

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

1. Name and Address of Reporting Person* <u>JAFFE ROSS A MD</u>  (Last) (First) (Middle) C/O MINERVA SURGICAL, INC. 4255 BURTON DRIVE  (Street) SANTA CLARA CA 95054  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MINERVA SURGICAL INC [ UTRS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2021		C		94,755	A	(1)	94,755	I	See Footnote(2)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C			\$395,813.73 <sup>(3)</sup>	(3)	(3)	Series D Preferred Stock	35,009	\$0.00	0 <sup>(3)</sup>	I	See Footnote(2)
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C			\$395,556.98 <sup>(4)</sup>	(4)	(4)	Series D Preferred Stock	34,986	\$0.00	0 <sup>(4)</sup>	I	See Footnote(2)
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C			\$279,941.92 <sup>(5)</sup>	(5)	(5)	Series D Preferred Stock	24,760	\$0.00	0 <sup>(5)</sup>	I	See Footnote(2)
Series D Preferred Stock	(1)	10/26/2021		C		35,009		(1)	(1)	Common Stock	35,009	\$0.00	35,009	I	See Footnote(2)
Series D Preferred Stock	(1)	10/26/2021		C		34,986		(1)	(1)	Common Stock	34,986	\$0.00	69,995	I	See Footnote(2)
Series D Preferred Stock	(1)	10/26/2021		C		24,760		(1)	(1)	Common Stock	24,760	\$0.00	94,755	I	See Footnote(2)
Series D Preferred Stock	(1)	10/26/2021		C			35,009	(1)	(1)	Common Stock	35,009	\$0.00	59,746	I	See Footnote(2)
Series D Preferred Stock	(1)	10/26/2021		C			34,986	(1)	(1)	Common Stock	34,986	\$0.00	24,760	I	See Footnote(2)
Series D Preferred Stock	(1)	10/26/2021		C			24,760	(1)	(1)	Common Stock	24,760	\$0.00	0	I	See Footnote(2)

Explanation of Responses:

- The Series D Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- The securities are held by The Jaffe Family Trust dtd 7/9/91 of which Ross A Jaffe is a trustee.
- Represents \$395,813.73 of outstanding principal and interest calculated through October 26, 2021, on which date such amount converted into shares of Series D Preferred Stock at a conversion price per share of \$11.30602.
- Represents \$395,556.98 of outstanding principal and interest calculated through October 26, 2021, on which date such amount converted into shares of Series D Preferred Stock at a conversion price per share of \$11.30602.
- Represents \$279,941.92 of outstanding principal and interest calculated through October 26, 2021, on which date such amount converted into shares of Series D Preferred Stock at a conversion price per share of \$11.30602.

Remarks:

Lenka Schvaigerova, Attorney-in-fact for ROSS A JAFFE MD 10/28/2021

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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