

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>Behbahani Ali</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/26/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
1954 GREENSPRING DRIVE SUITE 600			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>TIMONIUM MD 21093</u>								
(City) (State) (Zip)								

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		281	A	(1)	281	D	
Common Stock	10/26/2021		C		704	A	(1)	985	D	
Common Stock	10/26/2021		C		4,196	A	(1)	5,181	D	
Common Stock	10/26/2021		C		3,306	A	(1)	8,487	D	

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	Amount or Number of Shares				
Series B Preferred Stock	(1)	10/26/2021		C		281		(1)	(1)	Common Stock	281	(1)	0	D	
Series C Preferred Stock	(1)	10/26/2021		C		704		(1)	(1)	Common Stock	704	(1)	0	D	
Series D Preferred Stock	(1)	10/26/2021		C		4,196		(1)	(1)	Common Stock	4,196	(1)	0	D	
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C		\$6,155.15 ⁽²⁾		(2)	(2)	Series D Preferred Stock	544	(2)	0	D	
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C		\$5,920.31 ⁽³⁾		(3)	(3)	Series D Preferred Stock	523	(3)	0	D	
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C		\$5,837.08 ⁽⁴⁾		(4)	(4)	Series D Preferred Stock	516	(4)	0	D	
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C		\$5,674.16 ⁽⁵⁾		(5)	(5)	Series D Preferred Stock	501	(5)	0	D	
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C		\$5,436.88 ⁽⁶⁾		(6)	(6)	Series D Preferred Stock	480	(6)	0	D	
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C		\$8,398.26 ⁽⁷⁾		(7)	(7)	Series D Preferred Stock	742	(7)	0	D	
Series D Preferred Stock	(1)	10/26/2021		C		544		(1)	(1)	Common Stock	544	(1)	544	D	

**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	Amount or Number of Shares				
Series D Preferred Stock	(1)	10/26/2021		C		523		(1)	(1)	Common Stock	523	(1)	1,067	D	
Series D Preferred Stock	(1)	10/26/2021		C		516		(1)	(1)	Common Stock	516	(1)	1,583	D	
Series D Preferred Stock	(1)	10/26/2021		C		501		(1)	(1)	Common Stock	501	(1)	2,084	D	
Series D Preferred Stock	(1)	10/26/2021		C		480		(1)	(1)	Common Stock	480	(1)	2,564	D	
Series D Preferred Stock	(1)	10/26/2021		C		742		(1)	(1)	Common Stock	742	(1)	3,306	D	
Series D Preferred Stock	(1)	10/26/2021		C			3,306	(1)	(1)	Common Stock	3,306	(1)	0	D	

Explanation of Responses:

- The Series B Preferred Stock, Series C Preferred Stock and 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.
- Represents \$6,155.15 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 \$5,920.31 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 \$5,837.08 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 \$5,674.16 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 \$5,436.88 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 \$8,398.26 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:

/s/ Sasha Keough, attorney-in-fact 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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