

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>			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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> 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) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>			
1954 GREENSPRING DRIVE SUITE 600			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
TIMONIUM	MD	21093							

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		596,183	A	(1)	596,183	D ⁽²⁾	
Common Stock	10/26/2021		C		1,190,212	A	(1)	1,786,395	D ⁽²⁾	
Common Stock	10/26/2021		C		3,409,709	A	(1)	5,196,104	D ⁽²⁾	
Common Stock	10/26/2021		C		3,503,021	A	(1)	8,699,125	D ⁽²⁾	
Common Stock	10/26/2021		P		1,300,000	A	\$12	9,999,125	D ⁽²⁾	

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			596,183	(1)	(1)	Common Stock	596,183	(1)	0	D ⁽²⁾	
Series C Preferred Stock	(1)	10/26/2021		C			1,190,212	(1)	(1)	Common Stock	1,190,212	(1)	0	D ⁽²⁾	
Series D Preferred Stock	(1)	10/26/2021		C			3,409,709	(1)	(1)	Common Stock	3,409,709	(1)	0	D ⁽²⁾	
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C			\$6,257,308.36 ⁽³⁾	(3)	(3)	Series D Preferred Stock	553,449	(3)	0	D ⁽²⁾	
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C			\$6,018,574.4 ⁽⁴⁾	(4)	(4)	Series D Preferred Stock	532,334	(4)	0	D ⁽²⁾	
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C			\$5,851,915.34 ⁽⁵⁾	(5)	(5)	Series D Preferred Stock	517,593	(5)	0	D ⁽²⁾	
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C			\$5,688,578.14 ⁽⁶⁾	(6)	(6)	Series D Preferred Stock	503,146	(6)	0	D ⁽²⁾	
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C			\$6,173,219.88 ⁽⁷⁾	(7)	(7)	Series D Preferred Stock	546,012	(7)	0	D ⁽²⁾	
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C			\$9,615,676.1 ⁽⁸⁾	(8)	(8)	Series D Preferred Stock	850,492	(8)	0	D ⁽²⁾	
Series D Preferred Stock	(1)	10/26/2021		C		553,449		(1)	(1)	Common Stock	553,449	(1)	553,449	D ⁽²⁾	
Series D Preferred Stock	(1)	10/26/2021		C		532,333		(1)	(1)	Common Stock	532,333	(1)	1,085,782	D ⁽²⁾	
Series D Preferred Stock	(1)	10/26/2021		C		517,592		(1)	(1)	Common Stock	517,592	(1)	1,603,374	D ⁽²⁾	

**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	(I)	10/26/2021		C		503,145		(I)	(I)	Common Stock	503,145	(I)	2,106,519	D ⁽²⁾	
Series D Preferred Stock	(I)	10/26/2021		C		546,011		(I)	(I)	Common Stock	546,011	(I)	2,652,530	D ⁽²⁾	
Series D Preferred Stock	(I)	10/26/2021		C		850,491		(I)	(I)	Common Stock	850,491	(I)	3,503,021	D ⁽²⁾	
Series D Preferred Stock	(I)	10/26/2021		C			3,503,021	(I)	(I)	Common Stock	3,503,021	(I)	0	D ⁽²⁾	

1. Name and Address of Reporting Person*
[NEW ENTERPRISE ASSOCIATES 13 LP](#)

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

(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)

Explanation of Responses:

1. 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.
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, on which date such amount converted into shares of Series D Preferred Stock at a conversion price per share of \$11.30602.
4. Represents \$6,018,574.40 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.
5. Represents \$5,851,915.34 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.
6. Represents \$5,688,578.14 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.
7. Represents \$6,173,219.88 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.
8. Represents \$9,615,676.10 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.

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.