

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>Behbahani Ali</u> (Last) (First) (Middle) <u>1954 GREENSPRING DRIVE</u> <u>SUITE 600</u> (Street) <u>TIMONIUM MD</u> <u>21093</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/21/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>MINERVA SURGICAL INC [UTRS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series B Preferred Stock	(1)	(1)	Common Stock	281	(1)	D
Series C Preferred Stock	(1)	(1)	Common Stock	704	(1)	D
Series D Preferred Stock	(1)	(1)	Common Stock	4,196	(1)	D
Subordinated Secured Convertible Promissory Note	(2)	(2)	Series D Preferred Stock	(2)	(2)	D
Subordinated Secured Convertible Promissory Note	(3)	(3)	Series D Preferred Stock	(3)	(3)	D
Subordinated Secured Convertible Promissory Note	(4)	(4)	Series D Preferred Stock	(4)	(4)	D
Subordinated Secured Convertible Promissory Note	(5)	(5)	Series D Preferred Stock	(5)	(5)	D
Subordinated Secured Convertible Promissory Note	(6)	(6)	Series D Preferred Stock	(6)	(6)	D
Subordinated Secured Convertible Promissory Note	(7)	(7)	Series D Preferred Stock	(7)	(7)	D

Explanation of Responses:

- Each share of Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock (collectively, the "Preferred Stock") is convertible into shares of the Issuer's common stock ("Common Stock") at a 1:1 ratio in connection with the Company's initial public offering. The Preferred Stock has no expiration date.
- Represents \$6,155.15 of outstanding principal and interest calculated through October 26, 2021, at which time it is expected that this amount shall convert into shares of Series D Preferred Stock at a conversion price per share of approximately \$11.31, which shares will then convert into shares of Common Stock at a 1:1 ratio in connection with the Company's initial public offering.
- Represents \$5,920.31 of outstanding principal and interest calculated through October 26, 2021, at which time it is expected that this amount shall convert into shares of Series D Preferred Stock at a conversion price per share of approximately \$11.31, which shares will then convert into shares of Common Stock at a 1:1 ratio in connection with the Company's initial public offering.
- Represents \$5,837.08 of outstanding principal and interest calculated through October 26, 2021, at which time it is expected that this amount shall convert into shares of Series D Preferred Stock at a conversion price per share of approximately \$11.31, which shares will then convert into shares of Common Stock at a 1:1 ratio in connection with the Company's initial public offering.

5. Represents \$5,674.16 of outstanding principal and interest calculated through October 26, 2021, at which time it is expected that this amount shall convert into shares of Series D Preferred Stock at a conversion price per share of approximately \$11.31, which shares will then convert into shares of Common Stock at a 1:1 ratio in connection with the Company's initial public offering.

6. Represents \$5,436.88 of outstanding principal and interest calculated through October 26, 2021, at which time it is expected that this amount shall convert into shares of Series D Preferred Stock at a conversion price per share of approximately \$11.31, which shares will then convert into shares of Common Stock at a 1:1 ratio in connection with the Company's initial public offering.

7. Represents \$8,398.26 of outstanding principal and interest calculated through October 26, 2021, at which time it is expected that this amount shall convert into shares of Series D Preferred Stock at a conversion price per share of approximately \$11.31, which shares will then convert into shares of Common Stock at a 1:1 ratio in connection with the Company's initial public offering.

Remarks:

/s/ Sasha Keough, attorney in fact 10/21/2021

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.