

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>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. 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)
	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year) 10/28/2021		

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		1,663,227	A	(1)	1,663,227	I	See Footnote(2)
Common Stock	10/26/2021		C		10,473	A	(1)	10,473	I	See Footnote(3)

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 C Preferred Stock	(1)	10/26/2021		C		878,947		(1)	(1)	Common Stock	878,947	(1)	0	I	See Footnote(2)
Series C Preferred Stock	(1)	10/26/2021		C		5,536		(1)	(1)	Common Stock	5,536	(1)	0	I	See Footnote(3)
Series D Preferred Stock	(1)	10/26/2021		C		499,843		(1)	(1)	Common Stock	499,843	(1)	0	I	See Footnote(2)
Series D Preferred Stock	(1)	10/26/2021		C		3,148		(1)	(1)	Common Stock	3,148	(1)	0	I	See Footnote(3)
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C		818,269.09 ⁽⁴⁾		(4)	(4)	Series D Preferred Stock	72,374	\$0.00	0 ⁽⁴⁾	I	See Footnote(2)
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C		787,049.83 ⁽⁵⁾		(5)	(5)	Series D Preferred Stock	69,613	\$0.00	0 ⁽⁵⁾	I	See Footnote(2)
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C		775,985.84 ⁽⁶⁾		(6)	(6)	Series D Preferred Stock	68,634	\$0.00	0 ⁽⁶⁾	I	See Footnote(2)
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C		834,568.37 ⁽⁷⁾		(7)	(7)	Series D Preferred Stock	73,816	\$0.00	0 ⁽⁷⁾	I	See Footnote(2)
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C		5,154.72 ⁽⁸⁾		(8)	(8)	Series D Preferred Stock	455	\$0.00	0 ⁽⁸⁾	I	See Footnote(3)
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C		4,958.05 ⁽⁹⁾		(9)	(9)	Series D Preferred Stock	438	\$0.00	0 ⁽⁹⁾	I	See Footnote(3)
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C		4,888.35 ⁽¹⁰⁾		(10)	(10)	Series D Preferred Stock	432	\$0.00	0 ⁽¹⁰⁾	I	See Footnote(3)

**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				
Subordinated Secured Convertible Promissory Note	\$11.306	10/26/2021		C			5,257.39 ⁽¹¹⁾	(11)	(11)	Series D Preferred Stock	464	\$0.00	0 ⁽¹¹⁾	I	See Footnote ⁽³⁾
Series D Preferred Stock	(1)	10/26/2021		C		72,374		(1)	(1)	Common Stock	72,374	\$0.00	72,374	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	10/26/2021		C		69,613		(1)	(1)	Common Stock	69,613	\$0.00	141,987	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	10/26/2021		C		68,634		(1)	(1)	Common Stock	68,634	\$0.00	210,621	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	10/26/2021		C		73,816		(1)	(1)	Common Stock	73,816	\$0.00	284,437	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	10/26/2021		C		455		(1)	(1)	Common Stock	455	\$0.00	455	I	See Footnote ⁽³⁾
Series D Preferred Stock	(1)	10/26/2021		C		438		(1)	(1)	Common Stock	438	\$0.00	893	I	See Footnote ⁽³⁾
Series D Preferred Stock	(1)	10/26/2021		C		432		(1)	(1)	Common Stock	432	\$0.00	1,325	I	See Footnote ⁽³⁾
Series D Preferred Stock	(1)	10/26/2021		C		464		(1)	(1)	Common Stock	464	\$0.00	1,789	I	See Footnote ⁽³⁾
Series D Preferred Stock	(1)	10/26/2021		C			72,374	(1)	(1)	Common Stock	72,374	\$0.00	212,063	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	10/26/2021		C			69,613	(1)	(1)	Common Stock	69,613	\$0.00	142,450	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	10/26/2021		C			68,634	(1)	(1)	Common Stock	68,634	\$0.00	73,816	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	10/26/2021		C			73,816	(1)	(1)	Common Stock	73,816	\$0.00	0	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	10/26/2021		C			455	(1)	(1)	Common Stock	455	\$0.00	1,334	I	See Footnote ⁽³⁾
Series D Preferred Stock	(1)	10/26/2021		C			438	(1)	(1)	Common Stock	438	\$0.00	896	I	See Footnote ⁽³⁾
Series D Preferred Stock	(1)	10/26/2021		C			432	(1)	(1)	Common Stock	432	\$0.00	464	I	See Footnote ⁽³⁾
Series D Preferred Stock	(1)	10/26/2021		C			464	(1)	(1)	Common Stock	464	\$0.00	0	I	See Footnote ⁽³⁾

Explanation of Responses:

- The Series C Preferred Stock and Series D Preferred Stock (collectively, the "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.
- 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.
- 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.
- Represents \$818,269.09 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 \$787,049.83 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 \$775,985.84 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 \$834,568.37 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 \$5,154.72 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 \$4,958.05 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 \$4,888.35 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 \$5,257.39 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:

2/2. Since there are more than 30 rows associated with the applicable transactions and EDGAR will not allow for the entry of more than 30 rows on a single Form 4, this Form 4 is being filed in conjunction with a second Form 4 by the Reporting Person. The two Form 4s filed by the Reporting Person on the date hereof should be read together as on consolidated filing. This amended Form 4 is being filed to correct an inadvertent omission from the Form 4 filed on October 28, 2021, as amended on December 8, 2021 (the "Prior Form 4"), which omitted the Preferred Stock held by each of Versant Venture Capital IV, L.P. and Versant Side Fund IV, L.P. This amended Form 4 amends and restates in its entirety the transactions reported in the Prior Form 4.

Robin Praeger, Attorney-in-fact
for Ross A Jaffe MD

02/10/2022

** 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.