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Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 10-Q â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended June 30, 2024 OR â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from to . Commission File No. 001-36517 Minerva Neurosciences, Inc. (Exact Name of Registrant as Specified in its Charter) Delaware Â 26-0784194 (State or Other Jurisdiction ofIncorporation or Organization) Â (I.R.S. EmployerIdentification No.) Â Â 1500 District AvenueBurlington, MA Â 01803 (Address of Principal Executive Offices) Â (Zip Code) Registrantâ€™s telephone number, including area code: (617) 600-7373 (Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report) Â Securities registered pursuant to Section 12(b) of the Act: Title of each class Trading Symbol(s) Name of each exchange on which registered Common Stock, $0.0001 par value per share NERV The NasdaqÂ Capital Market Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes â˜’ No â˜ Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜ Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting companyâ€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Large accelerated filer â˜ Accelerated filer â˜ Â Â Â Â Non-accelerated filer â˜’ Smaller reporting company â˜’ Â Â Â Â Â Â Â Emerging growth company Â â˜ Â Â Â Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes â˜ No â˜’ The number of shares of Registrantâ€™s Common Stock, $0.0001 par value per share, outstanding as of August 1, 2024 was 6,993,406. Â Â Â INDEX TO FORM 10-Q Â Â Â Â Â Page Â Â PART I â€" Financial Information Â Â Â Â Â Â Â Item 1. Â Financial Statements (unaudited): Â 4 Â Â Condensed Consolidated Balance Sheets as of June 30, 2024 and December 31, 2023 Â 4 Â Â Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2024 and 2023 Â 5 Â Â Condensed Consolidated Statements of Stockholdersâ€™ Deficit for the three and six months ended June 30, 2024 and 2023 Â 6 Â Â Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2024 and 2023 Â 7 Â Â Notes to Condensed Consolidated Financial Statements Â 8 Item 2. Â Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations Â 15 Item 3. Â Quantitative and Qualitative Disclosures about Market Risk Â 21 Item 4. Â Controls and Procedures Â 21 Â Â Â Â Â Â Â PART II â€" Other Information Â Â Â Â Â Â Â Item 1. Â Legal Proceedings Â 22 Item 1A. Â Risk Factors Â 22 Item 2. Â Unregistered Sales of Equity Securities and Use of Proceeds Â 29 Item 3. Â Defaults Upon Senior Securities Â 29 Item 4. Â Mine Safety Disclosures Â 29 Item 5. Â Other Information Â 29 Item 6. Â Exhibits Â 30 Â Â Â Â SIGNATURES Â 31 Â Â 2 Â Unless the context suggests otherwise, references in this Quarterly Report on Form 10-Q, or Quarterly Report, to â€œMinerva,â€ â€œthe Company,â€ â€œwe,â€ â€œus,â€ and â€œourâ€ refer to Minerva Neurosciences, Inc. and, where appropriate, its subsidiaries. This Quarterly Report on Form 10-Q contains forward-looking statements. These forward-looking statements reflect our plans, estimates and beliefs. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terms such as â€œanticipates,â€ â€œbelieves,â€ â€œcould,â€ â€œestimates,â€ â€œexpects,â€ â€œintends,â€ â€œmay,â€ â€œplans,â€ â€œpotential,â€ â€œpredicts,â€ â€œprojects,â€ â€œshould,â€ â€œwouldâ€ and similar expressions intended to identify forward-looking statements. Forward-looking statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Because of these risks and uncertainties, the forward-looking events and circumstances discussed in this report may not transpire. These risks and uncertainties include, but are not limited to, the risks included in this Quarterly Report on Form 10-Q under Part II, Item IA, â€œRisk Factorsâ€ and in our Annual Report on Form 10-K for the year ended December 31, 2023 under Part I, Item IA, â€œRisk Factors.â€ Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, forward-looking statements represent our estimates and assumptions only as of the date of this document. You should read this document with the understanding that our actual future results may be materially different from what we expect. Except as required by law, we do not undertake any obligation to publicly update or revise any forward-looking statements contained in this report, whether as a result of new information, future events or otherwise. All trademarks, trade names and service marks appearing in this Quarterly Report on Form 10-Q are the property of their respective owners. 3 Â PART I â€" Financial Information Item 1 â€" Financial Statements MINERVA NEUROSCIENCES, INC. Condensed Consolidated Balance Sheets (Unaudited) Â Â June 30, Â Â December 31, Â Â 2024 Â Â 2023 Â Assets Â Â Â Â Â Current assets Â Â Â Â Â Cash and cash equivalents $ 30,881,000 Â Â $ 40,912,575 Â Restricted cash Â 100,000 Â Â Â 100,000 Â Prepaid expenses and other current assets Â 428,018 Â Â Â 989,865 Â Total current assets Â 31,409,018 Â Â Â 42,002,440 Â Â Â Â Â Â Equipment, net Â 8,163 Â Â Â 10,884 Â Capitalized software, net Â 4,257 Â Â Â 17,027 Â Goodwill Â 14,869,399 Â Â Â 14,869,399 Â Total assets $ 46,290,837 Â Â $ 56,899,750 Â Â Â Â Â Â Liabilities and Stockholdersâ€™ Deficit Â Â Â Â Â Current liabilities Â Â Â Â Â Accounts payable $ 828,345 Â Â $ 1,805,320 Â Accrued expenses and other current liabilities Â 3,375,061 Â Â Â 1,535,097 Â Total current liabilities Â 4,203,406 Â Â Â 3,340,417 Â Liability related to the sale of future royalties Â 86,579,046 Â Â Â 82,016,823 Â Total liabilities Â 90,782,452 Â Â Â 85,357,240 Â Commitments and contingencies (Note 8) Â Â Â Â Â Â Â Â Â Â Stockholdersâ€™ deficit Â Â Â Â Â Preferred stock; $0.0001Â par value; 100,000,000Â shares authorized; noneÂ issued or outstanding as of June 30, 2024 and December 31, 2023 Â â€" Â Â Â â€" Â Common stock; $0.0001Â par value; 125,000,000Â shares authorized; 6,993,406Â shares issued and outstanding as of June 30, 2024 and December 31, 2023 Â 699 Â Â Â 699 Â Additional paid-in capital Â 369,125,406 Â Â Â 368,357,239 Â Accumulated deficit Â (413,617,720) Â Â (396,815,428) Total stockholdersâ€™ deficit Â (44,491,615) Â Â (28,457,490) Total liabilities and stockholdersâ€™ deficit $ 46,290,837 Â Â $ 56,899,750 Â See accompanying notes to condensed consolidated financial statements. 4 Â MINERVA NEUROSCIENCES, INC. Condensed Consolidated Statements of Operations (Unaudited) Â Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Expenses Â Â Â Â Â Â Â Â Â Â Â Research and development $ 3,860,499 Â Â $ 1,887,476 Â Â $ 8,027,786 Â Â $ 4,541,029 Â General and administrative Â 2,417,069 Â Â Â 2,632,519 Â Â Â 4,931,745 Â Â Â 5,327,484 Â Total expenses Â 6,277,568 Â Â Â 4,519,995 Â Â Â 12,959,531 Â Â Â 9,868,513 Â Loss from operations Â (6,277,568) Â Â (4,519,995) Â Â (12,959,531) Â Â (9,868,513) Â Â Â Â Â Â Â Â Â Â Â Â Foreign exchange (losses) gains Â (4,694) Â Â (7,206) Â Â 799 Â Â Â (15,892) Investment income Â 360,755 Â Â Â 365,623 Â Â Â 718,663 Â Â Â 729,841 Â Non-cash interest expense for the sale of future royalties Â (2,311,980) Â Â (2,030,458) Â Â (4,562,223) Â Â (4,007,884) Net loss $ (8,233,487) Â Â $ (6,192,036) Â Â $ (16,802,292) Â Â $ (13,162,448) Â Â Â Â Â Â Â Â Â Â Â Â Net loss per share, basic and diluted $ (1.09) Â Â $ (1.12) Â Â $ (2.22) Â Â $ (2.43) Weighted average shares outstanding, basic and diluted Â 7,568,981 Â Â Â 5,511,163 Â Â Â 7,568,981 Â Â Â 5,426,150 Â See accompanying notes to condensed consolidated financial statements. 5 Â MINERVA NEUROSCIENCES, INC. Condensed Consolidated Statements of Stockholdersâ€™ Deficit (Unaudited) Â Â Common Stock Â Â Additional Â Â Accumulated Â Â Â Â Â Shares Â Amount Â Â Paid-In Capital Â Â Deficit Â Â Total Â Balances at January 1, 2023 Â 5,340,193 Â $ 534 Â $ 346,785,322 Â Â $ (366,810,075) Â $ (20,024,219) Stock-based compensation Â â€" Â Â Â â€" Â Â Â 376,459 Â Â Â â€" Â Â Â 376,459 Â Net loss Â â€" Â Â Â â€" Â Â Â â€" Â Â Â (6,970,412) Â Â (6,970,412) Balances at March 31, 2023 Â 5,340,193 Â $ 534 Â $ 347,161,781 Â Â $ (373,780,487) Â $ (26,618,172) Issuance of common stock and warrants pursuant to a private placement Â 1,425,000 Â Â Â 142 Â Â Â 19,999,852 Â Â Â â€" Â Â Â 19,999,994 Â Costs related to issuance of common stock and warrants Â â€" Â Â Â â€" Â Â Â (309,602) Â Â â€" Â Â Â (309,602) Vesting of performance-based restricted stock units Â 228,213 Â Â Â 23 Â Â Â (23) Â Â â€" Â Â Â â€" Â Stock-based compensation Â â€" Â Â Â â€" Â Â Â 608,915 Â Â Â â€" Â Â Â 608,915 Â Net loss Â â€" Â Â Â â€" Â Â Â â€" Â Â Â (6,192,036) Â Â (6,192,036) Balances at June 30, 2023 Â 6,993,406 Â $ 699 Â $ 367,460,923 Â Â $ (379,972,523) Â $ (12,510,901) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balances at January 1, 2024 Â 6,993,406 Â $ 699 Â $ 368,357,239 Â Â $ (396,815,428) Â $ (28,457,490) Stock-based compensation Â â€" Â Â Â â€" Â Â Â 438,849 Â Â Â â€" Â Â Â 438,849 Â Net loss Â â€" Â Â Â â€" Â Â Â â€" Â Â Â (8,568,805) Â Â (8,568,805) Balances at March 31, 2024 Â 6,993,406 Â $ 699 Â $ 368,796,088 Â Â $ (405,384,233) Â $ (36,587,446) Stock-based compensation Â â€" Â Â Â â€" Â Â Â 329,318 Â Â Â â€" Â Â Â 329,318 Â Net loss Â â€" Â Â Â â€" Â Â Â â€" Â Â Â (8,233,487) Â Â (8,233,487) Balances at June 30, 2024 Â 6,993,406 Â $ 699 Â $ 369,125,406 Â Â $ (413,617,720) Â $ (44,491,615) See accompanying notes to condensed consolidated financial statements. 6 Â MINERVA NEUROSCIENCES, INC. Condensed Consolidated Statements of Cash Flows (Unaudited) Â Â Six Months Ended June 30, Â Â 2024 Â Â 2023 Â Cash flows from operating activities: Â Â Â Â Â Net loss $ (16,802,292) Â $ (13,162,448) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Â Â Â Depreciation and amortization Â 2,721 Â Â Â 2,721 Â Amortization of capitalized software Â 12,770 Â Â Â 12,770 Â Stock-based compensation expense Â 768,167 Â Â Â 985,374 Â Non-cash interest expense associated with the sale of future royalties Â 4,562,223 Â Â Â 4,007,884 Â Changes in operating assets and liabilities Â Â Â Â Â Refundable regulatory fee Â â€" Â Â Â 3,117,218 Â Prepaid expenses and other current assets Â 561,847 Â Â Â 518,964 Â Accounts payable Â (976,975) Â Â (671,416) Accrued expenses and other current liabilities Â 1,839,964 Â Â Â 1,201,646 Â Net cash used in operating activities Â (10,031,575) Â Â (3,987,287) Â Â Â Â Â Cash flows from investing activities: Â Â Â Â Â Net cash provided by investing activities Â â€" Â Â Â â€" Â Â Â Â Â Â Cash flows from financing activities: Â Â Â Â Â Proceeds from sales of common stock and warrants in private placement Â â€" Â Â Â 19,999,994 Â Costs paid in connection with private placements Â â€" Â Â Â (309,602) Net cash provided by financing activities Â â€" Â Â Â 19,690,392 Â Net (decrease) increase in cash, cash equivalents and restricted cash Â (10,031,575) Â Â 15,703,105 Â Â Â Â Â Â Cash, cash equivalents and restricted cash Â Â Â Â Â Beginning of period Â 41,012,575 Â Â Â 36,193,606 Â End of period $ 30,981,000 Â Â $ 51,896,711 Â Reconciliation of the Condensed Consolidated Statements of Cash Flows to theÂ Â Condensed Consolidated Balance Sheets Â Â Â Â Â Cash and cash equivalents $ 30,881,000 Â Â $ 51,796,711 Â Restricted cash Â 100,000 Â Â Â 100,000 Â Total cash, cash equivalents and restricted cash $ 30,981,000 Â Â $ 51,896,711 Â See accompanying notes to condensed consolidated financial statements. 7 Â MINERVA NEUROSCIENCES, INC. Notes to Condensed Consolidated Financial Statements As of June 30, 2024 and for the Three and Six Months Ended June 30, 2024 and 2023 (Unaudited) NOTE 1 â€" NATURE OF OPERATIONS AND LIQUIDITYNature of OperationsMinerva Neurosciences, Inc. (â€œMinervaâ€ or the â€œCompanyâ€) is a clinical-stage biopharmaceutical company focused on the development and commercialization of proprietary product candidates to treat patients suffering from central nervous system diseases. The Companyâ€™s lead product candidate is roluperidone, a compound the Company is developing for the treatment of negative symptoms in patients with schizophrenia. The Company previously submitted a New Drug Application (â€œNDAâ€) with the U.S. Food and Drug Administration (â€œFDAâ€) for roluperidone for the treatment of negative symptoms in schizophrenia in August

2022. On February 26, 2024, the FDA issued a Complete Response Letter regarding such NDA for roluperidone. Since receiving the Complete Response Letter, the Company has continued to have interactions with the FDA with the goal of addressing questions raised in such letter.The Company also has exclusive rights to develop and commercialize MIN-301, a compound for the treatment of Parkinsonâ€™s disease. In addition, Minerva previously co-developed seltorexant with Janssen Pharmaceutica NV (â€œJanssenâ€) for the treatment of insomnia disorder and adjunctive treatment of Major Depressive Disorder (â€œMDDâ€). During 2020, Minerva exercised its right to opt out of the joint development agreement with Janssen for the future development of seltorexant. As a result, the Company was entitled to collect royalties in the mid-single digits on potential future worldwide sales of seltorexant in certain indications, with no further financial obligations to Janssen. In January 2021, the Company sold its rights to these potential royalties to Royalty Pharma plc (â€œRoyalty Pharmaâ€) for a $60 million up front payment and up to an additional $95 million in potential future milestone payments.LiquidityThe accompanying interim condensed consolidated financial statements have been prepared as though the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has limited capital resources and has incurred recurring operating losses and negative cash flows from operations since inception. As of June 30, 2024, the Company had an accumulated deficit of approximately $413.6 million and net cash used in operating activities was approximately $10.0 million during the six months ended June 30, 2024. Management expects to continue to incur operating losses and negative cash flows from operations in the future. The Company has financed its operations to date from proceeds from the sale of common stock, warrants, loans, convertible promissory notes, collaboration agreements and royalty sales.As of June 30, 2024, the Company had cash, cash equivalents, and restricted cash of $31.0 million, which it believes will be sufficient to meet the Companyâ€™s operating commitments for the next 12 months from the date its financial statements are issued. The process of drug development can be costly and the timing and outcomes of clinical trials is uncertain. The assumptions upon which the Company has based its estimates are routinely evaluated and may be subject to change. The actual amount of the Companyâ€™s expenditures will vary depending upon many factors, including, but not limited to, the design, timing and duration of future clinical trials, the progress of the Companyâ€™s research and development programs, the infrastructure to support a commercial enterprise, and the level of financial resources available. The Company can adjust its operating plan spending levels based on the timing of future clinical trials, which are predicated upon adequate funding to complete the trials. The Company routinely evaluates the status of its clinical development programs as well as potential strategic options.The Company will need to raise additional capital to continue to fund operations and fully fund any potential later stage clinical development programs. The Company believes that it will be able to obtain additional working capital through equity financings or other arrangements to fund future operations; however, there can be no assurance that such additional financing, if available, can be obtained on terms acceptable to the Company. If the Company is unable to obtain such additional financing, future operations would need to be scaled back or discontinued.Further, if the Company does not satisfy The Nasdaq Capital Market continued listing requirements, its common stock may be subject to delisting, which could impact the Companyâ€™s ability to complete additional equity financings on terms acceptable to the Company. On April 10, 2024, the Company received a deficiency letter from The Nasdaq Stock Market LLC (â€œNasdaqâ€) notifying the Company that for the last 31 consecutive business days, the market value of listed securities (â€œMVLS requirementâ€) for its common stock had been below the minimum MVLS requirement of $35 million pursuant to Nasdaq Listing Rule 5550(b)(2). In accordance with the listing rules of Nasdaq, the Company has been provided with a grace period of 180 calendar days, or until October 7, 2024, to regain 8 Â compliance. If the Company does not regain compliance within the grace period, the Company expects that Nasdaq would provide notice that its securities are subject to delisting. NOTE 2 â€” SIGNIFICANT ACCOUNTING POLICIESBasis of presentation The interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€) for interim reporting and the requirements of the Securities and Exchange Commission (â€œSECâ€) in accordance with Regulation S-X, Rule 8-03. Under those rules, certain notes and financial information that are normally required for annual financial statements can be condensed or omitted. In the opinion of the Companyâ€™s management, the accompanying financial statements contain all adjustments (consisting of items of a normal and recurring nature) necessary to present fairly the financial position as of June 30, 2024, the results of operations for the three and six months ended June 30, 2024 and 2023 and cash flows for the six months ended June 30, 2024 and 2023. The results of operations for the three and six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the full year. The consolidated balance sheet as of December 31, 2023 was derived from the audited annual financial statements. The accompanying unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023 included in the Companyâ€™s Annual Report on Form 10-K filed with the SEC on February 22, 2024.ConsolidationThe accompanying consolidated financial statements include the results of the Company and its wholly-owned subsidiaries, Mind-NRG Sarl and Minerva Neurosciences Securities Corporation. Intercompany transactions have been eliminated.Significant risks and uncertainties The Companyâ€™s operations are subject to a number of factors that can affect its operating results and financial condition. Such factors include, but are not limited to: the results of clinical testing and trial activities of the Companyâ€™s products, the Companyâ€™s ability to obtain regulatory approval to market its products, competition from products manufactured and sold or being developed by other companies, the price of, and demand for, Company products, the Companyâ€™s ability to negotiate favorable licensing or other manufacturing and marketing agreements for its products, and the Companyâ€™s ability to raise capital.The Company currently has no commercially approved products and there can be no assurance that the Companyâ€™s research and development will be successfully commercialized. Developing and commercializing a product requires significant time and capital and is subject to regulatory review and approval as well as competition from other biotechnology and pharmaceutical companies. The Company operates in an environment of rapid change and is dependent upon the continued services of its employees and consultants and obtaining and protecting intellectual property.Use of estimatesThe preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.Cash and cash equivalentsCash equivalents include short-term, highly-liquid instruments, consisting of money market accounts and short-term investments with maturities from the date of purchase of 90 days or less. The majority of cash and cash equivalents are maintained with major financial institutions in North America. Deposits with these financial institutions may exceed the amount of insurance provided on such deposits. These deposits may be redeemed upon demand which reduces counterparty performance risk.Restricted cash Cash accounts with any type of restriction are classified as restricted. The Company maintained restricted cash balances as collateral for corporate credit cards in the amount of $0.1 million at each of June 30, 2024 and December 31, 2023.9 Â Recent accounting pronouncements From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board and are adopted by the Company as of the specified effective date. The Company believes that the impact of recently issued, but not yet adopted, accounting pronouncements will not have a material impact on the condensed consolidated financial statements or do not apply to the Company. NOTE 3 â€” ACCRUED EXPENSES AND OTHER LIABILITIESAccrued expenses and other liabilities consist of the following: Â June 30, 2024 Â Â December 31, 2023 Â Research and development costs and other accrued expenses $ 1,964,147 Â Â $ 777,680 Â Accrued severance Â 245,387 Â Â Â â€” Â Accrued bonus Â 727,302 Â Â Â 590,769 Â Professional fees Â 381,775 Â Â Â 166,648 Â Vacation pay Â 56,450 Â Â Â â€” Â Accrued expenses and other current liabilities $ 3,375,061 Â Â $ 1,535,097 Â Â NOTE 4 â€” NET LOSS PER SHARE OF COMMON STOCKDiluted loss per share is the same as basic loss per share for all periods presented as the effects of potentially dilutive items were anti-dilutive given the Companyâ€™s net loss. Basic loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding, plus potential outstanding common stock for the period. Potential outstanding common stock includes stock options and shares underlying RSUs, but only to the extent that their inclusion is dilutive.In June 2023, in connection with the Private Placement (as defined and described in Note 6, Stockholdersâ€™ Deficit), the Company issued and sold pre-funded warrants exercisable for an aggregate of 575,575 shares of common stock. The purchase price of the pre-funded warrants was $9.99 per share, which was paid to the Company upon issuance of the pre-funded warrants. The exercise price of the pre-funded warrants is $0.01 per share. The pre-funded warrants are exercisable by the holders at any time and do not expire. As the remaining shares underlying the pre-funded warrants are issuable for nominal consideration of $0.01 per share, 575,575 shares of common stock underlying the unexercised pre-funded warrants were considered outstanding for purposes of the calculation of loss per share as of June 30, 2024.The following table sets forth the computation of basic and diluted loss per share for common stockholders:Â Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Net loss $ (8,233,487) Â $ (6,192,036) Â $ (16,802,292) Â $ (13,162,448) Weighted average shares of common stock outstanding Â 7,568,981 Â Â Â 5,511,163 Â Â Â 7,568,981 Â Â Â 5,426,150 Â Net loss per share of common stock â€” basic and diluted $ (1.09) Â $ (1.12) Â $ (2.22) Â $ (2.43) The following securities outstanding at June 30, 2024 and 2023 have been excluded from the calculation of weighted average shares outstanding as their effect on the calculation of loss per share is antidilutive: Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Common stock options Â 1,063,234 Â Â Â 700,929 Â Â Â 1,063,234 Â Â Â 700,929 Â Performance-based restricted stock units Â 228,209 Â Â Â 228,209 Â Â Â 228,209 Â Â Â 228,209 Â Common stock warrants Â 5,099 Â Â Â 5,099 Â Â Â 5,099 Â Â Â 5,099 Â Â NOTE 5 â€” SALE OF FUTURE ROYALTIESThe Company had previously co-developed seltorexant with Janssen for the treatment of insomnia disorder and adjunctive treatment of MDD. During 2020, the Company exercised its right to opt out of the joint development agreement with Janssen for the future development of seltorexant and, as a result, the Company was entitled to collect royalties in the mid-single digits on potential future sales of seltorexant worldwide in certain indications, with no further financial obligations to Janssen.10 Â On January 19, 2021, the Company entered into an agreement with Royalty Pharma under which Royalty Pharma acquired the Companyâ€™s royalty interest in seltorexant for an upfront payment of $60 million and up to an additional $95 million in potential milestone payments. These milestone payments are contingent upon the achievement of certain clinical, regulatory and commercial milestones for seltorexant by Janssen or any other party in the event that Janssen sells seltorexant. Under the terms of the agreement, the Company has significant continuing involvement as Royalty Pharma has recourse against the Company relating to the payments due from Janssen. As such, the Company applied the debt recognition guidance under ASC 470, Debt, and recorded the upfront payment of $60 million as a liability related to the sale of future royalties (â€œRoyalty Obligationâ€), which will be amortized under the interest method over the estimated life of the agreement. Under the terms of the agreement, all payments from Royalty Pharma to the Company, including the initial upfront payment of $60 million as well as amortized interest expense and potential milestone payments, are not repayable to Royalty Pharma in the event that Janssen discontinues the clinical development of seltorexant or ceases to pursue its commercialization at a future date for any reason. In addition, in accordance with ASC 470, Debt, the Company will account for any royalties received in the future as non-cash royalty revenue. As royalties are remitted from Janssen to Royalty Pharma, the balance of the Royalty Obligation will be effectively repaid over the life of the co-development and license agreement (the â€œAgreementâ€) with Janssen. In order to determine the amortization of the Royalty Obligation, the Company is required to estimate the total amount of future royalty payments to Royalty Pharma over the life of the Agreement. In addition to the $60 million upfront payment, up to an additional $95 million in potential milestone payments will also be recorded as a liability related to the sale of future royalties and amortized as interest expense over the estimated remaining life of the agreement. At execution, the Companyâ€™s estimate of this total interest expense resulted in an effective annual interest rate of approximately 10.5%. As of June 30, 2024, the Company estimated the effective annual interest rate to be approximately 10.97%. This estimate contains significant assumptions, which are considered Level 3 fair value inputs, regarding the timing and amount of expected royalty and milestone payments that impact the interest expense that will be recognized over the royalty period. The Company will periodically assess the estimated royalty payments to Royalty Payments from Janssen and to the extent the amount or timing of such payments is materially different than the original estimates, an adjustment will be recorded prospectively to increase or decrease interest expense. There are a number of factors that could materially affect the amount and timing of royalty payments to Royalty Pharma from Janssen, and correspondingly, the amount of interest expense recorded by the Company, most of which are not within the Companyâ€™s control. Such factors include, but are not limited to, delays or discontinuation of development of seltorexant, regulatory approval, changing standards of care, the introduction of competing products, manufacturing or other delays, generic competition, intellectual property matters, adverse events that result in regulatory authority imposed restrictions on the use of the drug products, significant changes in foreign exchange rates as the royalties remitted to Royalty Pharma are made in U.S. dollars (â€œUSDâ€) while the underlying sales of seltorexant will be made in currencies other than USD and other events or circumstances that are not currently foreseen. Changes to any of these factors could result in increases or decreases to both royalty revenues and interest expense. The following table shows the activity of the Royalty Obligation since the transaction inception through June 30, 2024: Â June 30, 2024 Â Upfront payment from the sale of future royalties $ 60,000,000 Â Non-cash interest expense associated with the sale of future royalties Â 26,579,046 Â Liability related to the sale of future royalties $ 86,579,046 Â Â NOTE 6 â€” STOCKHOLDERSâ€™ DEFICITPrivate Placement of Common Stock and WarrantsOn June 27, 2023, the Company entered into a securities purchase agreement (the â€œSecurities Purchase Agreementâ€) with certain institutional accredited investors (the â€œInvestorsâ€), pursuant to which the Company agreed to issue and sell to the Investors in a private placement (the â€œPrivate Placementâ€) (i) an aggregate of 1,425,000 shares (the â€œSharesâ€) of the Companyâ€™s common stock at a purchase price of $10.00 per Share, and (ii) in lieu of additional shares of common stock, pre-funded warrants to purchase an aggregate of 575,575 shares of common stock at a purchase price of $9.99 per pre-funded warrant. The price per pre-funded warrant represents the price of $10.00 per Share sold in the Private Placement, minus the $0.01 per share exercise price of each such pre-funded warrant. The pre-funded warrants are exercisable at any time after their original issuance and will not expire until exercised in full.11 Â The pre-funded warrants issued in the Private Placement provide that a holder of the pre-funded warrants will not have the right to exercise any portion of its pre-funded warrants to the extent such holder, together with its affiliates, after giving effect to such exercise, would beneficially own in excess of the beneficial ownership limitation, as elected by such Investor, immediately after giving effect to such exercise (the â€œBeneficial Ownership Limitationâ€); provided, however, that each pre-funded warrant holder may increase or decrease the Beneficial Ownership Limitation by giving 61 daysâ€™ notice to the Company, but not to any percentage in excess of 19.99%.On June 30, 2023, the Private Placement closed and the Company received aggregate gross proceeds from the Private Placement of $20.0 million. The Company incurred approximately $0.4 million in offering expenses during 2023, which were included as a component of additional paid-in capital, resulting in net proceeds of $19.6 million from the Private Placement.Pursuant to the Securities Purchase Agreement, the Company filed a registration statement on Form S-3 (File No. 333-273686), which was declared effective by the SEC on August 9, 2023, covering