

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Novo Holdings A/S</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) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/26/2021</u>					
<u>TUBORG HAVNEVEJ 19</u>			4. 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 Form filed by More than One Reporting Person		
(Street)								
<u>HELLERUP</u>	<u>G7</u>	<u>2900</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		884,484	A	(1)	884,484	D	
COMMON STOCK	10/26/2021		C		592,648	A	(2)	1,477,132	D	
COMMON STOCK	10/26/2021		P		580,000	A	\$12 ⁽³⁾	2,057,132	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 REDEEMABLE CONVERTIBLE PREFERRED STOCK	(1)	10/26/2021		C		884,484		(1)	(1)	COMMON STOCK	884,484	(1)	0	D	
SUBORDINATED SECURED CONVERTIBLE PROMISSORY NOTES	(2)	10/26/2021		C		\$5,550,060		(2)	(2)	COMMON STOCK	592,648	(2)	0	D	

Explanation of Responses:

- The Series D Redeemable Convertible Preferred Stock converted into common stock on a 1-for-1 basis into the number of shares of common stock as shown in Column 7, 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 ("IPO") without payment of further consideration. These shares have no expiration date.
- The Subordinated Secured Convertible Promissory Notes converted 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 7, which gives effect to the issuer's reverse stock split effected October 14, 2021, automatically upon the closing of the Issuer's IPO without payment of further consideration. The notes have a maturity date of June 30, 2023.
- Represents a purchase from the underwriters in the Issuer's IPO.

Remarks:

/s/ Barbara Fiorini Due, General Counsel of Novo Holdings A/S 10/27/2021

** 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.