

**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>Novo Holdings A/S</u> <hr/> (Last) (First) (Middle) TUBORG HAVNEVEJ 19 <hr/> (Street) HELLERUP G7 2900 <hr/> (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) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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				
SERIES D REDEEMABLE CONVERTIBLE PREFERRED STOCK	(1)	(1)	COMMON STOCK 884,484	(1)	D	
SUBORDINATED SECURED CONVERTIBLE PROMISSORY NOTES	(2)	(2)	COMMON STOCK 592,648	(2)	D	

Explanation of Responses:

- The Series D Redeemable Convertible Preferred Stock is convertible into common stock on a 1-for-1 basis into the number of shares of common stock as shown in Column 3, which gives effect to the issuer's reverse stock split effected October 14, 2021, at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering without payment of further consideration. These shares have no expiration date.
- The Subordinated Secured Convertible Promissory Notes convert into preferred stock, which converts into common stock on a 1-for-1 basis into the number of shares of common stock as shown in Column 3, which gives effect to the issuer's reverse stock split effected October 14, 2021, automatically upon the closing of the Issuer's initial public offering without payment of further consideration. The notes have a maturity date of June 30, 2023.

Remarks:

/s/ Barbara Fiorini Due,
General Counsel of Novo Holdings A/S 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.

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