the resale of the Registrable Securities (as such term is defined in the Securities Purchase Agreement). The Company has agreed to use its commercially reasonable efforts to keep such registration statement effective until the earlier of (i) the third anniversary of the effective date of the initial registration statement covering the Registrable Securities; (ii) the date all Shares and all shares of common stock underlying the pre-funded warrants may be sold under Rule 144 of the Securities Act of 1933, as amended, without being subject to any volume, manner of sale or publicly available information requirements; or (iii) immediately prior to the closing of a Change of Control (as such term is defined in the Securities Purchase Agreement).Pursuant to the Securities Purchase Agreement, in connection with the Private Placement, Boehringer Ingelheim International GmbH (â€œBIâ€), an Investor in the Private Placement, has the right to designate an observer to attend, subject to certain exceptions, meetings of the Companyâ€™s board of directors and its committees, until the earlier of (i) the occurrence of a Change of Control and (ii) the date that it and its affiliates collectively hold less than 10% of the Companyâ€™s common stock (which shall be calculated by including in the amount of common stock held by such Investor and its affiliates any shares of common stock issuable upon exercise of any portion of the pre-funded warrant issued to such Investor and not yet exercised). BI designated a board observer on August 29, 2023.At-the-Market Equity Offering ProgramIn September 2022, the Company entered into an Open Market Sale Agreement (the â€œSales Agreementâ€) with Jefferies LLC (â€œJefferiesâ€) pursuant to which the Company may offer and sell, from time to time, through Jefferies shares of the Companyâ€™s common stock, by any method permitted by law deemed to be an â€œat-the-marketâ€ offering as defined in Rule 415 promulgated under the Securities Act of 1933, as amended. During the six months ended June 30, 2024, no shares of the Companyâ€™s common stock were issued or sold under the Sales Agreement. As of June 30, 2024, an aggregate of $22.6 million was eligible for sale pursuant to the Sales Agreement under the Companyâ€™s effective registration statement on Form S-3 (File No. 333-267424).Term Loan WarrantsIn connection with the Companyâ€™s former Loan and Security Agreement with Oxford Finance LLC and Silicon Valley Bank (the â€œLendersâ€), which provided for term loans to the Company in an aggregate principal amount of up to $15 million in two tranches on January 15, 2016, the Company issued the Lenders warrants to purchase 5,099 shares of common stock at a per share exercise price of $44.13. The warrants were immediately exercisable upon issuance, and other than in connection with certain mergers or acquisitions, will expire on the ten-year anniversary of the date of issuance. The term loans were repaid in August 2018. All related warrants were outstanding and exercisable as of June 30, 2024. NOTE 7 â€” STOCK AWARD PLAN AND STOCK-BASED COMPENSATIONIn December 2013, the Company adopted the 2013 Equity Incentive Plan (as subsequently amended and restated, the â€œPlanâ€), which provides for the issuance of options, stock appreciation rights, stock awards and stock units.12 Â Stock Option AwardsStock option activity for employees and non-employees for the six months ended June 30, 2024 is as follows: Â Â SharesIssuablePursuant toStockOptions Â Â Weighted-AverageExercise Price Â Â Weighted-AverageRemainingContractualTerms(years) Â TotalIntrinsicValue (inthousands) Â Outstanding January 1, 2024 Â Â 1,157,229 Â Â $ 11.36 Â Â Â 8.5 Â Â $ 745 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Granted Â Â â€” Â Â $ â€” Â Â Â Â Â Â Â Exercised Â Â â€” Â Â $ â€” Â Â Â Â Â Â Â Cancelled/Forfeited Â Â (87,500) Â $ 8.33 Â Â Â Â Â Â Expired Â Â (6,495) Â $ 48.00 Â Â Â Â Â Â Â Outstanding June 30, 2024 Â Â 1,063,234 Â Â $ 11.39 Â Â Â 8.1 Â Â $ 17 Â Exercisable June 30, 2024 Â Â 439,573 Â Â $ 19.40 Â Â Â 6.9 Â Â $ 6 Â Available for future grant Â Â 456,361 Â Â Â Â Â Â Â Â Â Â Â The weighted average grant-date fair value of stock options outstanding on June 30, 2024 was $8.25 per share. Total unrecognized compensation costs related to non-vested stock options at June 30, 2024 were approximately $2.6 million and are expected to be recognized within future operating results over a weighted-average period of 2.7 years.The expected term of the employee-related options was estimated using the â€œsimplifiedâ€ method as defined by the SECâ€™s Staff Accounting Bulletin No. 107, Share-Based Payment. The volatility assumption was determined by examining the historical volatility of the Company and volatilities for industry peer companies. The risk-free interest rate assumption is based on the U.S. Treasury instruments, the term of which was consistent with the expected term of the options. The dividend assumption is based on the Companyâ€™s history and expectation of dividend payouts. The Company has never paid dividends on its common stock and does not anticipate paying dividends on its common stock in the foreseeable future. Accordingly, the Company has assumed no dividend yield for the purposes of estimating the fair value of the options.The Company uses the Black-Scholes model to estimate the fair value of stock options granted. There were no stock options granted during the six months ended June 30, 2024 and 2023.Performance-Based Restricted Stock UnitsOn August 6, 2021, options to purchase 953,980 shares of the Companyâ€™s common stock were exchanged for 476,640 PRSUs. Options surrendered in the one-time stock option exchange program (the â€œExchange Programâ€) were cancelled and shares subject to the cancelled options again became available for issuance under the Plan. The Exchange Program was treated as a Type II modification (Probable-to improbable) under ASC 718.The Company used the pre-modification stock options for determining the compensation cost related to the PRSUs as the vesting conditions remain uncertain for the outstanding PRSUs. All expense related to the non-vested pre-modification stock options was fully recognized as of December 31, 2023.On April 28, 2023, the Compensation Committee of the Companyâ€™s board of directors certified the achievement of a performance condition occurring upon FDA acceptance of the NDA for roluperidone. As a result, 50% of the shares of common stock underlying the Companyâ€™s PRSUs vested and the Company recognized approximately $0.2 million in non-cash compensation expense, representing 50% of the incremental cost of the PRSUs granted under the Exchange Program. The incremental cost was measured as the excess of the fair value of each new PRSU, measured as of the date the new PRSUs were granted, over the fair value of the stock options surrendered in exchange for the new PRSU, measured immediately prior to the cancellation. The remaining PRSUs vest upon roluperidone receiving FDA marketing approval, provided that such approval occurs within five years after the August 6, 2021 grant date. As of June 30, 2024, 228,213 PRSUs have vested, 20,218 have been cancelled, and 228,209 remain outstanding. 13 Â The following table presents stock-based compensation expense included in the Companyâ€™s consolidated statements of operations: Â Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 84,109 Â Â $ 297,756 Â Â $ 276,494 Â Â $ 482,483 Â General and administrative Â Â 245,209 Â Â Â 311,159 Â Â Â 491,673 Â Â Â 502,891 Â Total Â $ 329,318 Â Â $ 608,915 Â Â $ 768,167 Â Â $ 985,374 Â Â NOTE 8 â€” COMMITMENTS AND CONTINGENCIESLegal ProceedingsFrom time to time, the Company may be subject to various legal proceedings and claims that arise in the ordinary course of the Companyâ€™s business activities. The Company is not aware of any claim or litigation, the outcome of which, if determined adversely to the Company, would have a material effect on the Companyâ€™s financial position or results of operations.Leases On October 11, 2022, the Company entered into an office lease agreement with Regus to lease approximately 491 rentable square feet of office space located at 1500 District Avenue, Burlington, MA 01803. In January 2024, the Company renewed the month-to-month lease agreement commencing on February 1, 2024, with a monthly payment of $8,697. The Company has elected to not recognize the lease agreement on the balance sheet as the term of the agreement is 12 months or less. 14 Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations You should read the following discussion of our financial condition and results of operations in conjunction with our condensed consolidated financial statements and the notes thereto included elsewhere in this Quarterly Report on Form 10-Q and with our annual audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2023 as filed with the Securities and Exchange Commission on February 22, 2024. This discussion and analysis contains forward-looking statements that involve significant risks and uncertainties. Our actual results, performance or experience could differ materially from what is indicated by any forward-looking statement due to various important factors, risks and uncertainties, including, but not limited to, those set forth under â€œRisk Factorsâ€ included elsewhere in this Quarterly Report on Form 10-Q. Overview We are a clinical-stage biopharmaceutical company focused on the development and commercialization of proprietary product candidates to treat patients suffering from central nervous system diseases. Leveraging our scientific insights and clinical experience, we have acquired or in-licensed compounds that we believe have innovative mechanisms of actions and therapeutic profiles that potentially address the unmet needs of patients with these diseases. We are developing roluperidone for the treatment of negative symptoms in patients with schizophrenia and have exclusive rights to develop and commercialize MIN-301 for the treatment of Parkinsonâ€™s disease. In addition, we previously co-developed seltorexant with Janssen Pharmaceutica NV, one of the Janssen Pharmaceutical Companies of Johnson & Johnson (â€œJanssenâ€), for the treatment of insomnia disorder and adjunctive treatment of Major Depressive Disorder (â€œMDDâ€). In June 2020, we exercised our right to opt out of our agreement with Janssen for the Phase 3 development of seltorexant and as a result, we were entitled to collect royalties in the mid-single digits on potential future worldwide sales of seltorexant in certain indications, with no further financial obligations to Janssen. In January 2021, we sold our rights to these potential royalties to Royalty Pharma plc (â€œRoyalty Pharmaâ€) for a $60 million cash payment and up to an additional $95 million in potential future milestone payments, subject to completion of Phase 3 trials by Janssen and regulatory approvals. In August 2022, we submitted a New Drug Application (â€œNDAâ€) with the U.S. Food and Drug Administration (â€œFDAâ€) for our lead product candidate, roluperidone, for the treatment of negative symptoms in schizophrenia. On February 26, 2024, the FDA issued a Complete Response Letter (â€œCRLâ€) regarding our NDA for roluperidone. Since receiving the CRL, we have continued to have interactions with the FDA with the goal of addressing questions raised in the CRL. We have not received any regulatory approvals to commercialize any of our product candidates, and we have not generated any revenue from the sales or license of our product candidates. We routinely evaluate the status of our drug development programs as well as potential strategic options. We have incurred significant operating losses since inception and expect to continue to incur net losses and negative cash flows from operating activities for the foreseeable future in connection with the clinical and regulatory activities associated with advancing our product candidates. As of June 30, 2024 and December 31, 2023, we had an accumulated deficit of $413.6 million and $396.8 million, respectively. For the six months ended June 30, 2024 and 2023, we recorded net losses of $16.8 million and $13.2 million, respectively. Clinical and Regulatory Updates Complete Response Letter On February 26, 2024, the FDA issued a CRL to our NDA for roluperidone for the treatment of negative symptoms in patients with schizophrenia. In the CRL, the FDA cited the following clinical deficiencies: â€¢Although one study (MIN-101C03) demonstrated statistical significance on the primary efficacy endpoint, it is insufficient on its own to establish substantial evidence of effectiveness. â€¢The NDA submission lacks data on concomitant antipsychotic administration. â€¢The NDA submission lacks data needed to establish that the change in negative symptoms of schizophrenia with roluperidone treatment was clinically meaningful. â€¢The submitted safety database included an inadequate number of subjects exposed to roluperidone at the proposed dose (64 mg) for at least 12 months. 15 Â To address these deficiencies, the FDA stated that we must submit at least one additional positive, adequate, and well-controlled study to support the safety and effectiveness of roluperidone for the treatment of negative symptoms. We must also provide additional data to demonstrate the safety and efficacy of roluperidone co-administered with antipsychotic medications, to support the observed effect on negative symptoms with roluperidone treatment corresponds to a clinically meaningful change, and to demonstrate the long-term safety of the proposed dose. In addition to the clinical deficiencies described above, the FDA also provided comments on, among other items, clinical pharmacology, product quality, biopharmaceutics, and nonclinical issues. Phase 1b Clinical Trial (MIN-101C18) In the first quarter of 2024, we completed a clinical trial initiated in October 2023 to evaluate the safety, tolerability, pharmacodynamics and pharmacokinetics of the co-administration of roluperidone and olanzapine in adult subjects with moderate to severe negative symptoms of schizophrenia. This clinical trial (NCT06107803) was designed to investigate the pharmacodynamic and pharmacokinetic effects and safety of the concomitant therapy of roluperidone with an established and widely used antipsychotic. We enrolled 17 male and female subjects with moderate to severe negative symptoms of schizophrenia for this study. Out of the 17 enrolled subjects, 13 completed all 17 days of daily dosing with roluperidone 64 mg (for 7 days) and roluperidone with olanzapine 10 mg (for 10 additional days). Two subjects withdrew consent after enrollment, one patient was discontinued due to a major protocol deviation, and one was discontinued due to a treatment-unrelated serious adverse event. Roluperidone administered concomitantly with olanzapine was generally well tolerated and no unexpected safety signals were detected, with few treatment-emergent adverse events (TEAEs) reported, most of which were mild, and all resolved without sequelae. We observed no emergent clinically significant electrocardiogram or laboratory abnormalities during the study. We observed no symptomatic worsening during the administration of roluperidone alone (7 days) or when administered in combination with olanzapine at 10 mg (10 days). The study demonstrated that pharmacokinetic interactions between the two drugs were not relevant. Financial Overview Revenue None of our product candidates have been approved for commercialization and we have not received any revenue in connection with the sale or license of our product candidates. Research and Development Expenses Research and development costs are expensed as they are incurred and consist principally of costs incurred in connection with the development of our product candidates including: fees paid to consultants and clinical research organizations (â€œCROsâ€), investigator grants, patient screening, laboratory work, database management, material management, statistical analysis, license fees, regulatory compliance, and costs related to salaries, benefits, bonuses and stock-based compensation granted to employees in research and development functions. Completion dates and costs can vary significantly by product candidate and are difficult to predict. We anticipate making determinations as to which programs to pursue and the level of funding to direct to each program on an ongoing basis in response to the scientific and clinical success or failure of each product candidate, the estimated costs to continue the development program relative to our available resources, as well as an ongoing assessment of each product candidateâ€™s commercial potential. We will need to raise additional capital or may seek additional product collaborations in the future to complete the development and commercialization of our product candidates. General and Administrative Expenses General and administrative costs are expensed as they are incurred and consist principally of costs for facility and information systems, professional fees for auditing, consulting and legal services and costs related to salaries, benefits, bonuses and stock-based compensation granted to employees in administrative functions. General and administrative costs also include costs for maintaining a publicly listed company including increased audit and legal fees, compliance with securities laws, corporate governance and investor relations. 16 Â Foreign Exchange Gains (Losses) Foreign exchange gains (losses) are comprised primarily of gains and (losses) on foreign currency transactions primarily related to research and development expenses. We incur certain expenses, primarily in Euros, and record these expenses in United States Dollars at the time the liability is incurred. Changes in the applicable foreign currency rate between the date that an expense is recorded and the payment date is recorded as a foreign currency gain or (loss). Investment Income Investment income consists of income earned on our cash equivalents and marketable securities. Non-cash interest expense for the sale of future royalties Non-cash interest expense for the sale of future royalties consists of the non-cash interest expense associated with the Royalty Pharma agreement. Results of Operations Comparison of Three Months Ended June 30, 2024 versus June 30, 2023 Research and Development Expenses Research and development expenses were $3.9 million and $1.9 million for the three months ended June 30, 2024 and 2023, respectively, an increase of approximately $2.0 million. The increase in research and development expenses was primarily due to higher subcontractor fees related to costs associated with our drug substance validation campaign, partially offset by lower compensation expenses. Non-cash stock compensation costs included in research and development expenses were $0.1 million and $0.3 million for the three months ended June 30, 2024 and 2023, respectively. General and Administrative Expenses General and administrative expenses were $2.4 million and $2.6 million for the three months ended June 30, 2024 and 2023, respectively, a decrease of approximately $0.2 million. The decrease in general and administrative expenses was primarily due to lower compensation expenses. Non-cash stock compensation costs included in general and administrative expenses were $0.2 million and $0.3 million for the three months ended June 30, 2024 and 2023, respectively. Foreign Exchange Losses Foreign exchange losses were $5 thousand and $7 thousand for the three months ended June 30, 2024 and 2023, respectively, a decrease of $2 thousand, primarily due to currency movements. Investment Income Investment income was $361 thousand and $366 thousand for the three months ended June 30, 2024 and 2023, respectively, a decrease of approximately $5 thousand, primarily due to cash and cash equivalents balances and interest rates. Non-cash interest expense for the sale of future royalties Non-cash interest expense for the sale of future royalties was $2.3 million and $2.0 million for the three months ended June 30, 2024 and 2023, respectively, an increase of $0.3 million. The increase was primarily due to the amortization of non-cash interest expense for the difference between the balance of the liability related to the sale of future royalties and the estimated amount of future royalties to be received over the royalty period. Comparison of Six Months Ended June 30,2024 versus June 30, 2023 Research and Development Expenses Research and development expenses were $8.0 million and $4.5 million for the six months ended June 30, 2024 and 2023, respectively, an increase of approximately $3.5 million. The increase in research and development expenses was primarily due to 17 Â higher subcontractor fees related to costs associated with our drug substance validation campaign, and the conduct of the MIN-101C18 study. Non-cash stock compensation costs included in research and development expenses were $0.3 million and $0.5 million for the six months ended June 30, 2024 and 2023, respectively. General and Administrative Expenses General and administrative expenses were $4.9 million and $5.3 million for the six months ended June 30, 2024 and 2023, respectively, a decrease of approximately $0.4 million. The decrease in general and administrative expenses was primarily due to lower compensation expenses and professional service fees. Non-cash stock compensation costs included in general and administrative expenses were $0.5 million for both the six months ended June 30, 2024 and 2023. Foreign Exchange Gains (Losses) Foreign exchange gains were $1 thousand and foreign exchange losses were $16 thousand for the six months ended June 30, 2024 and 2023, respectively, an increase of $17 thousand, primarily due to currency movements. Investment Income Investment income was $719 thousand and $730 thousand for the six months ended June 30, 2024 and 2023, respectively, a decrease of approximately $11 thousand, primarily due to cash and cash equivalents balances and interest rates. Non-cash interest expense for the sale of future royalties Non-cash interest expense for the sale of future royalties was $4.6 million and $4.0 million for the six months ended June 30, 2024 and 2023, respectively, an increase of $0.6 million. The increase was primarily due to the amortization of non-cash interest expense for the difference between the balance of the liability related to the sale of future royalties and the estimated amount of future royalties to be received over the royalty period. Liquidity and Capital Resources Sources of Liquidity As of June 30, 2024, we had an accumulated deficit of approximately $413.6 million. We anticipate that we will continue to incur net losses for the foreseeable future as we continue the development and potential commercialization of our product candidates and to support our operations as a public company. We have no products approved for commercial sale and have not generated any revenue from product sales to date, and we may never generate product revenue or achieve profitability. As of June 30, 2024, we had approximately $31.0 million in cash, cash equivalents, and restricted cash, which we believe will be sufficient to meet our operating commitments for the next 12 months from the date our financial statements are issued. Our cash requirements primarily relate to expenditures to support the development of roluperidone, which includes advancing the program through the regulatory process. The process of drug development can be costly and the timing and outcomes of clinical trials is uncertain. The assumptions upon which we have based our estimates are routinely evaluated and may be subject to change. The actual amount of our expenditures will vary depending upon many factors, including, but not limited to, the design, timing and duration of future clinical trials, the progress of our research and development programs, the infrastructure to support a commercial enterprise and the level of financial resources available. We can adjust our operating plan spending levels based on the timing of future clinical trials which are predicated upon adequate funding to complete the trials. We routinely evaluate the status of our clinical development programs as well as potential strategic options. Private Placement of Common Stock and Warrants On June 27, 2023, we entered into a securities purchase agreement with certain institutional accredited investors, pursuant to which we agreed to issue and sell in a private placement (i) an aggregate of 1,425,000 shares of our common stock at a purchase price of $10.00 per share, and (ii) in lieu of additional shares of common stock, pre-funded warrants to purchase an aggregate of 575,575 shares of common stock at a purchase price of $9.99 per pre-funded warrant. The price per pre-funded warrant represents the price of $10.00 per share sold in the private placement, minus the $0.01 per share exercise price of each such pre-funded warrant. The pre-funded warrants are exercisable at any time after their original issuance and will not expire until exercised in full. 18 Â On June 30, 2023, we received aggregate gross proceeds under the Private Placement of $20.0 million and incurred approximately $0.4 million in offering expenses. Pursuant to the securities purchase agreement, we filed a registration statement on Form S-3 (File No. 333-273686), which was declared effective by the SEC on August 9, 2023, covering the resale of the Registrable Securities (as defined in the securities purchase agreement). In connection with the private placement, on August 29, 2023, Boehringer Ingelheim International GmbH, an investor in the private placement, designated an observer to attend, subject to certain exceptions, meetings of our board of directors and our committees, until the earlier of (i) the occurrence of a Change of Control and (ii) the date that it and its affiliates collectively hold less than 10% of our Common Stock. At-the-Market Equity Offering Program In September 2022, we entered into an Open Market Sale Agreement (the â€œSales Agreementâ€) with Jefferies LLC (â€œJefferiesâ€) pursuant to which we may offer and sell, from time to time, through Jefferies, shares of our common stock, by any method permitted by law deemed to be an â€œat-the-marketâ€ offering as defined in Rule 415 promulgated under the Securities Act of 1933, as amended. During the six months ended June 30, 2024, no shares of our common stock were issued or sold under the Sales Agreement. As of June 30, 2024, an aggregate of $22.6 million was eligible for sale pursuant to the Sales Agreement under our effective registration statement on Form S-3 (File No. 333-267424). Seltorexant Royalties We previously co-developed seltorexant with Janssen for the treatment of insomnia disorder and adjunctive treatment of MDD. During 2020, we exercised our right to opt out of a joint development agreement with Janssen for the future development of seltorexant. As a result, we were entitled to collect royalties in the mid-single digits on potential future sales of seltorexant worldwide in certain indications, with no further financial obligations to Janssen. On January 19, 2021, we sold our royalty interest in seltorexant to Royalty Pharma for an upfront payment of $60 million and up to an additional $95 million in potential future milestone payments, contingent upon the achievement of certain clinical, regulatory and commercial milestones for seltorexant by Janssen. Uses of Funds To date, we have not generated any revenue from sales of products. We have only generated collaborative revenue due to opting out of our license and co-development agreement with Janssen. Furthermore, the $60 million payment received from Royalty Pharma for the sale of our royalty interests in seltorexant has been included on our balance sheet under liability related to the sale of future royalties. We do not know when, or if, we will generate any revenue from sales of our products, or from the potential future non-cash royalty revenue associated with the sale of our royalty interests in seltorexant to Royalty Pharma. We do not expect to generate significant revenue from product sales unless and until we obtain regulatory approval of and commercialize any of our product candidates. At the same time, we expect our expenses to increase in connection with our ongoing development activities, particularly as we continue the research, development and clinical trials of, and seek regulatory approval for, our product candidates. We also expect to continue to incur costs associated with operating as a public company. In addition, subject to obtaining regulatory approval of any of our product candidates, we expect to incur significant commercialization expenses for product sales, marketing, manufacturing and distribution. Until such time, if ever, as we can generate substantial revenue from product sales, we expect to finance our cash needs through a combination of equity offerings, debt financings, government or other third-party funding, commercialization, marketing and distribution arrangements and other collaborations, strategic alliances and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interests of our common stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our common stockholders. Additional debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional funds through government or other third party funding, commercialization, marketing and distribution arrangements or other collaborations, strategic alliances or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or to grant licenses on terms that may not be favorable to us. There can be no assurance that such additional funding, if available, can be obtained on terms acceptable to us, and our ability to raise additional capital may be adversely impacted by global economic conditions, including the recent disruptions to and volatility in the credit and financial markets in the U.S. and worldwide resulting from the COVID-19 pandemic, geopolitical conflicts, such as the war in Ukraine and hostilities in the Middle East, and other factors. If we are unable to obtain additional financing, future operations would need to be scaled back or discontinued. We believe that our existing cash, cash equivalents, and restricted cash will be sufficient to meet our cash commitments for at least the next 12 months after the date that the financial statements are issued. The 19 Â timing of future capital requirements depends upon many factors including the size and timing of future clinical trials, the timing and scope of any strategic partnering activity and the progress of other research and development activities. Cash Flows The tables below set forth our significant sources and uses of cash for the periods. Â Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â Â (dollars in millions) Â Net cash (used in) provided by: Â Â Â Â Â Â Operating activities Â $ (10.0) Â $ (4.0) Investing activities Â Â â€” Â Â Â â€” Â Financing activities Â Â â€” Â Â Â 19.7 Â Net (decrease) increase in cash Â $ (10.0) Â $ 15.7 Â Â Net Cash Used in Operating Activities Net cash used in operating activities of approximately $10.0 million during the six months ended June 30, 2024 was primarily due to our net loss of $16.8 million and a $1.0 million decrease in accounts payable, partially offset by non-cash interest expense for the sale of future royalties of $4.6 million, a $1.8 million increase in accrued expenses, stock-based compensation expense of $0.8 million, and a $0.6 million decrease in prepaid expenses. Net cash used in operating activities of approximately $4.0 million during the six months ended June 30, 2023 was primarily due to our net loss of $13.2 million and an approximately $0.6 million decrease in accounts payable, partially offset by non-cash interest expense for the sale of future royalties of $4.0 million, a $3.1 million decrease in refundable regulatory fees, a $1.2 million increase in accrued expenses, stock-based compensation expense of $1.0 million, and a $0.5 million decrease in prepaid expenses. Net Cash Provided by Investing Activities Net cash provided by investing activities was zero during the six months ended June 30, 2024 and 2023. Net Cash Provided by Financing Activities Net cash provided by financing activities was zero during the six months ended June 30, 2024. Net cash provided by financing activities of approximately $19.7 million during the six months ended June 30, 2023 was primarily due to the net proceeds from our Private Placement closed in June 2023. Critical Accounting Policies and Estimates In our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, our most critical accounting policies and estimates upon which our financial status depends were identified as those relating to research and development costs; in-process research and development; goodwill; income taxes; and the liability related to the sale of future royalties. We reviewed our policies and determined that those policies were our most critical accounting policies for the six months ended June 30, 2024. Recent Accounting Pronouncements From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (â€œFASBâ€) and are adopted by us as of the specified effective date. See Note 2 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 and Note 2 in our condensed consolidated financial statements appearing elsewhere in this Form 10-Q for a description of recent accounting pronouncements applicable to our financial statements. We believe that the impact of recently issued, but not yet adopted, accounting pronouncements will not have a material impact on the condensed consolidated financial statements or do not apply to our operations. 