

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>NEW ENTERPRISE ASSOCIATES 13 LP</u> (Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600 (Street) TIMONIUM MD 21093 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/21/2021	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) Director <input checked="" type="checkbox"/> 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) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	596,183	(1)	D ⁽²⁾	
Series C Preferred Stock	(1)	(1)	Common Stock	1,190,212	(1)	D ⁽²⁾	
Series D Preferred Stock	(1)	(1)	Common Stock	3,409,709	(1)	D ⁽²⁾	
Subordinated Secured Convertible Promissory Note	(3)	(3)	Series D Preferred Stock	(3)	(3)	D ⁽²⁾	
Subordinated Secured Convertible Promissory Note	(4)	(4)	Series D Preferred Stock	(4)	(4)	D ⁽²⁾	
Subordinated Secured Convertible Promissory Note	(5)	(5)	Series D Preferred Stock	(5)	(5)	D ⁽²⁾	
Subordinated Secured Convertible Promissory Note	(6)	(6)	Series D Preferred Stock	(6)	(6)	D ⁽²⁾	
Subordinated Secured Convertible Promissory Note	(7)	(7)	Series D Preferred Stock	(7)	(7)	D ⁽²⁾	
Subordinated Secured Convertible Promissory Note	(8)	(8)	Series D Preferred Stock	(8)	(8)	D ⁽²⁾	

1. Name and Address of Reporting Person* <u>NEW ENTERPRISE ASSOCIATES 13 LP</u> (Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600
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(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[NEA Partners 13, Limited Partnership](#)

(Last) (First) (Middle)
1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[NEA 13 GP, Ltd](#)

(Last) (First) (Middle)
1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[BASKETT FOREST](#)

(Last) (First) (Middle)
1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[KERINS PATRICK J](#)

(Last) (First) (Middle)
1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[SANDELL SCOTT D](#)

(Last) (First) (Middle)
1954 GREENSPRING DRIVE
SUITE 600

(Street)
TIMONIUM MD 21093

(City)	(State)	(Zip)
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Explanation of Responses:

1. 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 Company'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.
2. The securities are directly held by New Enterprise Associates 13, L.P. ("NEA 13") and are indirectly held by NEA Partners 13, L.P. ("NEA Partners 13"), the sole general partner of NEA 13, NEA 13 GP, LTD ("NEA 13 LTD"), the sole general partner of NEA Partners 13 and the individual directors of NEA 13 LTD (NEA Partners 13, NEA 13 LTD and the individual directors of NEA 13 LTD (collectively, the "Directors"), together, the "Indirect Reporting Persons"). The Directors of NEA 13 LTD are Forest Baskett, Patrick J. Kerins and Scott D. Sandell. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA 13 in which the Indirect Reporting Persons have no pecuniary interest.
3. Represents \$6,257,308.36 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.
4. Represents \$6,018,574.40 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 \$5,851,915.34 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 \$5,688,578.14 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 \$6,173,219.88 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.
8. Represents \$9,615,676.10 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. 10/21/2021
in fact

** 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.