

Minerva Neurosciences, Inc.
Form SC 13G/A
February 14, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G/A

(Rule 13d-102)

(Amendment No. 2)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

Minerva Neurosciences, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.0001 Per Share

(Title of Class of Securities)

603380106

(CUSIP Number)

December 31, 2017

(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)

1 NAME OF REPORTING PERSONS

Highland Long/Short Healthcare Fund

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

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 941,578**

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 941,578**

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

941,578**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.4%**

12 TYPE OF REPORTING PERSON*

IV, 00

* SEE INSTRUCTIONS BEFORE FILLING OUT

** SEE ITEM 4.

1 NAME OF REPORTING PERSONS

Highland Global Allocation Fund

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

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES 363,906**

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 363,906**

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

363,906**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.9%**

12 TYPE OF REPORTING PERSON*

IV, 00

* SEE INSTRUCTIONS BEFORE FILLING OUT

** SEE ITEM 4.

1 NAME OF REPORTING PERSONS

Highland Premier Growth Equity Fund

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

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF

SHARES 740,423**

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 740,423**

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

740,423**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.9%**

12 TYPE OF REPORTING PERSON*

IV, 00

* SEE INSTRUCTIONS BEFORE FILLING OUT

** SEE ITEM 4.

1 NAME OF REPORTING PERSONS

Highland Capital Management Fund Advisors, L.P.

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

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,045,907**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

2,045,907**
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,045,907**
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%**

12 TYPE OF REPORTING PERSON*

IA, PN

* SEE INSTRUCTIONS BEFORE FILLING OUT

** SEE ITEM 4.

1 NAME OF REPORTING PERSONS

Strand Advisors XVI, Inc.

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

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,045,907**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 2,045,907**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,045,907**
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%**

12 TYPE OF REPORTING PERSON*

HC, CO

* SEE INSTRUCTIONS BEFORE FILLING OUT

** SEE ITEM 4.

1 NAME OF REPORTING PERSONS

Highland Capital Healthcare Advisors, L.P.

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

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 53,847**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

53,847**
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,847**
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%**
TYPE OF REPORTING PERSON*

IA, PN

* SEE INSTRUCTIONS BEFORE FILLING OUT

** SEE ITEM 4.

1 NAME OF REPORTING PERSONS

Highland Capital Healthcare Advisors GP, LLC

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

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 53,847**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 53,847**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 53,847**
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%**

12 TYPE OF REPORTING PERSON*

HC, OO

* SEE INSTRUCTIONS BEFORE FILLING OUT

** SEE ITEM 4.

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1 NAME OF REPORTING PERSONS

Highland Capital Management Services, Inc.

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

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 53,847**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

53,847**
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON53,847**
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%**

12 TYPE OF REPORTING PERSON*

HC, CO

* SEE INSTRUCTIONS BEFORE FILLING OUT

** SEE ITEM 4.

1 NAME OF REPORTING PERSONS

James D. Dondero

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

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,160,544**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 2,160,544**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,160,544**
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6%**

12 TYPE OF REPORTING PERSON*

HC, IN

* SEE INSTRUCTIONS BEFORE FILLING OUT

** SEE ITEM 4.

SCHEDULE 13G/A

This Amendment No. 2 to Schedule 13G (this Amendment) is being filed on behalf of Highland Long/Short Healthcare Fund, a series of Highland Funds I, a Delaware statutory trust (the Long/Short Fund), Highland Global Allocation Fund, a series of Highland Funds II, a Massachusetts business trust (the Global Fund), Highland Premier Growth Equity Fund, a series of Highland Funds II, a Massachusetts business trust (the Premier Growth Fund and collectively with the Long/Short Fund and the Global Fund, the Highland Funds), Highland Capital Management Fund Advisors, L.P., a Delaware limited partnership (Highland Fund Advisors), Strand Advisors XVI, Inc., a Delaware corporation (Strand XVI), Highland Capital Healthcare Advisors, L.P., a Delaware limited partnership (Healthcare Advisors), Highland Capital Healthcare Advisors GP, LLC, a Delaware limited liability company (Healthcare Advisors GP), Highland Capital Management Services, Inc., a Delaware corporation (Highland Services), and James D. Dondero (collectively, the Reporting Persons). This Amendment modifies the original Schedule 13G filed with the Securities and Exchange Commission on February 11, 2016, as subsequently amended on February 10, 2017 (together, the Original 13G) by the Reporting Persons.

Brad Ross is the President of Strand XVI and James D. Dondero is the President of Highland Services. Strand XVI is the general partner of Highland Fund Advisors. Highland Fund Advisors is the investment advisor to the Highland Funds. Highland Services is the sole owner of Healthcare Advisors GP. Healthcare Advisors GP is the general partner of Healthcare Advisors. Healthcare Advisors is the investment advisor to Sterling Capital Long/Short Healthcare (Sterling Healthcare and together with the Highland Funds, the Funds). This Amendment relates to the Common Stock, Par Value \$0.0001 Per Share (the Common Stock), of Minerva Neurosciences, Inc., a Delaware corporation (the Issuer), held by (i) the Funds and (ii) Highland Capital Management, L.P., a Delaware limited partnership ultimately controlled by James D. Dondero.

Item 4 Ownership.

Item 4 of the Original 13G is hereby amended and restated to read as follows.

- (a) The Long/Short Fund may be deemed the beneficial owner of 941,578 shares of Common Stock that it holds directly. The Global Fund may be deemed the beneficial owner of 363,906 shares of Common Stock that it holds directly. The Premier Growth Fund may be deemed the beneficial owner of 740,423 shares of Common Stock that it holds directly. Highland Fund Advisors, as the investment advisor to the Highland Funds, and Strand XVI, as the general partner of Highland Fund Advisors, may be deemed the beneficial owners of the 2,045,907 shares of Common Stock held by the Highland Funds. Healthcare Advisors, as the investment advisor to Sterling Healthcare, Healthcare Advisors GP, as the general partner of Healthcare Advisors, and Highland Services, as the sole owner of Healthcare Advisors GP, may be deemed the beneficial owners of the 53,847 shares of Common Stock held by Sterling Healthcare.