20 Â Smaller Reporting Company Status We are a â€œsmaller reporting companyâ€ as defined in the Securities Exchange Act of 1934, as amended (â€œExchange Actâ€). We may take advantage of certain of the scaled disclosures available to smaller reporting companies and will be able to take advantage of these scaled disclosures for so long as the market value of our voting and non-voting common stock held by non-affiliates is less than $250 million measured on the last business day of our second fiscal quarter, or our annual revenue is less than $100 million during the most recently completed fiscal year and the market value of our voting and non-voting common stock held by non-affiliates is less than $700 million measured on the last business day of our second fiscal quarter. Item 3. Quantitative and Qualitative Disclosures about Market Risk We are a smaller reporting company as defined by Rule12b-2 of the Exchange Act and are not required to provide the information required under this item. Â Item 4. Controls and Procedures Evaluation of Disclosure Controls and Procedures We maintain â€œdisclosure controls and procedures,â€ as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SECâ€™s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Our management, with the participation of our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2024. Based on the evaluation of our disclosure controls and procedures as of June 30, 2024, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at a reasonable assurance level. Changes in Internal Control over Financial Reporting There were no changes in internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act, during our latest fiscal quarter that would have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. 21 Â PART II Item 1. Legal Proceedings From time to time, we may be subject to various legal proceedings and claims that arise in the ordinary course of our business activities. Although the results of litigation and claims cannot be predicted with certainty, as of the date of this Quarterly Report on Form 10-Q, we do not believe we are party to any claim or litigation, the outcome of which, if determined adversely to us, would individually or in the aggregate be reasonably expected to have a material adverse effect on our business. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors. Item 1A. Risk Factors We operate in a rapidly changing environment that involves a number of risks which could materially affect our business, financial condition or future results, some of which are beyond our control. In addition to the other information set forth in this Quarterly Report on Form 10-Q, the risks and uncertainties that we believe are most important for you to consider are discussed in Part I-Item 1A under the heading â€œRisk Factorsâ€ in our Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission (â€œSECâ€) on February 22, 2024. The risk factors set forth below are risk factors containing changes, which may be material, from the risk factors previously disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as filed with the SEC. We have incurred significant losses since our inception. We expect to continue to incur losses over the next several years and may never achieve or maintain profitability. We are a clinical development-stage biopharmaceutical company. In November 2013, we merged with Sonkei Pharmaceuticals, Inc. (â€œSonkeiâ€), and, in February 2014, we acquired Mind-NRG Sarl (â€œMind-NRGâ€), which were also clinical development-stage biopharmaceutical companies. Investment in biopharmaceutical product development is highly speculative because it entails substantial upfront capital expenditures and significant risk that any potential product candidate will fail to demonstrate adequate effect or an acceptable safety profile, gain regulatory approval or become commercially viable. We have no products approved for commercial sale and have not generated any revenue from product sales to date, and we may never generate product revenue or achieve profitability. As of June 30, 2024, we had an accumulated deficit of approximately $413.6 million. In August 2022, we submitted a New Drug Application (â€œNDAâ€) with the U.S. Food and Drug Administration (â€œFDAâ€) for our lead product candidate, roluperidone, for the treatment of negative symptoms in schizophrenia. The FDA subsequently notified us that they would not accept the file for review, issuing a refusal to file letter (â€œRTFâ€) in October 2022. In December 2022, following a Type A meeting held on November 30, 2022, the FDA confirmed the RTF remained in effect with respect to our NDA for roluperidone. On May 1, 2023, we announced that the FDA filed our NDA for roluperidone on April 27, 2023. The decision to file the NDA followed our request for formal dispute resolution and appeal of the October 2022 RTF. On May 8, 2023, we received confirmation from the FDA that the NDA for roluperidone has been assigned a standard review classification, and that the FDA has assigned a Prescription Drug User Fee Act (â€œPDUFAâ€) goal date of February 26, 2024. The FDA advised that it identified potential review issues that had been previously cited in the RTF decision letter, which included those discussed at the Type C meeting in March 2022. On February 26, 2024, the FDA issued a Complete Response Letter (the â€œCRLâ€) to our NDA for roluperidone for the treatment of negative symptoms in schizophrenia. The CRL provided that the FDA had completed its review of the NDA and had determined that it could not approve the NDA in its present form. Specifically, the FDA cited the following clinical deficiencies: (i) although one study (MIN-101C03) demonstrated statistical significance on the primary efficacy endpoint, it is insufficient on its own to establish substantial evidence of effectiveness; (ii) the NDA submission lacks data on concomitant antipsychotic administration; (iii) the NDA submission lacks data needed to establish that the change in negative symptoms of schizophrenia with roluperidone treatment was clinically meaningful; and (iv) the submitted safety database included an inadequate number of subjects exposed to roluperidone at the proposed dose (64 mg) for at least 12 months. To address these deficiencies, the FDA stated that we must submit at least one additional positive, adequate, and well-controlled study to support the safety and effectiveness of roluperidone for the treatment of negative symptoms. We must also provide additional data to demonstrate the safety and efficacy of roluperidone co-administered with antipsychotic medications, to support that observed effect on negative symptoms with roluperidone treatment corresponds to a clinically meaningful change, and to demonstrate the long-term safety of the proposed dose. See the section titled â€œItem 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Clinical and Regulatory Updatesâ€”Complete Response Letterâ€ for more information. While we have continued to have interactions with the FDA since receiving the CRL, with the goal of addressing questions raised in the CRL, there can be no assurances that we will obtain approval for roluperidone in a timely manner, on favorable terms, or at all. As a result, the regulatory approval process for roluperidone in the United States is highly uncertain. If we do not obtain approval of roluperidone in the United States, or if the approval is delayed, it would have a 22 Â material adverse impact on our business. Even if we are able to obtain approval, the expense and time to do so could adversely impact our ability to successfully commercialize roluperidone or conduct our other business operations and our financial condition could be materially harmed. We expect to continue to incur significant losses for the foreseeable future, and we expect these losses to increase as we continue our research and development of, and/or seek regulatory approvals for, roluperidone and other potential product candidates. If any of our product candidates fail in clinical trials or do not obtain regulatory approval, or if any of our product candidates, if approved, fail to achieve market acceptance, we may never generate revenue or become profitable. Even if we achieve profitability in the future, we may not be able to sustain profitability in subsequent periods. Failure to become and remain profitable may adversely affect the market price of shares of our common stock and our ability to raise capital and continue operations. We may encounter unforeseen expenses, difficulties, complications, delays and other unknown factors that may adversely affect our business. The size of our future net losses will depend, in part, on the rate of future growth of our expenses and our ability to generate revenues. Our prior losses and expected future losses have had and will continue to have an adverse effect on our results of operations, financial position and working capital. We will require additional capital to finance our operations, which may not be available to us on acceptable terms, or at all. Failure to obtain this necessary capital when needed may force us to delay, limit or terminate our product development efforts or other operations. Our operations and the historic operations of Sonkei and Mind-NRG have consumed substantial amounts of cash since inception. As of June 30, 2024, we had cash, cash equivalents, and restricted cash of $31.0 million. We believe that our existing cash, cash equivalents, and restricted cash will be sufficient to meet our cash commitments for at least the next 12 months after the date that our interim condensed financial statements are issued. The process of drug development can be costly, and the timing and outcomes of clinical trials are uncertain. The assumptions upon which we have based our estimates are routinely evaluated and may be subject to change. The actual amount of our expenditures will vary depending upon a number of factors, including, but not limited to, the design, timing and duration of future clinical trials, the progress of our research and development programs, the infrastructure to support a commercial enterprise, the cost of a commercial product launch, and the level of financial resources available. We will require additional capital to continue advancing the development, regulatory approval process and potential commercialization of roluperidone and other potential product candidates that we may develop in the future. Because the length of time and activities associated with successful development of product candidates are highly uncertain, we are unable to estimate with certainty the actual funds we will require for development and any approved marketing and commercialization activities. Additional capital may not be available in sufficient amounts or on reasonable terms, if at all, and our ability to raise additional capital may be adversely impacted by global economic conditions, including the recent disruptions to and volatility in the credit and financial markets in the U.S. and worldwide resulting from the COVID-19 pandemic, geopolitical conflicts, such as the war in Ukraine and hostilities in the Middle East, and other factors. Our future funding requirements, both short and long-term, will depend on many factors, including: â€¢the initiation, progress, timing, costs and results of pre-clinical studies and clinical trials for our product candidates and future product candidates we may develop; â€¢the outcome, timing and cost of seeking and obtaining regulatory approvals from the European Commission, FDA, and comparable foreign regulatory authorities, including the potential for such authorities to require that we perform more studies than those that we currently expect; â€¢the cost to establish, maintain, expand and defend the scope of our intellectual property portfolio, including the amount and timing of any payments we may be required to make, or that we may receive, in connection with licensing, preparing, filing, prosecution, defense and enforcement of any patents or other intellectual property rights; â€¢the effect of competing technological and market developments; â€¢market acceptance of any approved product candidates; â€¢the costs of acquiring, licensing or investing in additional businesses, products, product candidates and technologies; and â€¢the cost of establishing sales, marketing and distribution capabilities for our product candidates for which we may receive regulatory approval and that we determine to commercialize ourselves or in collaboration with our partners. If we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we may have to delay, limit or terminate the development or commercialization of one or more of our product candidates or other operations, including potentially discontinue operations altogether. In addition, when we need to secure additional financing, such additional fundraising efforts may divert our management from our day-to-day activities, which may adversely affect our ability to develop and commercialize our product 23 Â candidates. Any of these events could significantly harm our business, financial condition and prospects, and our stockholders could lose all or part of their investment in our company. We cannot give any assurance that any of our product candidates will receive regulatory approval in a timely manner or at all, which is necessary before they can be commercialized. The regulatory approval process is expensive and the time required to obtain approval from the European Commission (following the opinion of the Committee of Medicinal Products for Human Use of the European Medicines Agency (â€œEMAâ€)), FDA or other comparable regulatory authorities in other jurisdictions to sell any product is uncertain and may take years. Whether regulatory approval will be granted is unpredictable and depends upon numerous factors, including the substantial discretion of the regulatory authorities. Moreover, the filing of an application for regulatory approval, including an NDA, or Biologics License Application (â€œBLAâ€), a Marketing Authorization Application (â€œMAAâ€) in the EEA, or comparable foreign regulatory applications for approval, requires a payment of a significant user fee upon submission. The filing of applications for regulatory approval of our product candidates may be delayed due to our lack of financial resources to pay such user fee. If, following submission, our application is not accepted for substantive review or approved, the EMA, FDA or other comparable foreign regulatory authorities may require that we conduct additional clinical or pre-clinical trials, provide additional data, manufacture additional validation batches or develop additional analytical tests methods before they will reconsider our application. On October 14, 2022, we received a refusal-to-file communication from the FDA for our NDA submission for roluperidone, our lead product candidate, which decision was confirmed by the FDA in a subsequent Type A meeting. On April 27, 2023, the FDA filed our NDA for roluperidone following our request for formal dispute resolution and appeal of the refusal-to-file letter. On May 8, 2023, we received confirmation from the FDA that our NDA for roluperidone had been assigned a standard review classification and a PDUFA goal date of February 26, 2024. The FDA also advised that it identified potential review issues that had been previously cited in the RTF decision letter, which included those discussed at the Type C meeting in March 2022. See the section titled â€œItem 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Clinical and Regulatory Updatesâ€”Type C Meetingâ€ for more information. On February 26, 2024, the FDA issued a CRL to our NDA for roluperidone. See the section titled â€œItem 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Clinical and Regulatory Updatesâ€”Complete Response Letterâ€ for more information. See also the risk factor above titled â€œWe have incurred significant losses since our inception. We expect to continue to incur losses over the next several years and may never achieve or maintain profitability.â€ As a result of the CRL, we potentially need additional studies. Additional studies and data would impose increased costs and delays in the regulatory approval process, which may require us to expend more resources than we have available. In addition, the EMA, FDA or other comparable foreign regulatory authorities may not consider any additional required trials, data or information that we perform or provide to be sufficient, or we may decide, or be required, to abandon the program. Moreover, policies, regulations, or the type and amount of pre-clinical and clinical data necessary to gain approval may change during the course of a product candidateâ€™s clinical development and may vary among jurisdictions. It is possible that none of our existing product candidates or any of our future product candidates will ever obtain regulatory approval, even if we expend substantial time and resources seeking such approval. Our product candidates could fail to receive regulatory approval for many reasons, including the following: â€¢The EMA, FDA or other regulatory authorities may disagree with the design or implementation of our clinical trials. â€¢We may be unable to demonstrate to the satisfaction of the EMA, the European Commission, the FDA or other comparable regulatory authorities that a product candidate is safe and effective for its proposed indication. â€¢The results of clinical trials may not meet the level of statistical significance required by the EMA, the EuropeanCommission, FDA or other regulatory authorities for approval. â€¢We may be unable to demonstrate that a product candidateâ€™s clinical and other benefits outweigh any safety risks. â€¢The EMA, the European Commission, the FDA or other regulatory authorities may disagree with our interpretation of data from pre-clinical studies or clinical trials. â€¢The data collected from clinical trials of our product candidates may not be sufficient to support an NDA or other submission or to obtain regulatory approval in the United States or elsewhere. â€¢The national competent authorities of EU Member States, FDA or other regulatory authorities may fail to approve the manufacturing processes or facilities of third-party manufacturers with which we contract for clinical and commercial supplies. 24 Â â€¢The approval policies or regulations of the European Commission, FDA or other regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval. Even if we obtain approval for a particular product, regulatory authorities may approve that product for fewer or more limited indications, including more limited patient populations, than we request, may require that contraindications, warnings, or precautions be included in the product labeling, including a boxed warning, may grant approval contingent on the performance of costly post-marketing clinical trials or other post-market requirements, including risk evaluation and mitigation strategies (â€œREMSâ€) or comparable foreign strategies, or may approve a product candidate with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that product. Any of the foregoing could materially harm the commercial prospects for our product candidates. Our common stock may be delisted from The Nasdaq Capital Market which could negatively impact the price of our common stock, liquidity and our ability to access the capital markets. Our common stock is currently listed on The Nasdaq Capital Market under the symbol â€œNERV.â€ The listing standards of The Nasdaq Capital Market provide that a company, in order to qualify for continued listing, must maintain a minimum stock price of $1.00 and satisfy standards relative to minimum stockholdersâ€™ equity, minimum market value of publicly held shares and various additional requirements. If Nasdaq delists our securities from trading on its exchange for failure to meet the listing standards, we and our stockholders could face significant negative consequences including: â€¢limited availability of market quotations for our securities; â€¢a determination that the common stock is a â€œpenny stockâ€ which would require brokers trading in the common stock to adhere to more stringent rules, possibly resulting in a reduced level of trading activity in the secondary trading market for shares of common stock; â€¢a limited amount of analyst coverage, if any; and â€¢a decreased ability to issue additional securities or obtain additional financing in the future. Delisting from The Nasdaq Capital Market could also result in other negative consequences, including the potential loss of confidence by suppliers, customers and employees, the loss of institutional investor interest and fewer business development opportunities. As previously reported, on April 10, 2024, we received a deficiency letter from Nasdaq notifying us that for the last 31 consecutive business days, the market value of listed securities (â€œMVLS requirementâ€) for our common stock had been below the minimum MVLS requirement of $35 million pursuant to Nasdaq Listing Rule 5550(b)(2). In accordance with the listing rules of Nasdaq, we have been provided with a grace period of 180 calendar days, or until October 7, 2024, to regain compliance. If we do not regain compliance within the grace period, we expect that Nasdaq would provide notice that our securities are subject to delisting. While we will continue to monitor our market value of listed securities and consider available options to regain compliance with the MVLS requirements, which may include applying for an extension of the compliance period or appealing to a Nasdaq Hearings Panel, there can be no assurance that we will be able to regain compliance with the MVLS requirements or otherwise maintain compliance with the other Nasdaq listing requirements. In particular, our share price may continue to decline for a number of reasons, including many that are beyond our control. See the risk factor captioned â€œThe market price of our stock may be volatile, and you could lose all or part of your investment,â€ described in our Annual Report on Form 10-K for the year ended December 31, 2023. If we fail to comply with the continued listing standards of The Nasdaq Capital Market, we may seek to list our common stock on the NYSE American or on a regional stock exchange or, if one or more broker-dealer market makers comply with applicable requirements, the over-the-counter (â€œOTCâ€) market. Listing on such other market or exchange could reduce the liquidity of our common stock. If our common stock were to trade in the OTC market, an investor would find it more difficult to dispose of, or to obtain accurate quotations for the price of, the common stock. Delisting of the common stock could depress our stock price, substantially limit liquidity of our common stock and materially adversely affect our ability to raise capital on terms acceptable to us, or at all. Further, delisting of the common stock would likely result in the common stock becoming a â€œpenny stockâ€ under the Exchange Act. 25 Â We are subject to stringent and evolving U.S. and foreign laws, regulations and rules, contractual obligations, policies, industry standards, and other obligations related to data privacy and security. Our actual or perceived failure to comply with such obligations could lead to regulatory investigations or actions; litigation (including class claims) and mass arbitration demands; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; and other adverse business consequences. In the ordinary course of business, we collect, receive, store, process, generate, use, transfer, disclose, make accessible, protect, secure, dispose of, transmit, and share (collectively, process) personal data and other sensitive data, including proprietary and confidential business data, trade secrets, intellectual property, data we collect about trial participants in connection with clinical trials, sensitive third-party data, and employee data. Our data processing activities may subject us to numerous data privacy and security obligations, such as various laws, regulations, guidance, industry standards, external and internal privacy and security policies, contractual requirements, and other obligations relating to data privacy and security. In the United States, federal, state, and local governments have enacted numerous data privacy and security laws, including data breach notification laws, personal data privacy laws, and consumer protection laws (e.g., Section 5 of the Federal Trade Commission Act). For example, the federal Health Insurance Portability and Accountability Act of 1996 (â€œHIPAAâ€), as amended by the Health Information Technology for Economic and Clinical Health Act (â€œHITECHâ€), imposes specific requirements relating to the privacy, security, and transmission of individually identifiable health information. In the past few years, numerous U.S. statesâ€”including California, Virginia, Colorado, Connecticut, and Utahâ€”have enacted comprehensive privacy laws that impose certain obligations on covered businesses, including providing specific disclosures in privacy notices and affording residents with certain rights concerning their personal data. As applicable, such rights may include the right to access, correct, or delete certain personal data, and to opt-out of certain data processing activities, such as targeted advertising, profiling, and automated decision-making. The exercise of these rights may impact our business and ability to provide our products and services. Certain states also impose stricter requirements for processing certain personal data, including sensitive information, such as conducting data privacy impact assessments. These state laws allow for statutory fines for noncompliance. For example, the California Consumer Privacy Act of 2018 as amended by the California Privacy Rights Act of 2020 (â€œCPRAâ€) (collectively, â€œCCPAâ€) applies to personal data of consumers, business representatives, and employees who are California residents, requires businesses to provide specific disclosures in privacy notices and honor requests of California residents to exercise certain privacy rights, such as those noted below. The CCPA provides for fines of up to $7,500 per intentional violation and allows private litigants affected by certain data breaches to recover significant statutory damages. Although the CCPA and other state laws exempt some data processed in the context of clinical trials, these developments further complicate compliance efforts and increase legal risk and compliance costs for us and the third parties with whom we work. In addition, data privacy and security laws have been proposed at the federal, state, and local levels in recent years, which could further complicate compliance efforts, and we expect more states to pass similar laws in the future. Outside the United States, an increasing number of laws, regulations, and industry standards apply to data privacy and security, including the European Unionâ€™s General Data Protection Regulation (â€œEU GDPRâ€) and the United Kingdomâ€™s GDPR (â€œUK GDPRâ€) (collectively, â€œGDPRâ€), which impose strict requirements for processing personal data. Violators of these laws face significant penalties. For example, under the GDPR, companies may face temporary or definitive bans on data processing and other corrective actions; fines of up to 20 million Euros under EU GDPR / 17.5 million pounds sterling under the UK GDPR or, in each case, 4% of annual global revenue, whichever is greater; or private litigation related to processing of personal data brought by classes of data subjects or consumer protection organizations authorized at law to represent their interests. The Swiss Federal Act on Data Protection, or the FADP, also applies to the collection and processing of personal data, including health-related information, by companies located in Switzerland, or in certain circumstances, by companies located outside of Switzerland. Compliance with the FADP and its revised ordinances may result in an increase of costs of compliance, risks of noncompliance and penalties for noncompliance. In the ordinary course of business, we may transfer personal data from Europe and other jurisdictions to the United States or other countries. Europe and other jurisdictions have enacted laws requiring data to be localized or limiting the transfer of personal data to other countries. In particular, the European Economic Area (EEA) and the United Kingdom (UK) have significantly restricted the transfer of personal data to the United States and other countries whose privacy laws it believes are inadequate. Other jurisdictions may adopt similarly stringent interpretations of their data localization and cross-border data transfer laws. Although there are currently various mechanisms that may be used to transfer personal data from the EEA and UK to the United States in compliance with law, such as the EEA standard contractual clauses, the UKâ€™s International Data Transfer Agreement / Addendum, and the EU-U.S. Data Privacy Framework and the UK extension thereto (which allows for transfers to relevant U.S.