

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>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. 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 10/21/2021
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				
Subordinated Secured Convertible Promissory Note	(1)	(1)	Series D Preferred Stock	(1)	(1)	I See Footnote ⁽²⁾
Subordinated Secured Convertible Promissory Note	(3)	(3)	Series D Preferred Stock	(3)	(3)	I See Footnote ⁽²⁾
Subordinated Secured Convertible Promissory Note	(4)	(4)	Series D Preferred Stock	(4)	(4)	I See Footnote ⁽²⁾
Subordinated Secured Convertible Promissory Note	(5)	(5)	Series D Preferred Stock	(5)	(5)	I See Footnote ⁽⁶⁾
Subordinated Secured Convertible Promissory Note	(7)	(7)	Series D Preferred Stock	(7)	(7)	I See Footnote ⁽⁶⁾
Subordinated Secured Convertible Promissory Note	(8)	(8)	Series D Preferred Stock	(8)	(8)	I See Footnote ⁽⁶⁾
Subordinated Secured Convertible Promissory Note	(9)	(9)	Series D Preferred Stock	(9)	(9)	I See Footnote ⁽⁶⁾
Subordinated Secured Convertible Promissory Note	(10)	(10)	Series D Preferred Stock	(10)	(10)	I See Footnote ⁽¹¹⁾
Subordinated Secured Convertible Promissory Note	(12)	(12)	Series D Preferred Stock	(12)	(12)	I See Footnote ⁽¹¹⁾
Subordinated Secured Convertible Promissory Note	(13)	(13)	Series D Preferred Stock	(13)	(13)	I See Footnote ⁽¹¹⁾
Subordinated Secured Convertible Promissory Note	(14)	(14)	Series D Preferred Stock	(14)	(14)	I See Footnote ⁽¹¹⁾

Explanation of Responses:

1. Represents \$395,813.73 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 Convertible 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.
2. The securities are held by The Jaffe Family Trust dtd 7/9/91 of which Ross A Jaffe is a trustee.
3. Represents \$395,556.98 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 Convertible 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 \$279,941.92 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 Convertible 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 \$818,269.09 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 Convertible 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. The securities are held by Versant Venture Capital IV, L.P. ("Versant IV"). Versant Ventures IV, LLC ("Versant Ventures IV GP") is the general partner of Versant IV. The Reporting Person is a managing director of Versant Ventures IV GP and may be deemed to share voting and dispositive power over the shares held by Versant IV; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interests therein.
7. Represents \$787,049.83 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 Convertible 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 \$775,985.84 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 Convertible 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.
9. Represents \$834,568.37 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 Convertible 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.
10. Represents \$5,154.72 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 Convertible 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.
11. The securities are held by Versant Side Fund IV, L.P. ("Versant Side Fund IV"). Versant Ventures IV GP is the general partner of Versant Side Fund IV. The Reporting Person is a managing director of Versant Ventures IV GP and may be deemed to share voting and dispositive power over the shares held by Versant Side Fund IV; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interests therein.
12. Represents \$4,958.05 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 Convertible 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.
13. Represents \$4,888.35 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 Convertible 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.
14. Represents \$5,257.39 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 Convertible 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:

This amended Form 3 is being filed to correct an inadvertent omission from the Form 3 filed on October 21, 2021 (the "Prior Form 3"), which omitted the shares held by each of Versant Venture Capital IV, L.P. and Versant Side Fund IV, L.P. This amended Form 3 amends and restates in its entirety the transactions reported in the Prior Form 3.

Robin Praeger, Attorney-
in-fact for Ross A Jaffe 12/08/2021
MD

** Signature of Reporting Date
Person

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.