Mr. Dondero may be deemed the beneficial owner of the 2,160,544 shares of Common Stock held by (i) the Funds and (ii) Highland Capital. This amount consists of (i) 2,099,754 shares of Common Stock held by the Funds and (ii) 60,790 shares of Common Stock receivable by Highland Capital upon exercise of presently held warrants.

- (b) The Long/Short Fund may be deemed the beneficial owner of 2.4% of the outstanding shares of Common Stock that it holds directly. This percentage was determined by dividing 941,578, the number of shares of Common Stock held directly by the Long/Short Fund, by 38,700,693, which is the number of shares of Common Stock outstanding as of October 31, 2017 according to the Issuer's Form 10-Q filed with the Securities Exchange Commission on November 6, 2017.

The Global Fund may be deemed the beneficial owner of 0.9% of the outstanding shares of Common Stock that it holds directly. This percentage was determined by dividing 363,906, the number of shares of Common Stock held directly by the Global Fund, by 38,700,693, which is the number of shares of Common Stock outstanding as of October 31, 2017 according to the Issuer's Form 10-Q filed with the Securities Exchange Commission on November 6, 2017.

The Premier Growth Fund may be deemed the beneficial owner of 1.9% of the outstanding shares of Common Stock that it holds directly. This percentage was determined by dividing 740,423, the number of shares of Common Stock held directly by the Premier Growth Fund, by 38,700,693, which is the number of shares of Common Stock outstanding as of October 31, 2017 according to the Issuer's Form 10-Q filed with the Securities Exchange Commission on November 6, 2017.

Highland Fund Advisors and Strand XVI may be deemed the beneficial owners of 5.3% of the outstanding shares of Common Stock held by the Highland Funds. This percentage was determined by dividing 2,045,907, the number of shares of Common Stock held directly by the Highland Funds, by 38,700,693, which is the number of shares of Common Stock outstanding as of October 31, 2017 according to the Issuer's Form 10-Q filed with the Securities Exchange Commission on November 6, 2017.

Healthcare Advisors, Healthcare Advisors GP and Highland Services may be deemed the beneficial owners of 0.1% of the outstanding shares of Common Stock held by the Healthcare Funds. This percentage was determined by dividing 53,847, the number of shares of Common Stock held directly by the Healthcare Funds, by 38,700,693, which is the number of shares of Common Stock outstanding as of October 31, 2017 according to the Issuer's Form 10-Q filed with the Securities Exchange Commission on November 6, 2017.

Mr. Dondero may be deemed the beneficial owner of 5.6% of the outstanding Common Stock. This percentage was determined by dividing 2,160,544, the number of shares of Common Stock held directly by (i) the Funds and (ii) Highland Capital, by 38,700,693, which is the number of shares of Common Stock outstanding as of October 31, 2017 according to the Issuer's Form 10-Q filed with the Securities Exchange Commission on November 6, 2017.

- (c) The Long/Short Fund has the sole power to vote and dispose of the 941,578 shares of Common Stock that it holds directly. The Global Fund has the sole power to vote and dispose of the 363,906 shares of Common Stock that it holds directly. The Premier Growth Fund has the sole power to vote and dispose of the 740,423 shares of Common Stock that it holds directly. Highland Fund Advisors and Strand XVI have the shared power to vote and dispose of the 2,045,907 shares of Common Stock held by the Highland Funds.

Healthcare Advisors, Healthcare Advisors GP and Highland Services have the shared power to vote and dispose of the 53,847 shares of Common Stock held by the Healthcare Funds.

Mr. Dondero has the the shared power to vote and dispose of the 2,160,544 shares of Common Stock held by (i) the Funds and (ii) Highland Capital.

Item 10 Certification.

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and were 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.

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.

Date: February 14, 2018

HIGHLAND FUNDS I, on behalf of its series
Highland Long/Short Healthcare Fund

By: /s/ Dustin Norris
Name: Dustin Norris
Title: Secretary

HIGHLAND FUNDS II, on behalf of its series
Highland Global Allocation Fund

By: /s/ Dustin Norris
Name: Dustin Norris
Title: Secretary

HIGHLAND FUNDS II, on behalf of its series
Highland Premier Growth Equity Fund

By: /s/ Dustin Norris
Name: Dustin Norris
Title: Secretary

HIGHLAND CAPITAL MANAGEMENT
FUND ADVISORS, L.P.

By: Strand Advisors XVI, Inc., its general
partner

By: /s/ Dustin Norris
Name: Dustin Norris
Title: Secretary

STRAND ADVISORS XVI, INC.

By: /s/ Dustin Norris
Name: Dustin Norris
Title: Secretary

HIGHLAND CAPITAL HEALTHCARE

ADVISORS, L.P.

By: Highland Capital Healthcare Advisors GP,
LLC, its general partner

By: Highland Capital Management Services,
Inc., its sole member

By: /s/ James D. Dondero
Name: James D. Dondero
Title: President

HIGHLAND CAPITAL HEALTHCARE
ADVISORS GP, LLC

By: Highland Capital Management Services,
Inc., its sole member

By: /s/ James D. Dondero
Name: James D. Dondero
Title: President

HIGHLAND CAPITAL MANAGEMENT
SERVICES, INC.

By: /s/ James D. Dondero
Name: James D. Dondero
Title: President

/s/ James D. Dondero
James D. Dondero