-based organizations who self-certify compliance and participate in the Framework), these mechanisms are subject to legal challenges, and there is no assurance that we can satisfy or rely on these measures to lawfully transfer personal data to the United States. 26 Â If there is no lawful manner for us to transfer personal data from the EEA, the UK or other jurisdictions to the United States, or if the requirements for a legally-compliant transfer are too onerous, we could face significant adverse consequences, including increased exposure to regulatory actions, substantial fines, and injunctions against processing or transferring personal data, as well as other adverse consequences. In particular we may be unable to import personal data to the United States, which could significantly and negatively impact our business operations, including by limiting our ability to conduct clinical trial activities in Europe and elsewhere; limiting our ability to collaborate with parties that are subject to such cross-border data transfer or localization laws; or requiring us to increase our personal data processing capabilities and infrastructure in foreign countries at significant expense. Additionally, companies that transfer personal data out of the EEA and UK to other jurisdictions, particularly to the United States, are subject to increased scrutiny from regulators, individual litigants, and activist groups. Some European regulators have ordered certain companies to suspend or permanently cease certain transfers out of Europe for allegedly violating the GDPRâ€™s cross-border data transfer limitations. In addition to data privacy and security laws, we are contractually subject to data privacy and security obligations, including industry standards adopted by industry groups and may become subject to new data privacy and security obligations in the future. For example, certain privacy laws require our customers to impose specific contractual restrictions on their service providers. We publish privacy policies, marketing materials and other statements, such as compliance with certain certifications or self-regulatory principles, regarding data privacy and security. If these policies, materials or statements are found to be deficient, lacking in transparency, deceptive, unfair, or misrepresentative of our practices, we may be subject to investigation, enforcement actions by regulators or other adverse consequences. Obligations related to data privacy and security (and consumersâ€™ data privacy expectations) are quickly changing, becoming increasingly stringent, and creating uncertainty. Additionally, these obligations may be subject to differing applications and interpretations, which may be inconsistent or conflict among jurisdictions. Preparing for and complying with these obligations requires us to devote significant resources. These obligations may necessitate changes to our information technologies, systems, and data processing practices and to those of any third parties that process personal data on our behalf. We may at times fail (or be perceived to have failed) in our efforts to comply with our data privacy and security obligations. Moreover, despite our efforts, our personnel or third parties with whom we work may fail to comply with such obligations, which could negatively impact our business operations and compliance posture. For example, any failure by a third-party processor to comply with applicable law, regulations, or contractual obligations could result in adverse effects, including proceedings against us by governmental entities or others. If we or the third parties with whom we work fail, or are perceived to have failed, to address or comply with applicable data privacy and security obligations, we could face significant consequences, including but not limited to: government enforcement actions (e.g., investigations, fines, penalties, audits, inspections, and similar); litigation (including class-action claims) and mass arbitration demands; additional reporting requirements and/or oversight; bans on processing personal data; orders to destroy or not use personal data; and imprisonment of company officials. In particular, plaintiffs have become increasingly more active in bringing privacy-related claims against companies, including class claims and mass arbitration demands. Some of these claims allow for the recovery of statutory damages on a per violation basis, and, if viable, carry the potential for monumental statutory damages, depending on the volume of data and the number of violations. Any of these events could have a material adverse effect on our reputation, business, or financial condition, including but not limited to: loss of customers; interruptions or stoppages in our business operations (including, as relevant, clinical trials); inability to process personal data or to operate in certain jurisdictions; limited ability to develop or commercialize our products; expenditure of time and resources to defend any claim or inquiry; adverse publicity; or revision or restructuring of our operations. If our information technology systems, or those of third parties with whom we work, or our data are or were compromised, we could experience adverse consequences resulting from such compromise, including but not limited to regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; and other adverse consequences. In the ordinary course of our business, we and the third parties with whom we work process proprietary, confidential, and sensitive data, including personal data (such as health-related data and data related to clinical trials), intellectual property, and trade secrets (collectively, sensitive information). Cyberattacks, malicious internet-based activity, online and offline fraud, and other similar activities threaten the confidentiality, integrity, and availability of our sensitive information and information technology systems, and those of the third parties with whom we work. Such threats are prevalent, continue to rise, are increasingly difficult to detect, and come from a variety of sources, including traditional computer â€œhackers,â€ threat actors, â€œhacktivists,â€ organized criminal threat actors, personnel (such as through theft or misuse), sophisticated nation states, and nation-state-supported actors. Some actors now engage and are expected to continue to 27 Â engage in cyber-attacks, including without limitation nation-state actors for geopolitical reasons and in conjunction with military conflicts and defense activities. During times of war and other major conflicts, we and the third parties with whom we work may be vulnerable to a heightened risk of these attacks, including retaliatory cyber-attacks, that could materially disrupt our systems and operations, supply chain, and ability to produce, sell and distribute our goods and services. We and the third parties with whom we work may be subject to a variety of evolving threats, including but not limited to social-engineering attacks (including through deep fakes, which may be increasingly more difficult to identify as fake, and phishing attacks), malicious code (such as viruses and worms), malware (including as a result of advanced persistent threat intrusions), denial-of-service attacks, credential stuffing, personnel misconduct or error, ransomware attacks, supply-chain attacks, software bugs, server malfunctions, software or hardware failures, loss of data or other information technology assets, adware, telecommunications failures, earthquakes, fires, floods, attacks enhanced or facilitated by AI, and other similar threats. In particular, ransomware attacks, including by organized criminal threat actors, nation-states, and nation-state-supported actors, are becoming increasingly prevalent and severe and can lead to significant interruptions in our operations, ability to provide our products or services, loss of data and income, reputational harm, and diversion of funds. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting such payments. Future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entitiesâ€™ systems and technologies. Furthermore, we may discover security issues that were not found during due diligence of such acquired or integrated entities, and it may be difficult to integrate companies into our information technology environment and security program. Remote work has become more common and has increased risks to our information technology systems and data, as more of our employees utilize network connections, computers and devices outside our premises or network, including working at home, while in transit and in public locations. We rely upon third-party service providers and technologies to operate critical business systems to process sensitive information in a variety of contexts, including, without limitation, third-party providers of cloud-based infrastructure, encryption and authentication technology, employee email, content delivery to customers, and other functions. We also share or receive sensitive information with or from third parties. Our ability to monitor these third partiesâ€™ information security practices is limited, and these third parties may not have adequate information security measures in place. While we may be entitled to damages if our third-party service providers or the third parties with whom we work fail to satisfy their privacy or security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award. In addition, supply-chain attacks have increased in frequency and severity, and we cannot guarantee that third partiesâ€™ infrastructure in our supply chain or that of the third parties with whom we work have not been compromised. While we have implemented security measures designed to protect against security incidents, there can be no assurance that these measures, or those of the third parties with whom we work, will be effective. For example, an external contractor experienced a cyberattack in 2019, which resulted in a disruption to patient recruitment in our Phase 3 clinical trial of roluperidone. We take steps designed to detect, mitigate, and remediate vulnerabilities in our information systems (such as our hardware and/or software, including that of third parties with whom we work), but we may not be able to detect and remediate all such vulnerabilities including on a timely basis. Further, we may experience delays in developing and deploying remedial measures and patches designed to address identified vulnerabilities. Vulnerabilities could be exploited and result in a security incident. Any of the previously identified or similar threats could cause a security incident or other interruption that could result in unauthorized, unlawful, or accidental acquisition, modification, destruction, loss, alteration, encryption, disclosure of, or access to our sensitive information or our information technology systems, or those of the third parties with whom we work. A security incident or other interruption could disrupt our ability (and that of third parties with whom we work) to provide our services. We may expend significant resources or modify our business activities (including our clinical trial activities) to try to protect against security incidents. Certain data privacy and security obligations may require us to implement and maintain specific security measures, industry-standard or reasonable security measures to protect our information technology systems and sensitive information. Applicable data privacy and security obligations may require us to notify relevant stakeholders, including affected individuals, customers, regulators, and investors, of security incidents, or to implement other requirements, such as providing credit monitoring. Such disclosures and compliance with such requirements are costly, and the disclosure or the failure to comply with such requirements could lead to adverse consequences. If we (or a third party with whom we work) experience a security incident or are perceived to have experienced a security incident, we may experience adverse consequences. These consequences may include: government enforcement actions (for example, investigations, fines, penalties, audits, and inspections); additional reporting requirements and/or oversight; restrictions on processing sensitive information (including personal data); litigation (including class claims); indemnification obligations; negative publicity; reputational harm; monetary fund diversions; diversion of management attention; interruptions in our operations (including availability of data); financial loss; and other similar harms. Security incidents and attendant consequences may negatively impact our ability to grow and operate our business or disrupt our ability to develop and provide our 28 Â products and services. In addition to experiencing a security incident, third parties may gather, collect, or infer sensitive information about us from public sources, data brokers, or other means that reveals competitively sensitive details about our organization and could be used to undermine our competitive advantage or market position. Additionally, our sensitive information could be leaked, disclosed, or revealed as a result of or in connection with our employeesâ€™, personnelâ€™s, or vendorsâ€™ use of generative AI technologies. Our contracts may not contain limitations of liability, and even where they do, there can be no assurance that limitations of liability in our contracts are sufficient to protect us from liabilities, damages, or claims related to our data privacy and security obligations. We cannot be sure that our insurance coverage will be adequate or sufficient to protect us from or to mitigate liabilities arising out of our privacy and security practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay future claims. Item 2. Unregistered Sales of Equity Securities and Use of Proceeds None. Item 3. Defaults upon Senior Securities Not applicable. Item 4. Mine Safety Disclosures Not applicable. Item 5. Other Information Not applicable. 29 Â Item 6. Exhibits The following exhibits are incorporated by reference or filed as part of this report. Â Exhibit Â Â Â Number Â Description Â Â Â Â Â 3.1 Â Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrantâ€™s registration statement on Form S-1/A (File No. 333-195169) filed with the SEC on June 10, 2014). Â Â Â Â Â 3.2 Â Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrantâ€™s quarterly report on Form 10-Q (File No. 001-36517) filed with the SEC on November 4, 2019). Â Â Â Â Â 3.3 Â Certificate of Amendment to Amended and Restated Certificate of Incorporation of Minerva Neurosciences, Inc., effective June 17, 2022 (incorporated by reference to Exhibit 3.1 to the Registrationâ€™s current report on Form 8-K (File No. 001-36517) filed with the SEC on June 17, 2022). Â Â Â Â Â 31.1* Â Certification of Chief Executive Officer (Principal Executive Officer) pursuant to Section 302 of Sarbanes-Oxley Act of 2002. Â Â Â Â Â 31.2* Â Certification of Chief Financial Officer (Principal Financial Officer) pursuant to Section 302 of Sarbanes-Oxley Act of 2002. Â Â Â Â Â 32.1+ Â Certification of Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer) pursuant to Section 906 of Sarbanes-Oxley Act of 2002. Â Â Â Â Â 101.INS* Â Inline XBRL Instance Document â€“ the instance document does not appear in the Interactive Data File as its XBRL tags are embedded within the Inline XBRL document. Â Â Â Â Â 101.SCH* Â Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Document. Â Â Â Â Â 104* Â Cover Page formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101. Â * Filed herewith. + These certifications are being furnished solely to accompany this quarterly report pursuant to 18 U.S.C. Section 1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934 and are not to be incorporated by reference into any filing of the registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing. 30 Â SIGNATURE Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. Â Â MINERVA NEUROSCIENCES, INC. Â Â Â Â By: Â Â Â /s/ Frederick Ahlholm Â Â Frederick Ahlholm Â Â Chief Financial Officer(Principal Financial Officer)(On behalf of the Registrant) Date: August 6, 2024 31 EX-31.1 2 nerv-ex31_1.htm EX-31.1 EX-31.1 Â EXHIBIT 31.1 CERTIFICATION I, Remy Luthringer, certify that: 1.I have reviewed this Form 10-Q of Minerva Neurosciences, Inc.; 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; c.Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): a.All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and b.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Date: August 6, 2024 /s/ Remy Luthringer Ph.D. Â Remy Luthringer Ph.D. Â Executive Chairman andChief Executive Officer(Principal Executive Officer) Â Â Â EX-31.2 3 nerv-ex31_2.htm EX-31.2 EX-31.2 Â EXHIBIT 31.2 CERTIFICATION I, Frederick Ahlholm, certify that: 1.I have reviewed this Form 10-Q of Minerva Neurosciences, Inc.; 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; c.Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): a.All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and b.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Date: August 6, 2024 /s/ Frederick Ahlholm Â Frederick Ahlholm Â Chief Financial Officer(Principal Financial Officer) Â Â EX-32.1 4 nerv-ex32_1.htm EX-32.1 EX-32.1 Â EXHIBIT 32.1 STATEMENT PURSUANT TO 18 U.S.C. Â§ 1350 Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. Â§1350), Remy Luthringer, Executive Chairman and Chief Executive Officer (Principal Executive Officer) of Minerva Neurosciences, Inc. (the â€œCompanyâ€) and Frederick Ahlholm, Chief Financial Officer (Principal Financial Officer) of the Company, each hereby certifies that, to the best of his knowledge: (1)The Companyâ€™s Quarterly Report on Form 10-Q for the period ended June 30, 2024, to which this Certification is attached as Exhibit 32.1 (the â€œQuarterly Reportâ€) fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and (2)The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Â Â /s/ Remy Luthringer, Ph.D. Date: August 6, 2024 Â Remy Luthringer, Ph.D. Â Â Executive Chairman andChief Executive Officer Â Â (Principal Executive Officer) Â Â Â Â /s/ Frederick Ahlholm Date: August 6, 2024 Â Frederick Ahlholm Â Â Chief Financial Officer (Principal Financial Officer) This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Minerva Neurosciences, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing. Â EX-101.SCH 5 nerv-20240630.xsd XBRL TAXONOMY EXTENSION SCHEMA WITH EMBEDDED LINKBASES DOCUMENT 100000 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink 100010 - Statement - Condensed Consolidated Balance Sheets (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100020 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100030 - Statement - Condensed Consolidated Statements of Operations (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100040 - Statement - Condensed Consolidated Statements of Stockholders' Deficit (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100050 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100060 - Disclosure - Nature of Operations and Liquidity link:presentationLink link:calculationLink link:definitionLink 100070 - Disclosure - Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 100080 - Disclosure - Accrued Expenses and Other Liabilities link:presentationLink link:calculationLink link:definitionLink 100090 - Disclosure - Net Loss Per Share of Common Stock link:presentationLink link:calculationLink link:definitionLink 100100 - Disclosure - Sale of Future Royalties link:presentationLink link:calculationLink link:definitionLink 100110 - Disclosure - Stockholders' Deficit link:presentationLink link:calculationLink link:definitionLink 100120 - Disclosure - Stock Award Plan and Stock-Based Compensation link:presentationLink link:calculationLink link:definitionLink 100130 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink

100140 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 100150 - Disclosure - Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 100160 - Disclosure - Accrued Expenses and Other Liabilities (Tables) link:presentationLink link:calculationLink link:definitionLink 100170 - Disclosure - Net Loss Per Share of Common Stock (Tables) link:presentationLink link:calculationLink link:definitionLink 100180 - Disclosure - Sale of Future Royalties (Tables) link:presentationLink link:calculationLink link:definitionLink 100190 - Disclosure - Stock Award Plan and Stock-Based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 100200 - Disclosure - NATURE OF OPERATIONS AND LIQUIDITY - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 100210 - Disclosure - SIGNIFICANT ACCOUNTING POLICIES - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 100220 - Disclosure - ACCRUED EXPENSES AND OTHER LIABILITIES - Accrued Expenses and Other Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 100230 - Disclosure - NET LOSS PER SHARE OF COMMON STOCK - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 100240 - Disclosure - NET LOSS PER SHARE OF COMMON STOCK - Computation of Basic and Diluted Loss Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 100250 - Disclosure - NET LOSS PER SHARE OF COMMON STOCK - Securities Excluded from Calculation of Weighted Average Shares Outstanding as their Effect is Antidilutive (Details) link:presentationLink link:calculationLink link:definitionLink 100260 - Disclosure - Sale of Future Royalties - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 100270 - Disclosure - Sale of Future Royalties - Summary of Activity of the Royalty Obligation (Details) link:presentationLink link:calculationLink link:definitionLink 100280 - Disclosure - STOCKHOLDERS' DEFICIT - Private Placement of Common Stock and Warrants - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 100290 - Disclosure - STOCKHOLDERS' DEFICIT - Public Offering of Common Stock (Additional Information) (Details) link:presentationLink link:calculationLink link:definitionLink 100300 - Disclosure - STOCKHOLDERS' DEFICIT - At-the-Market Equity Offering Program - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 100310 - Disclosure - STOCKHOLDERS' DEFICIT - Term Loan Warrants - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 100320 - Disclosure - STOCK AWARD PLAN AND STOCK-BASED COMPENSATION - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 100330 - Disclosure - STOCK AWARD PLAN AND STOCK-BASED COMPENSATION - Stock Option Activity for Employees and Non-Employees (Details) link:presentationLink link:calculationLink link:definitionLink 100340 - Disclosure - STOCK AWARD PLAN AND STOCK-BASED COMPENSATION - Summary of Assumptions Used in Black Scholes Model to Estimate Fair Value of Stock Options (Details) link:presentationLink link:calculationLink link:definitionLink 100350 - Disclosure - STOCK AWARD PLAN AND STOCK-BASED COMPENSATION - Schedule of Stock-Based Compensation Expense Included in the Company's Consolidated Statements of Operations (Details) link:presentationLink link:calculationLink link:definitionLink 100360 - Disclosure - COMMITMENTS AND CONTINGENCIES - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink Maximum percentage of common stock affiliates collectively hold. Maximum Percentage Of Common Stock Affiliates Collectively Hold Maximum percentage of common stock affiliates collectively hold Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Document Transition Report Document Transition Report Volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Weighted-Average Remaining Contractual Term Outstanding (Years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Performance-Based Restricted Stock Units Performance-based Restricted Stock Units Performance-based restricted stock units. Performance-based restricted stock units ("PRSUs") Number of tranches Number Of Tranches Number of tranches. Lease commencement date Lease Commencement Date Lease commencement date. Payments of Stock Issuance Costs Offering expenses Costs paid in connection with private placements Costs paid in connection with private placements Significant Risks and Uncertainties Significant Risks And Uncertainties Policy [Text Block] Disclosure of accounting policy for significant risks and uncertainties. Fair value of warrants estimated Warrants Not Settleable in Cash, Fair Value Disclosure Vacation pay Accrued Vacation, Current Vesting period of PRSUs after acceptance Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Sale Of Future Royalties [Abstract] Sale of future royalties. Restricted Stock Units Restricted Stock Units (RSUs) [Member] Upfront payment from the sale of future royalties Upfront Payment Paid Upfront payment paid. Share-based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount, Total Total unrecognized compensation costs Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Refundable regulatory fee Refundable regulatory fee current. Refundable regulatory fee current Potential future milestone payments. Potential Future Milestone Payments Additional milestone payments Schedule of Stock-Based Compensation Expense Included in the Company's Consolidated Statements of Operations Share-Based Payment Arrangement, Cost by Plan [Table Text Block] Monthly rental rate Monthly Rental Rate Monthly rental rate. Title of Individual Title of Individual [Domain] Subsequent Events Expired (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expired in Period Share-based compensation arrangement by share-based payment award, options, expired in period. Schedule of Stock by Class [Table] Class of Stock [Line Items] Annual interest rate on interest expense Annual Interest Rate On Interest Expense Annual interest rate on interest expense. Total current assets Assets, Current Liabilities and Equity Total liabilities and stockholders' deficit Entity Address, State or Province Entity Address, State or Province Sales of common stock, value Stock Issued During Period, Value, New Issues Issuance of common stock and warrants pursuant to a private placement Stock split conversion ratio Stockholders' Equity Note, Stock Split, Conversion Ratio PRSU'S outstanding Outstanding at the beginning of period (in shares) Outstanding at the end of the period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Fair value of common stock on grant date (in dollars per share) Weighted average grant date fair value per share of common stock Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Trading Symbol Trading Symbol Common Stock, Shares, Issued, Total Common stock, shares issued Common Stock, Shares, Issued Research and development costs and other accrued expenses Accrued Research And Development Costs And Other Expenses Current Represents the carrying value, as of the balance sheet date, of obligations incurred through that date and payable for research and development costs. It is used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle, if longer). Notice period to change beneficial ownership limitation. Notice Period To Change Beneficial Ownership Limitation Notice period to change beneficial ownership limitation Cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations [Abstract] Lease expire date Lease Expiration Date Expired (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Expired in Period, Weighted Average Exercise Price Share-based compensation arrangements by share-based payment award, options, expired in period, weighted average exercise price. Common Stock, Capital Shares Reserved for Future Issuance Eligible for sale of equity Entity Address, City or Town Entity Address, City or Town Loan and Security Agreement Loan And Security Agreement [Member] Loan and security agreement. Subsequent Event Subsequent Event Type [Axis] Additional Paid-in Capital Additional Paid-in Capital [Member] Current liabilities Liabilities, Current [Abstract] Current assets Assets, Current [Abstract] Counterparty Name Counterparty Name [Axis] Preferred stock, par value (in dollars per share) Preferred Stock, Par or Stated Value Per Share Statement of Stockholders' Equity [Abstract] Equipment, net Property, Plant and Equipment, Net Property, Plant and Equipment, Net, Total Investment income Investment Income, Interest Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Increase (Decrease) in Regulatory Liabilities Refundable regulatory fee Entity Central Index Key Entity Central Index Key Shares of