Refer to Item 4 below.

- 9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,824,206 shares

Refer to Item 4 below.

- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ N/A

- 11 Percent of Class Represented by Amount in Row (9)\*

7.2%

Refer to Item 4 below.

- 12 Type of Reporting Person (See Instructions)

OO (Limited Liability Company)



CUSIP NO. 603380106

- 1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Cormorant Asset Management, LLC

- 2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

- 3 SEC Use Only

- 4 Citizenship or Place of Organization.

Delaware

- 5 Sole Voting Power

0 shares

- 6 Shared Voting Power

1,824,206 shares

Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Refer to Item 4 below.

- 7 Sole Dispositive Power

0 shares

- 8 Shared Dispositive Power

1,824,206 shares

Refer to Item 4 below.

- 9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,824,206 shares

Refer to Item 4 below.

- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ N/A

- 11 Percent of Class Represented by Amount in Row (9)\*

7.2%

Refer to Item 4 below.

- 12 Type of Reporting Person (See Instructions)

OO (Limited Liability Company)



CUSIP NO. 603380106

- 1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

Bihua Chen

- 2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

- 3 SEC Use Only

- 4 Citizenship or Place of Organization.

United States

- 5 Sole Voting Power

0 shares

- 6 Shared Voting Power

1,824,206 shares

Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Refer to Item 4 below.

- 7 Sole Dispositive Power

0 shares

- 8 Shared Dispositive Power

1,824,206 shares

Refer to Item 4 below.

- 9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,824,206 shares

Refer to Item 4 below.

- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ N/A

- 11 Percent of Class Represented by Amount in Row (9)\*

7.2%

Refer to Item 4 below.

- 12 Type of Reporting Person (See Instructions)

IN (Individual)



CUSIP NO. 603380106

Item 1.

(a) Name of Issuer

Minerva Neurosciences, Inc.

(b) Address of Issuer's Principal Executive Offices

1601 Trapelo Road  
Waltham, Massachusetts 02451

Item 2.

(a) Name of Person Filing

Cormorant Global Healthcare Master Fund, LP  
Cormorant Global Healthcare GP, LLC  
Cormorant Asset Management, LLC  
Bihua Chen

(b) Address of Principal Business Office or, if none, Residence

100 High Street, Suite 1105  
Boston, MA 02110

(c) Citizenship

Cormorant Global Healthcare Master Fund, LP - Cayman Islands  
Cormorant Global Healthcare GP, LLC - Delaware  
Cormorant Asset Management, LLC - Delaware  
Bihua Chen - United States

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

603380106

CUSIP NO. 603380106

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance Company as defined in Section 3(a)(19) of the Act
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership\*\*\*

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned\*\*\*

Cormorant Global Healthcare Master Fund, LP - 1,824,206 shares  
 Cormorant Global Healthcare GP, LLC - 1,824,206 shares  
 Cormorant Asset Management, LLC - 1,824,206 shares  
 Bihua Chen - 1,824,206 shares

(b) Percent of Class

Cormorant Global Healthcare Master Fund, LP - 7.2%  
 Cormorant Global Healthcare GP, LLC - 7.2%  
 Cormorant Asset Management, LLC - 7.2%  
 Bihua Chen - 7.2%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

CUSIP NO. 603380106

Cormorant Global Healthcare Master Fund, LP - 0 shares  
Cormorant Global Healthcare GP, LLC - 0 shares  
Cormorant Asset Management, LLC - 0 shares  
Bihua Chen - 0 shares

(ii) shared power to vote or to direct the vote

Cormorant Global Healthcare Master Fund, LP - 1,824,206 shares  
Cormorant Global Healthcare GP, LLC - 1,824,206 shares  
Cormorant Asset Management, LLC - 1,824,206 shares  
Bihua Chen - 1,824,206 shares

(iii) sole power to dispose or to direct the disposition of  
Cormorant Global Healthcare Master Fund, LP - 0 shares  
Cormorant Global Healthcare GP, LLC - 0 shares  
Cormorant Asset Management, LLC - 0 shares  
Bihua Chen - 0 shares

(iv) shared power to dispose or to direct the disposition of

Cormorant Global Healthcare Master Fund, LP - 1,824,206 shares  
Cormorant Global Healthcare GP, LLC - 1,824,206 shares  
Cormorant Asset Management, LLC - 1,824,206 shares  
Bihua Chen - 1,824,206 shares

\*\*\* Shares reported herein represent 1,824,206 shares that may be deemed beneficially owned by Cormorant Global Healthcare Master Fund, LP (the "Fund") as a result of the Fund's ownership of 1,216,303 common stock of the issuer and warrants exercisable for 607,903 common stock of the issuer. Cormorant Global Healthcare GP, LLC serves as the general partner of the Fund, and Cormorant Asset Management, LLC serves as the investment manager of the Fund. Bihua Chen serves as the managing member of Cormorant Global Healthcare GP, LLC and Cormorant Asset Management, LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.



CUSIP NO. 603380106

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 603380106

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

March \_\_, 2015

CORMORANT GLOBAL HEALTHCARE MASTER  
FUND, LP

By: Cormorant Global Healthcare GP, LLC  
its General Partner

By: /s/ Bihua Chen  
Bihua Chen, Managing Member

CORMORANT GLOBAL HEALTHCARE GP, LLC

By: /s/ Bihua Chen  
Bihua Chen, Managing Member

CORMORANT ASSET MANAGEMENT, LLC

By: /s/ Bihua Chen  
Bihua Chen, Managing Member

/s/ Bihua Chen  
Bihua Chen