common stock to purchase by warrant Class of Warrant or Right, Number of Securities Called by Warrants or Rights Plan Name Plan Name [Domain] Liability related to the sale of future royalties Liability Related To Sale Of Future Royalties Liability related to the sale of future royalties. Preferred Stock, Shares Outstanding, Ending Balance Preferred Stock, Shares Outstanding, Beginning Balance Preferred stock, shares outstanding Preferred Stock, Shares Outstanding Total current liabilities Liabilities, Current Entity Tax Identification Number Entity Tax Identification Number Schedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table] Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Changes in operating assets and liabilities Increase (Decrease) in Operating Capital [Abstract] Award Type Award Type [Axis] Class Of Warrant Or Right [Line Items] Class of Warrant or Right [Line Items] Capitalized Computer Software, Net, Ending Balance Capitalized Computer Software, Net, Beginning Balance Capitalized Computer Software, Net, Total Capitalized software, net Capitalized Computer Software, Net Plan Name Plan Name [Axis] Non-cash interest expense for the sale of future royalties Non Cash Interest Expense For The Sale Of Future Royalties Non-cash interest expense for the sale of future royalties Total assets Assets Entity Registrant Name Entity Registrant Name Proceeds from Issuance or Sale of Equity, Total Net proceeds after deducting sales commissions and offering costs payable Proceeds from Issuance or Sale of Equity Aggregate eligible amount for sale of equity Related Party, Type [Domain] Retained Earnings (Accumulated Deficit), Ending Balance Retained Earnings (Accumulated Deficit), Beginning Balance Retained Earnings (Accumulated Deficit), Total Accumulated deficit Accumulated deficit Retained Earnings (Accumulated Deficit) Accumulated Deficit Retained Earnings [Member] Minimum [Member] Minimum [Member] Minimum SIGNIFICANT ACCOUNTING POLICIES Significant Accounting Policies Significant Accounting Policies [Text Block] Equity Component Equity Component [Domain] Common Stock Options Employee Stock Option Employee Stock Option [Member] Reclassification [Line Items] Expected life Alternative Investment Measurement Expected Term Alternative investment measurement expected term. Adjustments to reconcile net loss to net cash used in operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Weighted-Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Sale Of Future Royalties [Table] Sale Of Future Royalties [Table] Sale of future royalties. Entity Current Reporting Status Entity Current Reporting Status Number of shares of common stock authorized Common stock, shares authorized Common Stock, Shares Authorized Research and Development Expense, Total Research and development Research and Development Expense Pre-funded warrants exercise price exercisable time description. Pre-funded Warrants Exercise Price Exercisable Time Description Pre-funded warrants exercise price exercisable time description Assets Assets [Abstract] Available for future grant (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Measurement Input, Expected Term Measurement Input, Expected Term [Member] Common stock; $0.0001 par value; 125,000,000 shares authorized; 6,993,406 shares issued and outstanding as of June 30, 2024 and December 31, 2023 Common Stock, Value, Issued, Ending Balance Common Stock, Value, Issued, Beginning Balance Common Stock, Value, Issued, Total Common Stock, Value, Issued Open Market Sale Agreement with Jefferies LLC. Open Market Sale Agreement with Jefferies LLC Adjustments to Additional Paid in Capital, Stock Split Adjustments due to the rounding impact from the reverse stock split for fractional shares Number of licenses acquired Number Of Licenses Acquired Number of licenses acquired. Current Fiscal Year End Date Current Fiscal Year End Date Share-based Payment Arrangement, Noncash Expense, Total Stock-based compensation expense Share-Based Payment Arrangement, Noncash Expense Loss from operations Operating Income (Loss) Non-cash incremental stock-based compensation cost Share Based Goods And Services Non Cash Incremental Stock Based Compensation Cost Share based goods and services non cash incremental stock based compensation cost. Research and Development Research and Development Expense [Member] Nature of Operations and Liquidity Nature of Operations [Text Block] Accrued Expenses and Other Liabilities Accounts Payable and Accrued Liabilities Disclosure [Text Block] Stock based compensation expense Share-Based Payment Arrangement, Expense Non-cash compensation expense Indefinite-lived Intangible Assets Indefinite-Lived Intangible Assets [Axis] Vesting percentage Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Measurement Input Type Measurement Input Type [Domain] Sales Agreement Sales Agreement [Member] Sales agreement. Adjustments To Additional Paid In Capital Costs Earnings Related To Stock Issuance Adjustments to additional paid in capital costs earnings related to stock issuance. Costs related to issuance of common stock and warrants Valuation Approach and Technique Valuation Approach and Technique [Domain] Stock Issued During Period, Shares, Restricted Stock Award, Gross Vesting of performance-based restricted stock units (in shares) Total Intrinsic Value Outstanding at the begining of period Total Intrinsic Value Outstanding at the end of period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Reconciliation of the Condensed Consolidated Statements of Cash Flows to the Condensed Consolidated Balance Sheets Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract] Exercise price of pre-funded warrants. Exercise Price of Pre-funded Warrants Exercise price of pre-funded warrants Schedule Of Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Expiration anniversary date of issuance Expiration Anniversary Date Of Issuance Expiration anniversary date of issuance. Common stock, average price per share Sale of Stock, Price Per Share Expenses Operating Expenses [Abstract] Long-term Debt, Type Long-Term Debt, Type [Domain] Depreciation and amortization Depreciation, Depletion and Amortization, Nonproduction Depreciation, Depletion and Amortization, Nonproduction, Total Subsequent Events [Abstract] Commitments and Contingencies Disclosure [Abstract] Shares issued Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Sale of stock maximum value of shares issued in transaction. Sale of stock maximum value of shares issued in transaction Equity [Text Block] Stockholders' Deficit Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] Investor [Member] Investors U S Food And Drug Administration [Member] FDA [Member] U S Food And Drug Administration Member Alternative investment, measurement input Alternative Investment, Measurement Input Nature Of Operations And Liquidity [Line Items] Nature Of Operations And Liquidity [Line Items] Nature of operations and liquidity. Equity, Attributable to Parent [Abstract] Stockholders' deficit Aggregate principal amount Line of Credit Facility, Maximum Borrowing Capacity Lease Contractual Term [Domain] Earnings Per Share [Abstract] Indefinite-lived Intangible Assets, Major Class Name Indefinite-Lived Intangible Assets, Major Class Name [Domain] Loss Contingencies [Table] Accounting Policies [Abstract] Development-stage Proprietary Compounds In Process Research and Development [Member] 2013 Equity Incentive Plan Twenty Thirteen Equity Incentive Plan [Member] Twenty thirteen equity incentive plan. Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Aggregate offering price of common stock preferred stock debt securities and warrants. Maximum aggregate offering price Sale Of Future Royalties [Line Items] Sale Of Future Royalties [Line Items] Sale of future royalties. Earnings Per Share, Basic, Total Earnings Per Share, Basic Net loss per share, basic Commitments and contingencies (Note 8) Commitments and Contingencies Nature Of Operations And Liquidity [Table] Nature Of Operations And Liquidity [Table] Disclosure pertaining to nature of operations and liquidity. Income Statement [Abstract] Related Party, Type [Axis] Operating lease, cost Operating Lease, Cost Lease description Lease Description Lease description. Measurement Input Type Measurement Input Type [Axis] Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Number PRSU'S vested Statistical Measurement Statistical Measurement [Domain] Loss Contingencies [Line Items] Loss Contingencies [Line Items] Net cash used in operating activities Net cash used in operating activities Net Cash Provided by (Used in) Operating Activities Gross proceeds from issuance of private placement. Gross Proceeds From Issuance Of Private Placement Gross proceeds from issuance of private placement Award Type All Award Types Document Period End Date Document Period End Date Statistical Measurement Statistical Measurement [Axis] Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Stockholders' Equity Note [Abstract] User fees refund received. User fees refund received Earnings Per Share, Diluted, Total Earnings Per Share, Diluted Net loss per share, diluted Regus Regus [Member] Regus. Product and Service Product and Service [Domain] Measurement Input, Expected Dividend Payment Measurement Input, Expected Dividend Payment [Member] Debt Instrument, Name Debt Instrument, Name [Domain] Exercisable at the end of the period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Related Party Transaction [Domain] Term A Loans Term A Loans [Member] Term A loans. Warrant Warrants Not Settleable Cash [Member] Warrants Not Setteleable Cash . Additional Paid in Capital, Common Stock, Ending Balance Additional Paid in Capital, Common Stock, Beginning Balance Additional paid-in capital Additional Paid in Capital, Common Stock Summary of Activity of the Royalty Obligation Summary Of Activity Of The Royalty Obligation Table [Text Block] Summary of activity of the royalty obligation. Shares Issuable Pursuant to Stock Options Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Foreign exchange (losses) gains Foreign Currency Transaction Gain (Loss), before Tax, Total Gain (Loss), Foreign Currency Transaction, before Tax Upfront payment for royalty interest sold Upfront Payment Upfront payment. Up front payment Exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Consolidation Consolidation, Policy [Policy Text Block] Refundable regulatory fee Refundable regulatory fee policy. Refundable regulatory fee Policy Text Block Refundable Regulatory Fee Liabilities and Equity [Abstract] Liabilities and Stockholders' Deficit Entity Address, Postal Zip Code Entity Address, Postal Zip Code Entity Interactive Data Current Entity Interactive Data Current Private Placement [Member] Private Placement Increase (Decrease) in Accounts Payable, Total Accounts payable Increase (Decrease) in Accounts Payable Credit Facility Credit Facility [Domain]

Exercised (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Cash and Cash Equivalents Cash and Cash Equivalents, Policy [Policy Text Block] Equity Components Equity Components [Axis] Local Phone Number Local Phone Number Sale of Stock [Axis] Exercisable at the end of the period (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Goodwill, Ending Balance Goodwill, Beginning Balance Goodwill, Total Goodwill Goodwill Restricted cash balances as collateral for corporate credit cards Restricted cash Restricted Cash, Current Statement of Cash Flows [Abstract] Accrued expenses and other current liabilities Accrued expenses and other current liabilities Accounts Payable and Other Accrued Liabilities, Current Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share Weighted-average period over which unrecognized compensation costs is expected to be recognized Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Cash, cash equivalents, restricted cash and marketable securities Cash Cash Equivalents Restricted Cash And Marketable Securities Cash, cash equivalents, restricted cash and marketable securities. Schedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Maximum Maximum [Member] Maximum [Member] Net proceeds from issuance of private placement Proceeds from sales of common stock and warrants in private placement Proceeds from Issuance of Private Placement Related Party Transaction [Axis] Reclassification [Table] APIC, Share-based Payment Arrangement, Increase for Cost Recognition, Total Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Net decrease in cash, cash equivalents and restricted cash Payables and Accruals [Abstract] General and Administrative General and Administrative Expense [Member] PRSU'S cancelled Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Cancelled/Forfeited (in shares) BP Reservoir BP Reservoir [Member] BP Reservoir. Securities Excluded from Calculation of Weighted Average Shares Outstanding as their Effect is Antidilutive Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] City Area Code City Area Code Cash flows from operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Seltorexant Seltorexant [Member] Seltorexant. Sale of stock issue date Sale of Stock, Transaction Date Adjustments to additional paid in capital costs earnings related to stock and warrants issuance. Adjustments To Additional Paid In Capital Costs Earnings Related To Stock And Warrants Issuance Costs related to issuance of common stock and warrants General and Administrative Expense, Total General and administrative General and Administrative Expense Weighted average shares of common stock outstanding - basic Weighted Average Number of Shares Outstanding, Basic, Total Weighted Average Number of Shares Outstanding, Basic Weighted average shares outstanding, basic Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Statement [Table] Statement [Table] Schedule of Stock Option Activity for Employees and Non-Employees Share-Based Payment Arrangement, Option, Activity [Table Text Block] Summary of Assumptions Used in Black Scholes Model to Estimate Fair Value of Stock Options Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Document Fiscal Period Focus Document Fiscal Period Focus Professional fees Accrued Professional Fees, Current Statement [Line Items] Statement [Line Items] Nature Of Operations And Liquidity Disclosure [Abstract] Nature Of Operations And Liquidity Disclosure Abstract Securities outstanding excluded from the calculation of weighted average shares outstanding Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Employees and Non-Employees Stock Option Employees And Non Employees Stock Option [Member] Employees and non-employees stock option. Non-cash interest expense associated with the sale of future royalties Non Cash Interest Expense For Sale Of Future Royalties Amount of non-cash interest expense associated with the sale of future royalties. Common Stock Warrants Warrant [Member] User fees paid. User Fees Paid User fees paid, related to roluperidone Common Stock Common Stock [Member] Cash and Cash Equivalents, at Carrying Value, Ending Balance Cash and Cash Equivalents, at Carrying Value, Beginning Balance Cash and Cash Equivalents, at Carrying Value, Total Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Measurement Input, Risk Free Interest Rate Measurement Input, Risk Free Interest Rate [Member] Total Intrinsic Value Exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Prepaid Expense, Current, Total Prepaid expenses and other current assets Prepaid Expense, Current Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Sale of Future Royalties Sale Of Future Royalties Disclosure [Text Block] Sale of future royalties. Antidilutive Securities, Name Antidilutive Securities, Name [Domain] Cover [Abstract] Cover [Abstract] Additional milestone payments Potential Milestone Payments Potential Milestone Payments Document Fiscal Year Focus Document Fiscal Year Focus Sale of Stock [Domain] Royalty Pharma Royalty Pharma [Member] Royalty Pharma member. Security Exchange Name Security Exchange Name Valuation Technique, Option Pricing Model Valuation Technique, Option Pricing Model [Member] Prepaid expenses and other current assets Increase Decrease In Prepaid Expense Other Current Assets Increase decrease in prepaid expense other current assets. Recent Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Preferred Stock, Shares Issued, Total Preferred stock, shares issued Preferred Stock, Shares Issued Preferred stock, shares authorized Preferred Stock, Shares Authorized Term Loan Notes Payable to Banks [Member] Forfeited (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Class Of Warrant Or Right [Table] Class of Warrant or Right [Table] Entity Emerging Growth Company Entity Emerging Growth Company Total intrinsic value of the stock options exercised Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Amendment Flag Amendment Flag Stock Issued During Period, Value, Restricted Stock Award, Gross Vesting of performance-based restricted stock units Schedule of Accrued Expenses and Other Liabilities Schedule of Accrued Liabilities [Table Text Block] Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Entity File Number Securities Act File Number Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Ending Balance Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Beginning Balance Total cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Share-Based Payment Arrangement [Abstract] Accounts Payable, Current, Total Accounts payable Accounts Payable, Current Debt Instrument Debt Instrument [Axis] Incremental Non-cash Compensation Cost Incremental Non-cash Compensation Cost Incremental non-cash compensation cost Total expenses Operating Expenses Capitalized Computer Software, Amortization Amortization of capitalized software Expected term (years) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Reverse stock split Stockholders' Equity, Reverse Stock Split Entity Address, Address Line Two Entity Address, Address Line Two Preferred stock; $0.0001 par value; 100,000,000 shares authorized; none issued or outstanding as of June 30, 2024 and December 31, 2023 Preferred Stock, Value, Issued, Ending Balance Preferred Stock, Value, Issued, Beginning Balance Preferred Stock, Value, Issued, Total Preferred Stock, Value, Issued Entity Small Business Entity Small Business Entity Shell Company Entity Shell Company Title of Individual Title of Individual [Axis] Exercise price per unit Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Exercise Price Common stock exercise price per share Class of Warrant or Right, Exercise Price of Warrants or Rights Accrued bonus Accrued Bonuses, Current Net Loss Per Share of Common Stock Earnings Per Share [Text Block] Securities purchase agreement. Securities Purchase Agreement [Member] Securities Purchase Agreement Expected dividend Alternative Investment Measurement Expected Dividend Payments Alternative investment measurement expected dividend payments. Entity Address, Address Line One Entity Address, Address Line One Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Antidilutive Securities Antidilutive Securities [Axis] Measurement Input, Price Volatility Measurement Input, Price Volatility [Member] Subsequent Event Type [Domain] Income Statement Location Income Statement Location [Axis] Dividend yield (as a percent) Dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Long-term Debt, Type Long-Term Debt, Type [Axis] Net Income (Loss), Including Portion Attributable to Noncontrolling Interest, Total Net loss Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Minimum market value of listed securities required for continued listing Minimum Market Value of Listed Securities Required for Continued Listing Minimum market value of listed securities required for continued listing. Product and Service Product and Service [Axis] Document Entity Information [Abstract] Document Entity Information Abstract Title of 12(b) Security Title of 12(b) Security Lease Contractual Term [Axis] Cash flows from investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Restricted Cash Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block] Previous Lease Previous Lease [Member] Previous lease. Weighted-Average Remaining Contractual Term Exercisable (Years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Common stock, shares outstanding Balance (in shares) Balance (in shares) Common Stock, Shares, Outstanding Risk free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Stock Award Plan and Stock-Based Compensation Share-Based Payment Arrangement [Text Block] Income Statement Location Income Statement Location [Domain] Granted (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Document Type Document Type Net Cash Provided by (Used in) Investing Activities, Total Net cash provided by investing activities Net Cash Provided by (Used in) Investing Activities Document Quarterly Report Document Quarterly Report Deferred public offering costs. Deferred public offering costs Counterparty Name Counterparty Name [Domain] Net cash provided by financing activities Net Cash Provided by (Used in) Financing Activities Net cash provided by (used in) financing activities Rick Russell President [Member] Increase in number of shares authorized for issuance Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized Entity Filer Category Entity Filer Category Pre-funded warrants issuable nominal consideration per share. Pre-Funded Warrants Issuable Nominal Consideration Per Share Pre-funded warrants issuable nominal consideration per share Increase (Decrease) in Accrued Liabilities, Total Accrued expenses and other current liabilities Increase (Decrease) in Accrued Liabilities Total liabilities Liabilities Reverse Stock Split Reverse Stock Split [Policy Text Block] Reverse Stock Split [Policy Text Block] Balance Balance Equity, Attributable to Parent Total stockholders' deficit Outstanding shares of common stock reverse stock splits Adjustments due to the rounding impact from the reverse stock split for fractional shares (in shares) Stock Issued During Period, Shares, Reverse Stock Splits Net loss Net loss Net Income (Loss) Statement of Financial Position [Abstract] Lease rentable square feet Area of Real Estate Property Weighted average shares of common stock outstanding - diluted Weighted Average Number of Shares Outstanding, Diluted, Total Weighted Average Number of Shares Outstanding, Diluted Weighted average shares outstanding, diluted Credit Facility Credit Facility [Axis] Shares Issued, Price Per Share Purchase price per share Maximum beneficial ownership limitation. Maximum Beneficial Ownership Limitation Maximum beneficial ownership limitation Use of Estimates Use of Estimates, Policy [Policy Text Block] Outstanding at the beginning of period (in dollars per share) Outstanding at the end of the period (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Common stock exchanged for PRSUs Common Stock Exchanged For P R S U S Common Stock Exchanged For P R S U S Accrued severance Accrued Severance Current Accrued severance current. Computation of Basic and Diluted Loss Per Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Valuation Approach and Technique Valuation Approach and Technique [Axis] Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Liability related to the sale of future royalties Liability Related To The Sale Of Future Royalties Liability related to the sale of future royalties. Common stock issued and sold Stock Issued During Period, Shares, New Issues Issuance of common stock and warrants pursuant to a private placement (in shares) Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, Total Beginning of period End of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Option Exchange Program [Member] Option Exchange Program [Member] Option exchange program. XML 7 R1.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Document and Entity Information - shares 6 Months Ended Jun. 30, 2024 Aug. 01, 2024 Cover [Abstract] Â Â Entity Registrant Name Minerva Neurosciences, Inc. Â Entity Central Index Key 0001598646 Â Amendment Flag false Â Entity Current Reporting Status Yes Â Document Type 10-Q Â Document Fiscal Period Focus Q2 Â Document Period End Date Jun. 30, 2024 Â Current Fiscal Year End Date --12-31 Â Entity Filer Category Non-accelerated Filer Â Entity Small Business true Â Entity Emerging Growth Company false Â Entity Shell Company false Â Entity Interactive Data Current Yes Â Document Fiscal Year Focus 2024 Â Title of 12(b) Security Common Stock, $0.0001 par value per share Â Trading Symbol NERV Â Entity Tax Identification Number 26-0784194 Â Entity File Number 001-36517 Â Entity Address, Address Line One 1500 District Avenue Â Entity Address, City or Town Burlington Â Entity Address, State or Province MA Â Entity Incorporation, State or Country Code DE Â Entity Address, Postal Zip Code 01803 Â City Area Code 617 Â Local Phone Number 600-7373 Â Document Transition Report false Â Document Quarterly Report true Â Security Exchange Name NASDAQ Â Entity Common Stock, Shares Outstanding Â 6,993,406 X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCover page. + ReferencesNo definition available. + Details Name: dei_CoverAbstract Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration XML 8 R2.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Balance Sheets (Unaudited) - USD ($) Jun. 30, 2024 Dec. 31, 2023 Current assets Â Â Cash and cash equivalents $ 30,881,000 $ 40,912,575 Restricted cash 100,000 100,000 Prepaid expenses and other current assets 428,018 989,865 Total current assets 31,409,018 42,002,440 Equipment, net 8,163 10,884 Capitalized software, net 4,257 17,027 Goodwill 14,869,399 14,869,399 Total assets 46,290,837 56,899,750 Current liabilities Â Â Accounts payable 828,345 1,805,320 Accrued expenses and other current liabilities 3,375,061 1,535,097 Total current liabilities 4,203,406 3,340,417 Liability related to the sale of future royalties 86,579,046 82,016,823 Total liabilities 90,782,452 85,357,240 Commitments and contingencies (Note 8) Stockholders' deficit Â Â Preferred stock; $0.0001 par value; 100,000,000 shares authorized; none issued or outstanding as of June 30, 2024 and December 31, 2023 Common stock; $0.0001 par value; 125,000,000 shares authorized; 6,993,406 shares issued and outstanding as of June 30, 2024 and December 31, 2023 699 699 Additional paid-in capital 369,125,406 368,357,239 Accumulated deficit (413,617,720) (396,815,428) Total stockholders' deficit (44,491,615) (28,457,490) Total liabilities and stockholders' deficit $ 46,290,837 $ 56,899,750 X - DefinitionLiability related to the sale of future royalties. + ReferencesNo definition available. + Details Name: nerv_LiabilityRelatedToSaleOfFutureRoyalties Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities incurred to vendors for goods and services received, and accrued liabilities classified as other, payable within one year or the normal operating cycle, if longer. + ReferencesNo definition available. + Details Name: us-gaap_AccountsPayableAndOtherAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.19(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapitalCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSum of the carrying amounts as of the balance sheet date of all assets that are recognized. Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-12Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481404/852-10-50-7Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 26: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479853/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts as of the balance sheet date of all assets that are expected to be realized in cash, sold, or consumed within one year (or the normal operating cycle, if longer). Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards

Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe carrying amount of capitalized computer software costs net of accumulated amortization as of the balance sheet date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481283/985-20-50-1 + Details Name: us-gaap_CapitalizedComputerSoftwareNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 210 -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03.17) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479853/942-210-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.25) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount after accumulated impairment loss of an asset representing future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482598/350-20-45-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482573/350-20-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479853/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts as of the balance sheet date of all liabilities that are recognized. Liabilities are probable future sacrifices of economic benefits arising from present obligations of an entity to transfer assets or provide services to other entities in the future. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-12Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481404/852-10-50-7Reference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 22: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.19-26) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479853/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483467/210-10-45-5Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481404/852-10-50-7Reference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481404/852-10-50-7Reference 21: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.21) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(21)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PreferredStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits within a future period of one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483467/210-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(7)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482955/340-10-05-5Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483032/340-10-45-1 + Details Name: us-gaap_PrepaidExpenseCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480842/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482913/230-10-50-8 + Details Name: us-gaap_RestrictedCashCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480016/944-40-65-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480990/946-20-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-12Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 9 R3.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Balance Sheets (Parenthetical) (Unaudited) - $ / shares Jun. 30, 2024 Dec. 31, 2023 Statement of Financial Position [Abstract] Â Â Preferred stock, par value (in dollars per share) $ 0.0001 $ 0.0001 Preferred stock, shares authorized 100,000,000 100,000,000 Preferred stock, shares issued 0 0 Preferred stock, shares outstanding 0 0 Common stock, par value (in dollars per share) $ 0.0001 $ 0.0001 Common stock, shares authorized 125,000,000 125,000,000 Common stock, shares issued 6,993,406 6,993,406 Common stock, shares outstanding 6,993,406 6,993,406 X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-13Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PreferredStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) issued to shareholders (includes related preferred shares that were issued, repurchased, and remain in the treasury). May be all or portion of the number of preferred shares authorized. Excludes preferred shares that are classified as debt. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-13Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PreferredStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PreferredStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StatementOfFinancialPositionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 10 R4.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Operations (Unaudited) - USD ($) 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Expenses Â Â Â Â Research and development $ 3,860,499 $ 1,887,476 $ 8,027,786 $ 4,541,029 General and administrative 2,417,069 2,632,519 4,931,745 5,327,484 Total expenses 6,277,568 4,519,995 12,959,531 9,868,513 Loss from operations (6,277,568) (4,519,995) (12,959,531) (9,868,513) Foreign exchange (losses) gains (4,694) (7,206) 799 (15,892) Investment income 360,755 365,623 718,663 729,841 Non-cash interest expense for the sale of future royalties (2,311,980) (2,030,458) (4,562,223) (4,007,884) Net loss $ (8,233,487) $ (6,192,036) $ (16,802,292) $ (13,162,448) Net loss per share, basic $ (1.09) $ (1.12) $ (2.22) $ (2.43) Net loss per share, diluted $ (1.09) $ (1.12) $ (2.22) $ (2.43) Weighted average shares outstanding, basic 7,568,981 5,511,163 7,568,981 5,426,150 Weighted average shares outstanding, diluted 7,568,981 5,511,163 7,568,981 5,426,150 X - DefinitionNon-cash interest expense for the sale of future royalties + ReferencesNo definition available. + Details Name: nerv_NonCashInterestExpenseForTheSaleOfFutureRoyalties Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482635/260-10-55-15Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-7Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-10Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 16: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482635/260-10-55-52Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482635/260-10-55-15Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-7Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482635/260-10-55-52Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount, before tax, of realized and unrealized gain (loss) from foreign currency transaction. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 20 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482014/830-20-35-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481956/830-20-45-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481926/830-20-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481839/830-10-45-17 + Details Name: us-gaap_ForeignCurrencyTransactionGainLossBeforeTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03.4) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_GeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before accretion (amortization) of purchase discount (premium) of interest income on nonoperating securities. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03.7(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InvestmentIncomeInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482765/220-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-8Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-9Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-10Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483581/946-220-45-7Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-31Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483499/205-20-50-7Reference 35: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1BReference 38: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 39: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section

S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionGenerally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense. + ReferencesNo definition available. + Details Name: us-gaap_OperatingExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OperatingExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-31Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate costs incurred (1) in a planned search or critical investigation aimed at discovery of new knowledge with the hope that such knowledge will be useful in developing a new product or service, a new process or technique, or in bringing about a significant improvement to an existing product or process; or (2) to translate research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process whether intended for sale or the entity's use, during the reporting period charged to research and development projects, including the costs of developing computer software up to the point in time of achieving technological feasibility, and costs allocated in accounting for a business combination to in-process projects deemed to have no alternative future use. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482916/730-10-50-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 912 -SubTopic 730 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482517/912-730-25-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 985 -SubTopic 20 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481283/985-20-50-1 + Details Name: us-gaap_ResearchAndDevelopmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 11 R5.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Stockholders' Deficit (Unaudited) - USD ($) Total Common Stock Additional Paid-in Capital Accumulated Deficit Balance at Dec. 31, 2022 $ (20,024,219) $ 534 $ 346,785,322 $ (366,810,075) Balance (in shares) at Dec. 31, 2022 Â 5,340,193 Â Â Stock-based compensation 376,459 Â 376,459 Â Net loss (6,970,412) Â Â (6,970,412) Balance at Mar. 31, 2023 (26,618,172) $ 534 347,161,781 (373,780,487) Balance (in shares) at Mar. 31, 2023 Â 5,340,193 Â Â Balance at Dec. 31, 2022 (20,024,219) $ 534 346,785,322 (366,810,075) Balance (in shares) at Dec. 31, 2022 Â 5,340,193 Â Â Net loss (13,162,448) Â Â Â Balance at Jun. 30, 2023 (12,510,901) $ 699 367,460,923 (379,972,523) Balance (in shares) at Jun. 30, 2023 Â 6,993,406 Â Â Balance at Mar. 31, 2023 (26,618,172) $ 534 347,161,781 (373,780,487) Balance (in shares) at Mar. 31, 2023 Â 5,340,193 Â Â Issuance of common stock and warrants pursuant to a private placement 19,999,994 $ 142 19,999,852 Â Issuance of common stock and warrants pursuant to a private placement (in shares) Â 1,425,000 Â Â Costs related to issuance of common stock and warrants (309,602) Â (309,602) Â Vesting of performance-based restricted stock units Â $ 23 (23) Â Vesting of performance-based restricted stock units (in shares) Â 228,213 Â Â Stock-based compensation 608,915 Â 608,915 Â Net loss (6,192,036) Â Â (6,192,036) Balance at Jun. 30, 2023 (12,510,901) $ 699 367,460,923 (379,972,523) Balance (in shares) at Jun. 30, 2023 Â 6,993,406 Â Â Balance at Dec. 31, 2023 $ (28,457,490) $ 699 368,357,239 (396,815,428) Balance (in shares) at Dec. 31, 2023 6,993,406 6,993,406 Â Â Stock-based compensation $ 438,849 Â 438,849 Â Net loss (8,568,805) Â Â (8,568,805) Balance at Mar. 31, 2024 (36,587,446) $ 699 368,796,088 (405,384,233) Balance (in shares) at Mar. 31, 2024 Â 6,993,406 Â Â Balance at Dec. 31, 2023 $ (28,457,490) $ 699 368,357,239 (396,815,428) Balance (in shares) at Dec. 31, 2023 6,993,406 6,993,406 Â Â Net loss $ (16,802,292) Â Â Â Balance at Jun. 30, 2024 $ (44,491,615) $ 699 369,125,406 (413,617,720) Balance (in shares) at Jun. 30, 2024 6,993,406 6,993,406 Â Â Balance at Mar. 31, 2024 $ (36,587,446) $ 699 368,796,088 (405,384,233) Balance (in shares) at Mar. 31, 2024 Â 6,993,406 Â Â Stock-based compensation 329,318 Â 329,318 Â Net loss (8,233,487) Â Â (8,233,487) Balance at Jun. 30, 2024 $ (44,491,615) $ 699 $ 369,125,406 $ (413,617,720) Balance (in shares) at Jun. 30, 2024 6,993,406 6,993,406 Â Â X - DefinitionAdjustments to additional paid in capital costs earnings related to stock and warrants issuance. + ReferencesNo definition available. + Details Name: nerv_AdjustmentsToAdditionalPaidInCapitalCostsEarningsRelatedToStockAndWarrantsIssuance Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481089/718-20-55-13Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481089/718-20-55-12 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482765/220-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-8Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-9Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-10Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483581/946-220-45-7Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-31Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483499/205-20-50-7Reference 35: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1BReference 38: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 39: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix:

us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481004/946-505-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479886/946-10-S99-3Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionTotal number of shares issued during the period, including shares forfeited, as a result of Restricted Stock Awards. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480767/946-205-45-4Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481004/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAggregate value of stock related to Restricted Stock Awards issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueRestrictedStockAwardGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-12Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 12 R6.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Cash Flows (Unaudited) - USD ($) 6 Months Ended 12 Months Ended 41 Months Ended Jun. 30, 2024 Jun. 30, 2023 Dec. 31, 2023 Jun. 30, 2024 Cash flows from operating activities: Â Â Â Â Net loss $ (16,802,292) $ (13,162,448) Â Â Adjustments to reconcile net loss to net cash used in operating activities: Â Â Â Â Depreciation and amortization 2,721 2,721 Â Â Amortization of capitalized software 12,770 12,770 Â Â Stock-based compensation expense 768,167 985,374 Â Â Non-cash interest expense associated with the sale of future royalties 4,562,223 4,007,884 Â $ 26,579,046 Changes in operating assets and liabilities Â Â Â Â Refundable regulatory fee Â 3,117,218 Â Â Prepaid expenses and other current assets 561,847 518,964 Â Â Accounts payable (976,975) (671,416) Â Â Accrued expenses and other current liabilities 1,839,964 1,201,646 Â Â Net cash used in operating activities (10,031,575) (3,987,287) Â Â Cash flows from investing activities: Â Â Â Â Net cash provided by investing activities 0 0 Â Â Cash flows from financing activities: Â Â Â Â Proceeds from sales of common stock and warrants in private placement Â 19,999,994 Â Â Costs paid in connection with private placements Â (309,602) Â Â Net cash provided by financing activities Â 19,690,392 Â Â Net decrease in cash, cash equivalents and restricted cash (10,031,575) 15,703,105 Â Â Cash, cash equivalents and restricted cash Â Â Â Â Beginning of period 41,012,575 36,193,606 $ 36,193,606 Â End of period 30,981,000 51,896,711 41,012,575 30,981,000 Reconciliation of the Condensed Consolidated Statements of Cash Flows to the Condensed Consolidated Balance Sheets Â Â Â Â Cash and cash equivalents 30,881,000 51,796,711 40,912,575 30,881,000 Restricted cash 100,000 100,000 $ 100,000 100,000 Total cash, cash equivalents and restricted cash $ 30,981,000 $ 51,896,711 Â $ 30,981,000 X - DefinitionIncrease decrease in prepaid expense other current assets. + ReferencesNo definition available. + Details Name: nerv_IncreaseDecreaseInPrepaidExpenseOtherCurrentAssets Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of non-cash interest expense associated with the sale of future royalties. + ReferencesNo definition available. + Details Name: nerv_NonCashInterestExpenseForSaleOfFutureRoyalties Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense for amortization of capitalized computer software costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481283/985-20-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -SubTopic 20 -Topic 985 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481283/985-20-50-1 + Details Name: us-gaap_CapitalizedComputerSoftwareAmortization1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperationsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481877/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482099/360-10-50-1 + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards

Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccruedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in regulated liabilities. Regulated liabilities are created when regulatory agency permits an entity to defer revenues to the balance sheet. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInRegulatoryLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe cash outflow for cost incurred directly with the issuance of an equity security. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfStockIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow associated with the amount received from entity's raising of capital via private rather than public placement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfPrivatePlacement Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-8Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-9Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-11Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480767/946-205-45-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483581/946-220-45-7Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-1Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481231/810-10-45-19Reference 16: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482765/220-10-50-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-31Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479557/942-235-S99-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483499/205-20-50-7Reference 33: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org//1943274/2147481175/810-10-55-4JReference 34: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org//1943274/2147481175/810-10-55-4KReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1BReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-2Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-1AReference 39: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482913/230-10-50-8 + Details Name: us-gaap_RestrictedCashCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 13 R7.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Nature of Operations and Liquidity 6 Months Ended Jun. 30, 2024 Nature Of Operations And Liquidity Disclosure [Abstract] Â Nature of Operations and Liquidity NOTE 1 â€" NATURE OF OPERATIONS AND LIQUIDITYNature of OperationsMinerva Neurosciences, Inc. (â€œMinervaâ€ or the â€œCompanyâ€) is a clinical-stage biopharmaceutical company focused on the development and commercialization of proprietary product candidates to treat patients suffering from central nervous system diseases. The Companyâ€™s lead product candidate is roluperidone, a compound the Company is developing for the treatment of negative symptoms in patients with schizophrenia. The Company previously submitted a New Drug Application (â€œNDAâ€) with the U.S. Food and Drug Administration (â€œFDAâ€) for roluperidone for the treatment of negative symptoms in schizophrenia in August 2022. On February 26, 2024, the FDA issued a Complete Response Letter regarding such NDA for roluperidone. Since receiving the Complete Response Letter, the Company has continued to have interactions with the FDA with the goal of addressing questions raised in such letter.The Company also has exclusive rights to develop and commercialize MIN-301, a compound for the treatment of Parkinsonâ€™s disease. In addition, Minerva previously co-developed seltorexant with Janssen Pharmaceutica NV (â€œJanssenâ€) for the treatment of insomnia disorder and adjunctive treatment of Major Depressive Disorder (â€œMDDâ€). During 2020, Minerva exercised its right to opt out of the joint development agreement with Janssen for the future development of seltorexant. As a result, the Company was entitled to collect royalties in the mid-single digits on potential future worldwide sales of seltorexant in certain indications, with no further financial obligations to Janssen. In January 2021, the Company sold its rights to these potential royalties to Royalty Pharma plc (â€œRoyalty Pharmaâ€) for a $60 million up front payment and up to an additional $95 million in potential future milestone payments.LiquidityThe accompanying interim condensed consolidated financial statements have been prepared as though the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has limited capital resources and has incurred recurring operating losses and negative cash flows from operations since inception. As of June 30, 2024, the Company had an accumulated deficit of approximately $413.6 million and net cash used in operating activities was approximately $10.0 million during the six months ended June 30, 2024. Management expects to continue to incur operating losses and negative cash flows from operations in the future. The Company has financed its operations to date from proceeds from the sale of common stock, warrants, loans, convertible promissory notes, collaboration agreements and royalty sales.As of June 30, 2024, the Company had cash, cash equivalents, and restricted cash of $31.0 million, which it believes will be sufficient to meet the Companyâ€™s operating commitments for the next 12 months from the date its financial statements are issued. The process of drug development can be costly and the timing and outcomes of clinical trials is uncertain. The assumptions upon which the Company has based its estimates are routinely evaluated and may be subject to change. The actual amount of the Companyâ€™s expenditures will vary depending upon many factors, including, but not limited to, the design, timing and duration of future clinical trials, the progress of the Companyâ€™s research and development programs, the infrastructure to support a commercial enterprise, and the level of financial resources available. The Company can adjust its operating plan spending levels based on the timing of future clinical trials, which are predicated upon adequate funding to complete the trials. The Company routinely evaluates the status of its clinical development programs as well as potential strategic options.The Company will need to raise additional capital to continue to fund operations and fully fund any potential later stage clinical development programs. The Company believes that it will be able to obtain additional working capital through equity financings or other arrangements to fund future operations; however, there can be no assurance that such additional financing, if available, can be obtained on terms acceptable to the Company. If the Company is unable to obtain such additional financing, future operations would need to be scaled back or discontinued.Further, if the Company does not satisfy The Nasdaq Capital Market continued listing requirements, its common stock may be subject to delisting, which could impact the Companyâ€™s ability to complete additional equity financings on terms acceptable to the Company. On April 10, 2024, the Company received a deficiency letter from The Nasdaq Stock Market LLC (â€œNasdaqâ€) notifying the Company that for the last 31 consecutive business days, the market value of listed securities (â€œMVLS requirementâ€) for its common stock had been below the minimum MVLS requirement of $35 million pursuant to Nasdaq Listing Rule 5550(b)(2). In accordance with the listing rules of Nasdaq, the Company has been provided with a grace period of 180 calendar days, or until October 7, 2024, to regain compliance. If the Company does not regain compliance within the grace period, the Company expects that Nasdaq would provide notice that its securities are subject to delisting. X - DefinitionNature Of Operations And Liquidity Disclosure Abstract + ReferencesNo definition available. + Details Name: nerv_NatureOfOperationsAndLiquidityDisclosureAbstract Namespace Prefix: nerv_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for the nature of an entity's business, major products or services, principal markets including location, and the relative importance of its operations in each business and the basis for the determination, including but not limited to, assets, revenues, or earnings. For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 275 -Publisher FASB -URI https://asc.fasb.org//275/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-1 + Details Name: us-gaap_NatureOfOperations Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 14 R8.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Significant Accounting Policies 6 Months Ended Jun. 30, 2024 Accounting Policies [Abstract] Â SIGNIFICANT ACCOUNTING POLICIES NOTE 2 â€" SIGNIFICANT ACCOUNTING POLICIESBasis of presentation The interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€) for interim reporting and the requirements of the Securities and Exchange Commission (â€œSECâ€) in accordance with Regulation S-X, Rule 8-03. Under those rules, certain notes and financial information that are normally required for annual financial statements can be condensed or omitted. In the opinion of the Companyâ€™s management, the accompanying financial statements contain all adjustments (consisting of items of a normal and recurring nature) necessary to present fairly the financial position as of June 30, 2024, the results of operations for the three and six months ended June 30, 2024 and 2023 and cash flows for the six months ended June 30, 2024 and 2023. The results of operations for the three and six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the full year. The consolidated balance sheet as of December 31, 2023 was derived from the audited annual financial statements. The accompanying unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023 included in the Companyâ€™s Annual Report on Form 10-K filed with the SEC on February 22, 2024.ConsolidationThe accompanying consolidated financial statements include the results of the Company and its wholly-owned subsidiaries, Mind-NRG Sarl and Minerva Neurosciences Securities Corporation. Intercompany transactions have been eliminated.Significant risks and uncertainties The Companyâ€™s operations are subject to a number of factors that can affect its operating results and financial condition. Such factors include, but are not limited to: the results of clinical testing and trial activities of the Companyâ€™s products, the Companyâ€™s ability to obtain regulatory approval to market its products, competition from products manufactured and sold or being developed by other companies, the price of, and demand for, Company products, the Companyâ€™s ability to negotiate favorable licensing or other manufacturing and marketing agreements for its products, and the Companyâ€™s ability to raise capital.The Company currently has no commercially approved products and there can be no assurance that the Companyâ€™s research and development will be successfully commercialized. Developing and commercializing a product requires significant time and capital and is subject to regulatory review and approval as well as competition from other biotechnology and pharmaceutical companies. The Company operates in an environment of rapid change and is dependent upon the continued services of its employees and consultants and obtaining and protecting intellectual property.Use of estimatesThe preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.Cash and cash equivalentsCash equivalents include short-term, highly-liquid instruments, consisting of money market accounts and short-term investments with maturities from the date of purchase of 90 days or less. The majority of cash and cash equivalents are maintained with major financial institutions in North America. Deposits with these financial institutions may exceed the amount of insurance provided on such deposits. These deposits may be redeemed upon demand which reduces counterparty performance risk.Restricted cash Cash accounts with any type of restriction are classified as restricted. The Company maintained restricted cash balances as collateral for corporate credit cards in the amount of $0.1 million at each of June 30, 2024 and December 31, 2023.Recent accounting pronouncements From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board and are adopted by the Company as of the specified effective date. The Company believes that the impact of recently issued, but not yet adopted, accounting pronouncements will not have a material impact on the condensed consolidated financial statements or do not apply to the Company. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//235/tableOfContent + Details Name: us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 15 R9.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Accrued Expenses and Other Liabilities 6 Months Ended Jun. 30, 2024 Payables and Accruals [Abstract] Â Accrued Expenses and Other Liabilities NOTE 3 â€" ACCRUED EXPENSES AND OTHER LIABILITIESAccrued expenses and other liabilities consist of the following: Â June 30, 2024 Â Â December 31, 2023 Â Research and development costs and other accrued expenses $ 1,964,147 Â Â $ 777,680 Â Accrued severance Â 245,387 Â Â Â â€" Â Accrued bonus Â 727,302 Â Â Â 590,769 Â Professional fees Â 381,775 Â Â Â 166,648 Â Vacation pay Â 56,450 Â Â Â â€" Â Accrued expenses and other current liabilities $ 3,375,061 Â Â $ 1,535,097 Â X - DefinitionThe entire disclosure for accounts payable and accrued liabilities at the end of the reporting period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.19(a),20,24) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_PayablesAndAccrualsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 16 R10.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net Loss Per Share of Common Stock 6 Months Ended Jun. 30, 2024 Earnings Per Share [Abstract] Â Net Loss Per Share of Common Stock NOTE 4 â€" NET LOSS PER SHARE OF COMMON STOCKDiluted loss per share is the same as basic loss per share for all periods presented as the effects of potentially dilutive items were anti-dilutive given the Companyâ€™s net loss. Basic loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding, plus potential outstanding common stock for the period. Potential outstanding common stock includes stock options and shares underlying RSUs, but only to the extent that their inclusion is dilutive.In June 2023, in connection with the Private Placement (as defined and described in Note 6, Stockholdersâ€™ Deficit), the Company issued and sold pre-funded warrants exercisable for an aggregate of 575,575 shares of common stock. The purchase price of the pre-funded warrants was $9.99 per share, which was paid to the Company upon issuance of the pre-funded warrants. The exercise price of the pre-funded warrants is $0.01 per share. The pre-funded warrants are exercisable by the holders at any time and do not expire. As the remaining shares underlying the pre-funded warrants are issuable for nominal consideration of $0.01 per share, 575,575 shares of common stock underlying the unexercised pre-funded warrants were considered outstanding for purposes of the calculation of loss per share as of June 30, 2024.The following table sets forth the computation of basic and diluted loss per share for common stockholders:Â Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Net loss $ (8,233,487) Â $ (6,192,036) Â $ (16,802,292) Â $ (13,162,448) Weighted average shares of common stock outstanding Â 7,568,981 Â Â Â 5,511,163 Â Â Â 7,568,981 Â Â Â 5,426,150 Â Net loss per share of common stock â€" basic and diluted $ (1.09) Â $ (1.12) Â $ (2.22) Â $ (2.43) The following securities outstanding at June 30, 2024 and 2023 have been excluded from the calculation of weighted average shares outstanding as their effect on the calculation of loss per share is antidilutive: Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Common stock options Â 1,063,234 Â Â Â 700,929 Â Â Â 1,063,234 Â Â Â 700,929 Â Performance-based restricted stock units Â 228,209 Â Â Â 228,209 Â Â Â 228,209 Â Â Â 228,209 Â Common stock warrants Â 5,099 Â Â Â 5,099 Â Â Â 5,099 Â Â Â 5,099 Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 17 R11.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Sale of Future Royalties 6 Months Ended Jun. 30, 2024 Sale Of Future Royalties [Abstract] Â Sale of Future Royalties NOTE 5 â€" SALE OF FUTURE ROYALTIESThe Company had previously co-developed seltorexant with Janssen for the treatment of insomnia disorder and adjunctive treatment of MDD. During 2020, the Company exercised its right to opt out of the joint development agreement with Janssen for the future development of seltorexant and, as a result, the Company was entitled to collect royalties in the mid-single digits on potential future sales of seltorexant worldwide in certain indications, with no further financial obligations to Janssen.On January 19, 2021, the Company entered into an agreement with Royalty Pharma under which Royalty Pharma acquired the Companyâ€™s royalty interest in seltorexant for an upfront payment of $60 million and up to an additional $95 million in potential milestone payments. These milestone payments are contingent upon the achievement of certain clinical, regulatory and commercial milestones for seltorexant by Janssen or any other party in the event that Janssen sells seltorexant. Under the terms of the agreement, the Company has significant continuing involvement as Royalty Pharma has recourse against the Company relating to the payments due from Janssen. As such, the Company applied the debt recognition guidance under ASC 470, Debt, and recorded the upfront payment of $60 million as a liability related to the sale of future royalties (â€œRoyalty Obligationâ€), which will be amortized under the interest method over the estimated life of the agreement. Under the terms of the agreement, all payments from Royalty Pharma to the Company, including the initial upfront payment of $60 million as well as amortized interest expense and potential milestone payments, are not repayable to Royalty Pharma in the event that Janssen discontinues the clinical development of seltorexant or ceases to pursue its commercialization at a future date for any reason. In addition, in accordance with ASC 470, Debt, the Company will account for any royalties received in the future as non-cash royalty revenue. As royalties are remitted from Janssen to Royalty Pharma, the balance of the Royalty Obligation will be effectively repaid over the life of the co-development and license agreement (the â€œAgreementâ€) with Janssen. In order to determine the amortization of the Royalty Obligation, the Company is required to estimate the total amount of future royalty payments to Royalty Pharma over the life of the Agreement. In addition to the $60 million upfront payment, up to an additional $95 million in potential milestone payments will also be recorded as a liability related to the sale of future royalties and amortized as interest expense over the estimated remaining life of the agreement. At execution, the Companyâ€™s estimate of this total interest expense resulted in an effective annual interest rate of approximately 10.5%. As of June 30, 2024, the Company estimated the effective annual interest rate to be approximately 10.97%. This estimate contains significant assumptions, which are considered Level 3 fair value inputs, regarding the timing and amount of expected royalty and milestone payments that impact the interest expense that will be recognized over the royalty period. The Company will periodically assess the estimated royalty payments to Royalty Payments from Janssen and to the extent the amount or timing of such payments is materially different than the original estimates, an adjustment will be recorded prospectively to increase or decrease interest expense. There are a number of factors that could materially affect the amount and timing of royalty payments to Royalty Pharma from Janssen, and correspondingly, the amount of interest expense recorded by the Company, most of which are not within the Companyâ€™s control. Such factors include, but are not limited to, delays or discontinuation of development of seltorexant, regulatory approval, changing standards of care, the introduction of competing products, manufacturing or other delays, generic competition, intellectual property matters, adverse events that result in regulatory authority imposed restrictions on the use of the drug products, significant changes in foreign exchange rates as the royalties remitted to Royalty Pharma are made in U.S. dollars (â€œUSDâ€) while the underlying sales of seltorexant will be made in currencies other than USD and other events or circumstances that are not currently foreseen. Changes to any of these factors could result in increases or decreases to both royalty revenues and interest expense. The following table shows the activity of the Royalty Obligation since the transaction inception through June 30, 2024: Â June 30, 2024 Â Upfront payment from the sale of future royalties $ 60,000,000 Â Non-cash interest expense associated with the sale of future royalties Â 26,579,046 Â Liability related to the sale of future royalties $ 86,579,046 Â X - DefinitionSale of future royalties. + ReferencesNo definition available. + Details Name: nerv_SaleOfFutureRoyaltiesAbstract Namespace Prefix: nerv_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionSale of future royalties. + ReferencesNo definition available. + Details Name: nerv_SaleOfFutureRoyaltiesDisclosureTextBlock Namespace Prefix: nerv_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 18 R12.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stockholders' Deficit 6 Months Ended Jun. 30, 2024 Stockholders' Equity Note [Abstract] Â Stockholders' Deficit NOTE 6 â€" STOCKHOLDERSâ€™ DEFICITPrivate Placement of Common Stock and WarrantsOn June 27, 2023, the Company entered into a securities purchase agreement (the â€œSecurities Purchase Agreementâ€) with certain institutional accredited investors (the â€œInvestorsâ€), pursuant to which the Company agreed to issue and sell to the Investors in a private placement (the â€œPrivate Placementâ€) (i) an aggregate of 1,425,000 shares (the â€œSharesâ€) of the Companyâ€™s common stock at a purchase price of $10.00 per Share, and (ii) in lieu of additional shares of common stock, pre-funded warrants to purchase an aggregate of 575,575 shares of common stock at a purchase price of $9.99 per pre-funded warrant. The price per pre-funded warrant represents the price of $10.00 per Share sold in the Private Placement, minus the $0.01 per share exercise price of each such pre-funded warrant. The pre-funded warrants are exercisable at any time after their original issuance and will not expire until exercised in full.The pre-funded warrants issued in the Private Placement provide that a holder of the pre-funded warrants will not have the right to exercise any portion of its pre-funded warrants to the extent such holder, together with its affiliates, after giving effect to such exercise, would beneficially own in excess of the beneficial ownership limitation, as elected by such Investor, immediately after giving effect to such exercise (the â€œBeneficial Ownership Limitationâ€); provided, however, that each pre-funded warrant holder may increase or decrease the Beneficial Ownership Limitation by giving 61 daysâ€™ notice to the Company, but not to any percentage in excess of 19.99%.On June 30, 2023, the Private Placement closed and the Company received aggregate gross proceeds from the Private Placement of $20.0 million. The Company incurred approximately $0.4 million in offering expenses during 2023, which were included as a component of additional paid-in capital, resulting in net proceeds of $19.6 million from the Private Placement.Pursuant to the Securities Purchase Agreement, the Company filed a registration statement on Form S-3 (File No. 333-273686), which was declared effective by the SEC on August 9, 2023, covering the resale of the Registrable Securities (as such term is defined in the Securities Purchase Agreement). The Company has agreed to use its commercially reasonable efforts to keep such registration statement effective until the earlier of (i) the third anniversary of the effective date of the initial registration statement covering the Registrable Securities; (ii) the date all Shares and all shares of common stock underlying the pre-funded warrants may be sold under Rule 144 of the Securities Act of 1933, as amended, without being subject to any volume, manner of sale or publicly available information requirements; or (iii) immediately prior to the closing of a Change of Control (as such term is defined in the Securities Purchase Agreement).Pursuant to the Securities Purchase Agreement, in connection with the Private Placement, Boehringer Ingelheim International GmbH (â€œBIâ€), an Investor in the Private Placement, has the right to designate an observer to attend, subject to certain exceptions, meetings of the Companyâ€™s board of directors and its committees, until the earlier of (i) the occurrence of a Change of Control and (ii) the date that it and its affiliates collectively hold less than 10% of the Companyâ€™s common stock (which shall be calculated by including in the amount of common stock held by such Investor and its affiliates any shares of common stock issuable upon exercise of any portion of the pre-funded warrant issued to such Investor and not yet exercised). BI designated a board observer on August 29, 2023.At-the-Market Equity Offering ProgramIn September 2022, the Company entered into an Open Market Sale Agreement (the â€œSales Agreementâ€) with Jefferies LLC (â€œJefferiesâ€) pursuant to which the Company may offer and sell, from time to time, through Jefferies shares of the Companyâ€™s common stock, by any method permitted by law deemed to be an â€œat-the-marketâ€ offering as defined in Rule 415 promulgated under the Securities Act of 1933, as amended. During the six months ended June 30, 2024, no shares of the Companyâ€™s common stock were issued or sold under the Sales Agreement. As of June 30, 2024, an aggregate of $22.6 million was eligible for sale pursuant to the Sales Agreement under the Companyâ€™s effective registration statement on Form S-3 (File No. 333-267424).Term Loan WarrantsIn connection with the Companyâ€™s former Loan and Security Agreement with Oxford Finance LLC and Silicon Valley Bank (the â€œLendersâ€), which provided for term loans to the Company in an aggregate principal amount of up to $15 million in two tranches on January 15, 2016, the Company issued the Lenders warrants to purchase 5,099 shares of common stock at a per share exercise price of $44.13. The warrants were immediately exercisable upon issuance, and other than in connection with certain mergers or acquisitions, will expire on the ten-year anniversary of the date of issuance. The term loans were repaid in August 2018. All related warrants were outstanding and exercisable as of June 30, 2024. X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityNoteAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-13Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-14Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481062/946-235-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481062/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481004/946-505-50-6Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480237/815-40-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(e)(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//505/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-13Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-13Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-13Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-14Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-14Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-16Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-18Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-18Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-18 + Details Name: us-gaap_StockholdersEquityNoteDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 19 R13.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stock Award Plan and Stock-Based Compensation 6 Months Ended Jun. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Stock Award Plan and Stock-Based Compensation NOTE 7 â€” STOCK AWARD PLAN AND STOCK-BASED COMPENSATIONIn December 2013, the Company adopted the 2013 Equity Incentive Plan (as subsequently amended and restated, the â€œPlanâ€), which provides for the issuance of options, stock appreciation rights, stock awards and stock units.Stock Option AwardsStock option activity for employees and non-employees for the six months ended June 30, 2024 is as follows: Â Â SharesIssuablePursuant toStockOptions Â Â Weighted-AverageExercise Price Â Â Weighted-AverageRemainingContractualTerms(years) Â TotalIntrinsicValue (inthousands) Â Outstanding January 1, 2024 Â Â 1,157,229 Â Â $ 11.36 Â Â Â 8.5 Â Â $ 745 Â Â Â Â Â Â Â Â Â Â Â Â Â Granted Â Â â€” Â Â $ â€” Â Â Â Â Â Â Exercised Â Â â€” Â Â $ â€” Â Â Â Â Â Â Cancelled/Forfeited Â Â (87,500) Â $ 8.33 Â Â Â Â Â Â Expired Â Â (6,495) Â $ 48.00 Â Â Â Â Â Â Outstanding June 30, 2024 Â Â 1,063,234 Â Â $ 11.39 Â Â Â 8.1 Â Â $ 17 Â Exercisable June 30, 2024 Â Â 439,573 Â Â $ 19.40 Â Â Â 6.9 Â Â $ 6 Â Available for future grant Â Â 456,361 Â Â Â Â Â Â Â Â The weighted average grant-date fair value of stock options outstanding on June 30, 2024 was $8.25 per share. Total unrecognized compensation costs related to non-vested stock options at June 30, 2024 were approximately $2.6 million and are expected to be recognized within future operating results over a weighted-average period of 2.7 years.The expected term of the employee-related options was estimated using the â€œsimplifiedâ€ method as defined by the SECâ€™s Staff Accounting Bulletin No. 107, Share-Based Payment. The volatility assumption was determined by examining the historical volatility of the Company and volatilities for industry peer companies. The risk-free interest rate assumption is based on the U.S. Treasury instruments, the term of which was consistent with the expected term of the options. The dividend assumption is based on the Companyâ€™s history and expectation of dividend payouts. The Company has never paid dividends on its common stock and does not anticipate paying dividends on its common stock in the foreseeable future. Accordingly, the Company has assumed no dividend yield for the purposes of estimating the fair value of the options.The Company uses the Black-Scholes model to estimate the fair value of stock options granted. There were no stock options granted during the six months ended June 30, 2024 and 2023.Performance-Based Restricted Stock UnitsOn August 6, 2021, options to purchase 953,980 shares of the Companyâ€™s common stock were exchanged for 476,640 PRSUs. Options surrendered in the one-time stock option exchange program (the â€œExchange Programâ€) were cancelled and shares subject to the cancelled options again became available for issuance under the Plan. The Exchange Program was treated as a Type II modification (Probable-to improbable) under ASC 718.The Company used the pre-modification stock options for determining the compensation cost related to the PRSUs as the vesting conditions remain uncertain for the outstanding PRSUs. All expense related to the non-vested pre-modification stock options was fully recognized as of December 31, 2023.On April 28, 2023, the Compensation Committee of the Companyâ€™s board of directors certified the achievement of a performance condition occurring upon FDA acceptance of the NDA for roluperidone. As a result, 50% of the shares of common stock underlying the Companyâ€™s PRSUs vested and the Company recognized approximately $0.2 million in non-cash compensation expense, representing 50% of the incremental cost of the PRSUs granted under the Exchange Program. The incremental cost was measured as the excess of the fair value of each new PRSU, measured as of the date the new PRSUs were granted, over the fair value of the stock options surrendered in exchange for the new PRSU, measured immediately prior to the cancellation. The remaining PRSUs vest upon roluperidone receiving FDA marketing approval, provided that such approval occurs within five years after the August 6, 2021 grant date. As of June 30, 2024, 228,213 PRSUs have vested, 20,218 have been cancelled, and 228,209 remain outstanding. The following table presents stock-based compensation expense included in the Companyâ€™s consolidated statements of operations: Â Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 84,109 Â Â $ 297,756 Â Â $ 276,494 Â Â $ 482,483 Â General and administrative Â Â 245,209 Â Â 311,159 Â Â 491,673 Â Â 502,891 Â Total Â $ 329,318 Â Â $ 608,915 Â Â $ 768,167 Â Â $ 985,374 Â X - DefinitionThe entire disclosure for share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 20 R14.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Commitments and Contingencies 6 Months Ended Jun. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â Commitments and Contingencies NOTE 8 â€” COMMITMENTS AND CONTINGENCIESLegal ProceedingsFrom time to time, the Company may be subject to various legal proceedings and claims that arise in the ordinary course of the Companyâ€™s business activities. The Company is not aware of any claim or litigation, the outcome of which, if determined adversely to the Company, would have a material effect on the Companyâ€™s financial position or results of operations.Leases On October 11, 2022, the Company entered into an office lease agreement with Regus to lease approximately 491 rentable square feet of office space located at 1500 District Avenue, Burlington, MA 01803. In January 2024, the Company renewed the month-to-month lease agreement commencing on February 1, 2024, with a monthly payment of $8,697. The Company has elected to not recognize the lease agreement on the balance sheet as the term of the agreement is 12 months or less. X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482648/440-10-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//450/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480327/954-440-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482648/440-10-50-4Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 21 R15.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Significant Accounting Policies (Policies) 6 Months Ended Jun. 30, 2024 Accounting Policies [Abstract] Â Basis of Presentation Basis of presentation The interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€) for interim reporting and the requirements of the Securities and Exchange Commission (â€œSECâ€) in accordance with Regulation S-X, Rule 8-03. Under those rules, certain notes and financial information that are normally required for annual financial statements can be condensed or omitted. In the opinion of the Companyâ€™s management, the accompanying financial statements contain all adjustments (consisting of items of a normal and recurring nature) necessary to present fairly the financial position as of June 30, 2024, the results of operations for the three and six months ended June 30, 2024 and 2023 and cash flows for the six months ended June 30, 2024 and 2023. The results of operations for the three and six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the full year. The consolidated balance sheet as of December 31, 2023 was derived from the audited annual financial statements. The accompanying unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023 included in the Companyâ€™s Annual Report on Form 10-K filed with the SEC on February 22, 2024. Consolidation ConsolidationThe accompanying consolidated financial statements include the results of the Company and its wholly-owned subsidiaries, Mind-NRG Sarl and Minerva Neurosciences Securities Corporation. Intercompany transactions have been eliminated. Significant Risks and Uncertainties Significant risks and uncertainties The Companyâ€™s operations are subject to a number of factors that can affect its operating results and financial condition. Such factors include, but are not limited to: the results of clinical testing and trial activities of the Companyâ€™s products, the Companyâ€™s ability to obtain regulatory approval to market its products, competition from products manufactured and sold or being developed by other companies, the price of, and demand for, Company products, the Companyâ€™s ability to negotiate favorable licensing or other manufacturing and marketing agreements for its products, and the Companyâ€™s ability to raise capital.The Company currently has no commercially approved products and there can be no assurance that the Companyâ€™s research and development will be successfully commercialized. Developing and commercializing a product requires significant time and capital and is subject to regulatory review and approval as well as competition from other biotechnology and pharmaceutical companies. The Company operates in an environment of rapid change and is dependent upon the continued services of its employees and consultants and obtaining and protecting intellectual property. Use of Estimates Use of estimatesThe preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. Cash and Cash Equivalents Cash and cash equivalentsCash equivalents include short-term, highly-liquid instruments, consisting of money market accounts and short-term investments with maturities from the date of purchase of 90 days or less. The majority of cash and cash equivalents are maintained with major financial institutions in North America. Deposits with these financial institutions may exceed the amount of insurance provided on such deposits. These deposits may be redeemed upon demand which reduces counterparty performance risk. Restricted Cash Restricted cash Cash accounts with any type of restriction are classified as restricted. The Company maintained restricted cash balances as collateral for corporate credit cards in the amount of $0.1 million at each of June 30, 2024 and December 31, 2023. Recent Accounting Pronouncements Recent accounting pronouncements From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board and are adopted by the Company as of the specified effective date. The Company believes that the impact of recently issued, but not yet adopted, accounting pronouncements will not have a material impact on the condensed consolidated financial statements or do not apply to the Company X - DefinitionDisclosure of accounting policy for significant risks and uncertainties. + ReferencesNo definition available. + Details Name: nerv_SignificantRisksAndUncertaintiesPolicyTextBlock Namespace Prefix: nerv_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesNo definition available. + Details Name: us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482913/230-10-50-1 + Details Name: us-gaap_CashAndCashEquivalentsPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionEntity's cash and cash equivalents accounting policy with respect to restricted balances. Restrictions may include legally restricted deposits held as compensating balances against short-term borrowing arrangements, contracts entered into with others, or company statements of intention with regard to particular deposits; however, time deposits and short-term certificates of deposit are not generally included in legally restricted deposits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(1)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479853/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482913/230-10-50-1 + Details Name: us-gaap_CashAndCashEquivalentsRestrictedCashAndCashEquivalentsPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483426/235-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-1 + Details Name: us-gaap_ConsolidationPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-9Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 11 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 12 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-12Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-8 + Details Name: us-gaap_UseOfEstimates Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R16.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Accrued Expenses and Other Liabilities (Tables) 6 Months Ended Jun. 30, 2024 Payables and Accruals [Abstract] Â Schedule of Accrued Expenses and Other Liabilities Accrued expenses and other liabilities consist of the following: Â June 30, 2024 Â Â December 31, 2023 Â Research and development costs and other accrued expenses $ 1,964,147 Â Â $ 777,680 Â Accrued severance Â 245,387 Â Â Â â€” Â Accrued bonus Â 727,302 Â Â Â 590,769 Â Professional fees Â 381,775 Â Â Â 166,648 Â Vacation pay Â 56,450 Â Â Â â€” Â Accrued expenses and other current liabilities $ 3,375,061 Â Â $ 1,535,097 Â X - ReferencesNo definition available. + Details Name: us-gaap_PayablesAndAccrualsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the components of accrued liabilities. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfAccruedLiabilitiesTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 23 R17.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net Loss Per Share of Common Stock (Tables) 6 Months Ended Jun. 30, 2024 Earnings Per Share [Abstract] Â Computation of Basic and Diluted Loss Per Share The following table sets forth the computation of basic and diluted loss per share for common stockholders:Â Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Net loss $ (8,233,487) Â $ (6,192,036) Â $ (16,802,292) Â $ (13,162,448) Weighted average shares of common stock outstanding Â 7,568,981 Â Â Â 5,511,163 Â Â Â 7,568,981 Â Â Â 5,426,150 Â Net loss per share of common stock â€“ basic and diluted $ (1.09) Â $ (1.12) Â $ (2.22) Â $ (2.43) Securities Excluded from Calculation of Weighted Average Shares Outstanding as their Effect is Antidilutive The following securities outstanding at June 30, 2024 and 2023 have been excluded from the calculation of weighted average shares outstanding as their effect on the calculation of loss per share is antidilutive: Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Common stock options Â 1,063,234 Â Â Â 700,929 Â Â Â 1,063,234 Â Â Â 700,929 Â Performance-based restricted stock units Â 228,209 Â Â Â 228,209 Â Â Â 228,209 Â Â Â 228,209 Â Common stock warrants Â 5,099 Â Â Â 5,099 Â Â Â 5,099 Â Â Â 5,099 Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R18.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Sale of Future Royalties (Tables) 6 Months Ended Jun. 30, 2024 Sale Of Future Royalties [Abstract] Â Summary of Activity of the Royalty Obligation The following table shows the activity of the Royalty Obligation since the transaction inception through June 30, 2024: Â June 30, 2024 Â Upfront payment from the sale of future royalties $ 60,000,000 Â Non-cash interest expense associated with the sale of future royalties Â 26,579,046 Â Liability related to the sale of future royalties $ 86,579,046 Â X - DefinitionSale of future royalties. + ReferencesNo definition available. + Details Name: nerv_SaleOfFutureRoyaltiesAbstract Namespace Prefix: nerv_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionSummary of activity of the royalty obligation. + ReferencesNo definition available. + Details Name: nerv_SummaryOfActivityOfTheRoyaltyObligationTableTextBlock Namespace Prefix: nerv_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 25 R19.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stock Award Plan and Stock-Based Compensation (Tables) 6 Months Ended Jun. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Schedule of Stock Option Activity for Employees and Non-Employees Stock option activity for employees and non-employees for the six months ended June 30, 2024 is as follows: Â Â SharesIssuablePursuant toStockOptions Â Â Weighted-AverageExercise Price Â Â Weighted-AverageRemainingContractualTerms(years) Â TotalIntrinsicValue (inthousands) Â Outstanding January 1, 2024 Â Â 1,157,229 Â Â $ 11.36 Â Â Â 8.5 Â Â $ 745 Â Â Â Â Â Â Â Â Â Â Â Â Â Granted Â Â â€” Â Â $ â€” Â Â Â Â Â Â Â Exercised Â Â â€” Â Â $ â€” Â Â Â Â Â Â Â Cancelled/Forfeited Â Â (87,500) Â $ 8.33 Â Â Â Â Â Â Â Expired Â Â (6,495) Â $ 48.00 Â Â Â Â Â Â Â Outstanding June 30, 2024 Â Â 1,063,234 Â Â $ 11.39 Â Â Â 8.1 Â Â $ 17 Â Exercisable June 30, 2024 Â Â 439,573 Â Â $ 19.40 Â Â Â 6.9 Â Â $ 6 Â Available for future grant Â Â 456,361 Â Â Â Â Â Â Â Â Â Â Schedule of Stock-Based Compensation Expense Included in the Company's Consolidated Statements of Operations The following table presents stock-based compensation expense included in the Companyâ€™s consolidated statements of operations: Â Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 84,109 Â Â $ 297,756 Â Â $ 276,494 Â Â $ 482,483 Â General and administrative Â Â 245,209 Â Â Â 311,159 Â Â Â 491,673 Â Â Â 502,891 Â Total Â $ 329,318 Â Â $ 608,915 Â Â $ 768,167 Â Â $ 985,374 Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of cost recognized for award under share-based payment arrangement by plan. Includes, but is not limited to, related tax benefit. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfCompensationCostForShareBasedPaymentArrangementsAllocationOfShareBasedCompensationCostsByPlanTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 26 R20.htm IDEA: XBRL DOCUMENT v3.24.2.u1 NATURE OF OPERATIONS AND LIQUIDITY - Additional Information (Details) - USD ($) 1 Months Ended 6 Months Ended Jan. 19, 2021 Jan. 31, 2021 Jun. 30, 2024 Jun. 30, 2023 Dec. 31, 2023 Nature Of Operations And Liquidity [Line Items] Â Â Â Â Â Accumulated deficit Â Â $ 413,617,720 Â $ 396,815,428 Net cash used in operating activities Â Â 10,031,575 $ 3,987,287 Â Cash, cash equivalents, restricted cash and marketable securities Â Â 31,000,000 Â Â Minimum market value of listed securities required for continued listing Â Â $ 35,000,000 Â Â Seltorexant | Royalty Pharma Â Â Â Â Â Nature Of Operations And Liquidity [Line Items] Â Â Â Â Â Up front payment $ 60,000,000 $ 60,000,000 Â Â Â Maximum | Seltorexant | Royalty Pharma Â Â Â Â Â Nature Of Operations And Liquidity [Line Items] Â Â Â Â Â Additional milestone payments Â $ 95,000,000 Â Â Â X - DefinitionCash, cash equivalents, restricted cash and marketable securities. + ReferencesNo definition available. + Details Name: nerv_CashCashEquivalentsRestrictedCashAndMarketableSecurities Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionMinimum market value of listed securities required for continued listing. + ReferencesNo definition available. + Details Name: nerv_MinimumMarketValueOfListedSecuritiesRequiredForContinuedListing Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNature of operations and liquidity. + ReferencesNo definition available. + Details Name: nerv_NatureOfOperationsAndLiquidityLineItems Namespace Prefix: nerv_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPotential future milestone payments. + ReferencesNo definition available. + Details Name: nerv_PotentialFutureMilestonePayments Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionUpfront payment. + ReferencesNo definition available. + Details Name: nerv_UpfrontPayment Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480016/944-40-65-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480990/946-20-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: srt_ProductOrServiceAxis=nerv_SeltorexantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_CounterpartyNameAxis=nerv_RoyaltyPharmaMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 27 R21.htm IDEA: XBRL DOCUMENT v3.24.2.u1 SIGNIFICANT ACCOUNTING POLICIES - Additional Information (Details) - USD ($) Jun.

30, 2024 Dec. 31, 2023 Jun. 30, 2023 Reclassification [Line Items] Â Â Â Restricted cash balances as collateral for corporate credit cards $ 100,000 $ 100,000 $ 100,000 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483504/205-10-50-1 + Details Name: us-gaap_ReclassificationLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482913/230-10-50-8 + Details Name: us-gaap_RestrictedCashCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 28 R22.htm IDEA: XBRL DOCUMENT v3.24.2.u1 ACCRUED EXPENSES AND OTHER LIABILITIES - Accrued Expenses and Other Liabilities (Details) - USD ($) Jun. 30, 2024 Dec. 31, 2023 Payables and Accruals [Abstract] Â Â Research and development costs and other accrued expenses $ 1,964,147 $ 777,680 Accrued severance 245,387 Â Accrued bonus 727,302 590,769 Professional fees 381,775 166,648 Vacation pay 56,450 Â Accrued expenses and other current liabilities $ 3,375,061 $ 1,535,097 X - DefinitionRepresents the carrying value, as of the balance sheet date, of obligations incurred through that date and payable for research and development costs. It is used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle, if longer). + ReferencesNo definition available. + Details Name: nerv_AccruedResearchAndDevelopmentCostsAndOtherExpensesCurrent Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAccrued severance current. + ReferencesNo definition available. + Details Name: nerv_AccruedSeveranceCurrent Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities incurred to vendors for goods and services received, and accrued liabilities classified as other, payable within one year or the normal operating cycle, if longer. + ReferencesNo definition available. + Details Name: us-gaap_AccountsPayableAndOtherAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable for incentive compensation awarded to employees and directors or earned by them based on the terms of one or more relevant arrangements. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.20) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedBonusesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.20) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedProfessionalFeesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable for unused vacation time owed to employees based on the entity's vacation benefit given to its employees. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.20) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 710 -SubTopic 10 -Section 25 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483070/710-10-25-3 + Details Name: us-gaap_AccruedVacationCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_PayablesAndAccrualsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 29 R23.htm IDEA: XBRL DOCUMENT v3.24.2.u1 NET LOSS PER SHARE OF COMMON STOCK - Additional Information (Details) - $ / shares 1 Months Ended 6 Months Ended Apr. 28, 2023 Jun. 30, 2023 Jun. 30, 2024 Performance-based Restricted Stock Units Â Â Â Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] Â Â Â Vesting percentage 50.00% Â Â PRSU'S vested Â Â 228,213 PRSU'S cancelled Â Â 20,218 PRSU'S outstanding Â Â 228,209 Private Placement Â Â Â Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] Â Â Â Shares of common stock to purchase by warrant Â 575,575 575,575 Common stock exercise price per share Â $ 9.99 Â Exercise price of pre-funded warrants Â $ 0.01 Â Pre-funded warrants issuable nominal consideration per share Â Â $ 0.01 X - DefinitionExercise price of pre-funded warrants. + ReferencesNo definition available. + Details Name: nerv_ExercisePriceOfPreFundedWarrants Namespace Prefix: nerv_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionPre-funded warrants issuable nominal consideration per share. + ReferencesNo definition available. + Details Name: nerv_PreFundedWarrantsIssuableNominalConsiderationPerShare Namespace Prefix: nerv_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60B + Details Name: us-gaap_EarningsPerShareBasicLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of fully vested and expected to vest options outstanding that can be converted into shares under option plan. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionPercentage of vesting of award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRightsPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=nerv_PerformanceBasedRestrictedStockUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=us-gaap_PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 30 R24.htm IDEA: XBRL DOCUMENT v3.24.2.u1 NET LOSS PER SHARE OF COMMON STOCK - Computation of Basic and Diluted Loss Per Share (Details) - USD ($) 3 Months Ended 6 Months Ended Jun. 30, 2024 Mar. 31, 2024 Jun. 30, 2023 Mar. 31, 2023 Jun. 30, 2024 Jun. 30, 2023 Earnings Per Share [Abstract] Â Â Â Â Â Â Net loss $ (8,233,487) $ (8,568,805) $ (6,192,036) $ (6,970,412) $ (16,802,292) $ (13,162,448) Weighted average shares of common stock outstanding - basic 7,568,981 Â 5,511,163 Â 7,568,981 5,426,150 Weighted average shares of common stock outstanding - diluted 7,568,981 Â 5,511,163 Â 7,568,981 5,426,150 Net loss per share, basic $ (1.09) Â $ (1.12) Â $ (2.22) $ (2.43) Net loss per share, diluted $ (1.09) Â $ (1.12) Â $ (2.22) $ (2.43) X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482635/260-10-55-15Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-7Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-10Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 16: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482635/260-10-55-52Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482635/260-10-55-15Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-7Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1Reference 14:

http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482635/260-10-55-52Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482765/220-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-8Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 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https://asc.fasb.org//1943274/2147480167/946-830-55-10Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483581/946-220-45-7Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-31Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483499/205-20-50-7Reference 35: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1BReference 38: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 39: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 31 R25.htm IDEA: XBRL DOCUMENT v3.24.2.u1 NET LOSS PER SHARE OF COMMON STOCK - Securities Excluded from Calculation of Weighted Average Shares Outstanding as their Effect is Antidilutive (Details) - shares 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Common Stock Options Â Â Â Â Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Â Â Â Â Securities outstanding excluded from the calculation of weighted average shares outstanding 1,063,234 700,929 1,063,234 700,929 Performance-based restricted stock units ("PRSUs") Â Â Â Â Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Â Â Â Â Securities outstanding excluded from the calculation of weighted average shares outstanding 228,209 228,209 228,209 228,209 Common Stock Warrants Â Â Â Â Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Â Â Â Â Securities outstanding excluded from the calculation of weighted average shares outstanding 5,099 5,099 5,099 5,099 X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=nerv_PerformanceBasedRestrictedStockUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 32 R26.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Sale of Future Royalties - Additional Information (Details) - USD ($) 1 Months Ended Jan. 19, 2021 Jan. 31, 2021 Jun. 30, 2024 Sale Of Future Royalties [Line Items] Â Â Â Liability related to the sale of future royalties $ 60,000,000 Â $ 86,579,046 Annual interest rate on interest expense 10.50% Â 10.97% Seltorexant | Royalty Pharma Â Â Â Sale Of Future Royalties [Line Items] Â Â Â Upfront payment for royalty interest sold $ 60,000,000 $ 60,000,000 Â Additional milestone payments $ 95,000,000 Â Â X - DefinitionAnnual interest rate on interest expense. + ReferencesNo definition available. + Details Name: nerv_AnnualInterestRateOnInterestExpense Namespace Prefix: nerv_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionLiability related to the sale of future royalties. + ReferencesNo definition available. + Details Name: nerv_LiabilityRelatedToTheSaleOfFutureRoyalties Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPotential Milestone Payments + ReferencesNo definition available. + Details Name: nerv_PotentialMilestonePayments Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSale of future royalties. + ReferencesNo definition available. + Details Name: nerv_SaleOfFutureRoyaltiesLineItems Namespace Prefix: nerv_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionUpfront payment. + ReferencesNo definition available. + Details Name: nerv_UpfrontPayment Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_ProductOrServiceAxis=nerv_SeltorexantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_CounterpartyNameAxis=nerv_RoyaltyPharmaMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 33 R27.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Sale of Future Royalties - Summary of Activity of the Royalty Obligation (Details) - USD ($) 6 Months Ended 41 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jan. 19, 2021 Sale Of Future Royalties [Abstract] Â Â Â Â Upfront payment from the sale of future royalties Â Â $ 60,000,000 Â Non-cash interest expense associated with the sale of future royalties $ 4,562,223 $ 4,007,884 26,579,046 Â Liability related to the sale of future royalties $ 86,579,046 Â $ 86,579,046 $ 60,000,000 X - DefinitionLiability related to the sale of future royalties. + ReferencesNo definition available. + Details Name: nerv_LiabilityRelatedToTheSaleOfFutureRoyalties Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of non-cash interest expense associated with the sale of future royalties. + ReferencesNo definition available. + Details Name: nerv_NonCashInterestExpenseForSaleOfFutureRoyalties Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionSale of future royalties. + ReferencesNo definition available. + Details Name: nerv_SaleOfFutureRoyaltiesAbstract Namespace Prefix: nerv_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionUpfront payment paid. + ReferencesNo definition available. + Details Name: nerv_UpfrontPaymentPaid Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 34 R28.htm IDEA: XBRL DOCUMENT v3.24.2.u1 STOCKHOLDERS' DEFICIT - Private Placement of Common Stock and Warrants - Additional Information (Details) - USD ($) 1 Months Ended 6 Months Ended 12 Months Ended Jun. 30, 2023 Jun. 27, 2023 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Dec. 31, 2023 Class of Warrant or Right [Line Items] Â Â Â Â Â Â Offering expenses Â Â Â Â $ 309,602 Â Net proceeds from issuance of private placement Â Â Â Â $ 19,999,994 Â Private Placement Â Â Â Â Â Â Class of Warrant or Right [Line Items] Â Â Â Â Â Â Shares of common stock to purchase by warrant 575,575 Â 575,575 575,575 575,575 Â Common stock exercise price per share $ 9.99 Â $ 9.99 Â $ 9.99 Â Exercise price of pre-funded warrants Â Â $ 0.01 Â Â Â Private Placement | Investors | Securities Purchase Agreement Â Â Â Â Â Â Class of Warrant or Right [Line Items] Â Â Â Â Â Â Sale of stock issue date Â Jun. 27, 2023 Â Â Â Â Common stock issued and sold Â 1,425,000 Â Â Â Â Purchase price per share Â $ 10 Â Â Â Â Shares of common stock to purchase by warrant Â 575,575 Â Â Â Â Common stock exercise price per share Â $ 9.99 Â Â Â Â Pre-funded warrants exercise price exercisable time description Â The price per pre-funded warrant represents the price of $10.00 per Share sold in the Private Placement, minus the $0.01 per share exercise price of each such pre-funded warrant. The pre-funded warrants are exercisable at any time after their original issuance and will not expire until exercised in full. Â Â Â Â Exercise price of pre-funded warrants Â $ 0.01 Â Â Â Â Notice period to change beneficial ownership limitation Â 61 days Â Â Â Â Maximum beneficial ownership limitation Â 19.99% Â Â Â Â Gross proceeds from issuance of private placement $ 20,000,000 Â Â Â Â Â Offering expenses Â Â Â Â Â $ 400,000 Net proceeds from issuance of private placement Â Â Â Â Â $ 19,600,000 Maximum percentage of common stock affiliates collectively hold Â Â 10.00% Â Â X - DefinitionExercise price of pre-funded warrants. + ReferencesNo definition available. + Details Name: nerv_ExercisePriceOfPreFundedWarrants Namespace Prefix: nerv_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionGross proceeds from issuance of private placement. + ReferencesNo definition available. + Details Name:

nerv_GrossProceedsFromIssuanceOfPrivatePlacement Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionMaximum beneficial ownership limitation. + ReferencesNo definition available. + Details Name: nerv_MaximumBeneficialOwnershipLimitation Namespace Prefix: nerv_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionMaximum percentage of common stock affiliates collectively hold. + ReferencesNo definition available. + Details Name: nerv_MaximumPercentageOfCommonStockAffiliatesCollectivelyHold Namespace Prefix: nerv_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionNotice period to change beneficial ownership limitation. + ReferencesNo definition available. + Details Name: nerv_NoticePeriodToChangeBeneficialOwnershipLimitation Namespace Prefix: nerv_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionPre-funded warrants exercise price exercisable time description. + ReferencesNo definition available. + Details Name: nerv_PreFundedWarrantsExercisePriceExercisableTimeDescription Namespace Prefix: nerv_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe cash outflow for cost incurred directly with the issuance of an equity security. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfStockIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow associated with the amount received from entity's raising of capital via private rather than public placement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfPrivatePlacement Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionDate the subsidiary or equity investee issued or sold stock, in YYYY-MM-DD format. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockTransactionDate Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionPer share or per unit amount of equity securities issued. + ReferencesNo definition available. + Details Name: us-gaap_SharesIssuedPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481004/946-505-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479886/946-10-S99-3Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=us-gaap_PrivatePlacementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_InvestorMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=nerv_SecuritiesPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 35 R29.htm IDEA: XBRL DOCUMENT v3.24.2.u1 STOCKHOLDERS' DEFICIT - At-the-Market Equity Offering Program - Additional Information (Details) - USD ($) 3 Months Ended 6 Months Ended Jun. 30, 2023 Jun. 30, 2024 Class Of Warrant Or Right [Line Items] Â Â Sales of common stock, value $ 19,999,994 Â Sales Agreement Â Class Of Warrant Or Right [Line Items] Â Â Sale of stock issue date Â Sep. 30, 2022 Eligible for sale of equity Â 22,600,000 Common Stock Â Â Class Of Warrant Or Right [Line Items] Â Â Sales of common stock, value $ 142 Â Common stock issued and sold 1,425,000 Â Common Stock | Sales Agreement Â Â Class Of Warrant Or Right [Line Items] Â Â Common stock issued and sold Â 0 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAggregate number of common shares reserved for future issuance. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.29) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockCapitalSharesReservedForFutureIssuance Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionDate the subsidiary or equity investee issued or sold stock, in YYYY-MM-DD format. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockTransactionDate Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481004/946-505-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479886/946-10-S99-3Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480767/946-205-45-4Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481004/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_TypeOfArrangementAxis=nerv_SalesAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 36 R30.htm IDEA: XBRL DOCUMENT v3.24.2.u1 STOCKHOLDERS' DEFICIT - Term Loan Warrants - Additional Information (Details) Jan. 15, 2016 USD ($) Tranche $ / shares shares Warrant Â Class Of Warrant Or Right [Line Items] Â Expiration anniversary date of issuance 10 years Term Loan | Term A Loans Â Class Of Warrant Or Right [Line Items] Â Shares of common stock to purchase by warrant | shares 5,099 Common stock exercise price per share | $ / shares $ 44.13 Loan and Security Agreement | Term Loan Â Class Of Warrant Or Right [Line Items] Â Aggregate principal amount | $ $ 15,000,000 Number of tranches | Tranche 2 X - DefinitionExpiration anniversary date of issuance. + ReferencesNo definition available. + Details Name: nerv_ExpirationAnniversaryDateOfIssuance Namespace Prefix: nerv_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionNumber of tranches. + ReferencesNo definition available. + Details Name: nerv_NumberOfTranches Namespace Prefix: nerv_ Data Type: xbrli:integerItemType Balance Type: na Period Type: instant X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_ClassOfWarrantOrRightLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionMaximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.19(b),22(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_StatementEquityComponentsAxis=nerv_WarrantsNotSettleableCashMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_NotesPayableToBanksMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=nerv_TermALoansMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=nerv_LoanAndSecurityAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 37 R31.htm IDEA: XBRL DOCUMENT v3.24.2.u1 STOCK AWARD PLAN AND STOCK-BASED COMPENSATION - Additional Information (Details) - USD ($) 3 Months Ended 6 Months Ended Apr. 28, 2023 Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Dec. 31, 2023 Aug. 06, 2021 Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Â Â Â Common stock, shares issued Â 6,993,406 Â 6,993,406 Â 6,993,406 Â Fair value of common stock on grant date (in dollars per share) Â Â Â $ 8.25 Â Â Â Dividend yield (as a percent) Â Â Â 0.00% Â Â Â Non-cash compensation expense Â $ 329,318 $ 608,915 $ 768,167 $ 985,374 Â Â Employee Stock Option Â Â Â Â Â Â Â Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Â Â Â Total unrecognized compensation costs Â $ 2,600,000 Â $ 2,600,000 Â Â Â Weighted-average period over which unrecognized compensation costs is expected to be recognized Â Â Â 2 years 8 months 12 days Â Â Â Performance-based Restricted Stock Units Â Â Â Â Â Â Â Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Â Â Â Vesting percentage 50.00% Â Â Â Â Â Â Vesting period of PRSUs after acceptance 5 years Â Â Â Â Â Â PRSU'S vested Â 228,213 Â 228,213 Â Â Â PRSU'S outstanding Â 228,209 Â 228,209 Â Â Â PRSU'S cancelled Â Â Â 20,218 Â Â Â Non-cash compensation expense Â Â Â $ 200,000 Â Â Â Incremental Non-cash Compensation Cost Â Â Â 50.00% Â Â Â Option Exchange Program [Member] Â Â Â Â Â Â Â Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Â Â Â Common stock, shares issued Â Â Â Â Â 953,980 Common stock exchanged for PRSUs Â Â Â Â Â Â 476,640 X - DefinitionCommon Stock Exchanged For P R S U S + ReferencesNo definition available. + Details Name: nerv_CommonStockExchangedForPRSUS Namespace Prefix: nerv_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIncremental Non-cash Compensation Cost + ReferencesNo definition available. + Details Name: nerv_IncrementalNonCashCompensationCost Namespace Prefix: nerv_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAmount of cost not yet recognized for nonvested award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionPeriod over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org//1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average grant-date fair value of options granted during the reporting period as calculated by applying the disclosed option pricing methodology. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of fully vested and expected to vest options outstanding that can be converted into shares under option plan. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionPercentage of vesting of award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRightsPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=nerv_PerformanceBasedRestrictedStockUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=nerv_OptionExchangeProgramMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 38 R32.htm IDEA: XBRL DOCUMENT v3.24.2.u1 STOCK AWARD PLAN AND STOCK-BASED COMPENSATION - Stock Option Activity for Employees and Non-Employees (Details) - Employees and Non-Employees Stock Option - USD ($) $ / shares in Units, $ in Thousands 6 Months Ended 12 Months Ended Jun. 30, 2024 Dec. 31, 2023 Shares Issuable Pursuant to Stock Options Â Â Outstanding at the beginning of period (in shares) 1,157,229 Â Cancelled/Forfeited (in shares) (87,500) Â Expired (in shares) (6,495) Â Outstanding at the end of the period (in shares) 1,063,234 1,157,229 Exercisable at the end of the period (in shares) 439,573 Â Available for future grant (in shares) 456,361 Â Weighted-Average Exercise Price Â Â Outstanding at the beginning of period (in dollars per share) $ 11.36 Â Forfeited (in dollars per share) 8.33 Â Expired (in dollars per share) 48 Â Outstanding at the end of the period (in dollars per share) 11.39 $ 11.36 Exercisable at the end of the period (in dollars per share) $ 19.4 Â Weighted-Average Remaining Contractual Term Outstanding (Years) 8 years 1 month 6 days 8 years 6 months Weighted-Average Remaining Contractual Term Exercisable (Years) 6 years 10 months 24 days Â Total Intrinsic Value Outstanding at the begining of period $ 745 Â Total Intrinsic Value Outstanding at the end of period 17 $ 745 Total Intrinsic Value Exercisable $ 6 Â X - DefinitionShare-based compensation arrangement by share-based payment award, options, expired in period. + ReferencesNo definition available. + Details Name: nerv_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpiredInPeriod Namespace Prefix: nerv_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionShare-based compensation arrangements by share-based payment award, options, expired in period, weighted average exercise price. + ReferencesNo definition available. + Details Name: nerv_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpiredInPeriodWeightedAverageExercisePrice Namespace Prefix: nerv_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe difference between the maximum number of shares (or other type of equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI

https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePriceRollforward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of difference between fair value of the underlying shares reserved for issuance and exercise price of vested portions of options outstanding and currently exercisable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted average remaining contractual term for vested portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=nerv_EmployeesAndNonEmployeesStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 39 R33.htm IDEA: XBRL DOCUMENT v3.24.2.u1 STOCK AWARD PLAN AND STOCK-BASED COMPENSATION - Schedule of Stock-Based Compensation Expense Included in the Company's Consolidated Statements of Operations (Details) - USD ($) 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Stock based compensation expense $ 329,318 $ 608,915 $ 768,167 $ 985,374 Research and Development Â Â Â Â Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Stock based compensation expense 84,109 297,756 276,494 482,483 General and Administrative Â Â Â Â Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Â Â Stock based compensation expense $ 245,209 $ 311,159 $ 491,673 $ 502,891 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 40 R34.htm IDEA: XBRL DOCUMENT v3.24.2.u1 COMMITMENTS AND CONTINGENCIES - Additional Information (Details) - Regus 1 Months Ended Oct. 11, 2022 ftÂ² Jan. 31, 2024 USD ($) Loss Contingencies [Line Items] Â Â Lease rentable square feet | ftÂ² 491 Â Lease description In January 2024, the Company renewed the month-to-month lease agreement commencing on February 1, 2024, with a monthly payment of $8,697. The Company has elected to not recognize the lease agreement on the balance sheet as the term of the agreement is 12 months or less. Â Lease commencement date Â Feb. 01, 2024 Monthly rental rate | $ Â $ 8,697 X - DefinitionLease commencement date. + ReferencesNo definition available. + Details Name: nerv_LeaseCommencementDate Namespace Prefix: nerv_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionLease description. + ReferencesNo definition available. + Details Name: nerv_LeaseDescription Namespace Prefix: nerv_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionMonthly rental rate. + ReferencesNo definition available. + Details Name: nerv_MonthlyRentalRate Namespace Prefix: nerv_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: instant X - DefinitionArea of a real estate property. + ReferencesNo definition available. + Details Name: us-gaap_AreaOfRealEstateProperty Namespace Prefix: us-gaap_ Data Type: dtr-types:areaItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 460 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482425/460-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483076/450-20-50-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483076/450-20-50-4Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483076/450-20-50-4Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483076/450-20-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483076/450-20-50-9 + Details Name: us-gaap_LossContingenciesLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_RelatedPartyTransactionAxis=nerv_RegusMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 41 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx
M4$L#!!0 ("0X!ED'04UB@0 +$ 0 9&]C4']O<',O87!P+GAM M;$V./0L*,!$_\IQO;=!P4)B0-!2L+(/>QLOD8&#1D^OCG!CVX;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P4 M " D. 99TN?-^N\ K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M3L,P#=?!>7>&/%#?#'$4%UXW&7""YD-F\!XMbqaIPc)%ao0-DQZ5!A*]6pp!T8Y[8aJD%TPWwMl6*FM3[l2l)(6!
!47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " D. 99TN?-^N\ K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M3L,P#&(=?!>7>&/%#?"V@GD)"8!(.(6)=X6K?
FCQ*C=V|.6K1."!^ 8^Y?/ MGR4W.@H=KZD#&1Q7S3N]9GH>.:'8BB .'@$[EFC MVB/4G^_(2FC2,(+.),9+(Q6NB$BD(ZXV>\?$SM1/,:, 6'7K*4)45,#E. MC*>^;> *&&&$R>7O
IJ9.%7_Q$X=8.=DG^V_\QNO[PNPJ[8.S. M_F/CBZ!LX-==R]02P,$% @)#@&69E&UL[5I;<]HX%'[OK]X9_9M"\8V@.:T$W-I=MNTF83M M3A^%$5B-'EDD81_OTV23;J;;2)[0LZ?O.14?
GZ#AY\^XN8NB&B)3R M> +]O6N[!3+ MUES@6QHO(];JM-O=5H1I*$81U4:C$$$]*GU2$(^[]Q.R$@@#0&F@C/MQ.N6%#8&Y#1:;[MQT ~~ZIM:)5HQI0G^'^W&#ZRTVT9P[: $ %0%%QJCmD1sA3GJL"8VFQ;CXDLR
\YOI^1.6HCA5,+$P&IG/U9K MQ]'22(""R7V4!;I)]J/3%0@R#3LZG5C.=GSVQ.V?C,K:=#1M&N#C\7@XMLO2 MBW A(5M>5 TR M6'!VULS2 Y9>*?
IUE!K9';O=05SP6.XYB1'^QL4$UFG2&98T1G*=D 4. #?$ MT4Q0?*]!MHK@PI+27)#6SRFU4!H(FLB!]4>"(<7K;YH] M5Z%82=J$^!!&&N*<<^9ST6S[!Z5&T?95O-RCEU@5 9<8WS2J-2S%UGB5P/&M MG#P=$Q+-E L&08:7)"82J3E^34@3_BNEVOZKR2.FJW"$2M"/F(9 M-AIRM1:!MG&IA&!:$L;1>$[2M!'\6:PUDSY@R.S-D77.UI$.$9)>-T(^8LZ+ MD!&_'H8X2IKMHG%8!/V>7L-
)P>B"RV;]N'Z&U3-L+([W1]072N/)J< Z3(T M!Z..60F]A9GJZJ'-#ZH'C(*!?&Y'C[E>G@*-Y;&O%"N@GL!_]'-\K^(+ M.7\E[[GT/:'2MSAD6R4)RU3393* M$IY"&V[I4 5*E=?
EK[DHN#Q;Y.FOH70^_Y/%6_GM,T.J%$U"M"M-2D&_#^>G%>!KB=D$N7V85VWGV-'1^^?7!."[$R6<>\(J(A[J&&F,_# M0X=Y>U^89Y7&4#4;6RL)"Q&MV"XU_$L%D.!D8^V"@!X=*$UM?R>XH9 7 RN0 MHGQ,C$7H<.>77%_CT9=CVZ9EM6ZO*7*G9;2)2.)IF!-GJ\K>9;'!51W/55OR ML+YJ/,053L_6:W(GPP13A8&DACE!>F2J/F2J1&.F(:>@J:E%J5!G%!-HEG RN0 MHGQ,C$7H<.>77%_CT9=CVZ9EM6ZO*7*G9;2)2.)IF!-GJ\K>9;'!51W/55OR
M%W+C[^^3:G>,U_HL_@6V$5#)DU1?*0XGJ/3-R0])A4)? .NVB8+.J(?GH%^!
!47BK9.7:=N')=HI6-Y
!47BK9.7:=N')=HI6-Y
-2K6J5D*Q$_ M2P=\'Y(&8XQ;]#1?CQ1BK::QK<;:,0QY@%CS#*%F.-'19H:,]6+K#F-"F]! MU4#E/]O4#6CV#30,9FV-J/D3@H\W/[O#;#'Q([A[8N_ 5!+ P04 M" D. 99J$Y\W-\% 5'P & 'AL+W=O M_6Q((#V9?Q"Z/$DP\L/"_^&\8W'R5*R/R_^,[F^3H5+3G6JJJ/W#)!/\&\"
Q7%*K55>>B@*T*Z(Q#+Q&BN])Q@@@#'-J6!0 O W 5[=%_Q=@)^#%^#%CG+6Z(M(N.1>TKXQ2E:BeB:WQ+B(5E1%X&4HMN+KC2@M'TX.N$GN15_5)9'LYE6(Q]QLS^X\KNS9,&O%ZNM_AQ6C!D>)?Q9F-0&&VHl -I9e5.5G5Fr2gB
KQ&]NH4%:R=..*XM:.5YO$:F9[;2 MZRH0@Y:IQSN%V_$J8A'R*@(e6"4@%i(TX!h+Q%D!-Wlua,*)+*&+c2e*2jS6+^E$i.bBvAL
%^\!&@
M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8^V"@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77%_CT9=CVZ9EM6ZO*7*G9;2)2.<)IF!-GJ\K>9;'!51W/55OR
ML+YJ/;053L_6:W(GPP13A8&DACE!>F2J/F2J1&.F(:>@J:E%J5!G%!-HEG
M%W+C[^^3:G>,U_HL_@6V$5#)DU1?*0XGJ/3-R0])A4)? .NVB8+.J(?GH%^!
-2K6J5D*Q$_ M2P=\'Y(&8XQ;]#1?CQ1BK::QK<;:,0QY@%CS#*%F.-'19H:,]6+K#F-"F]! MU4#E/]O4#6CV#30,9FV-J/D3@H\W/[O#;#'Q([A[8N_ 5!+ P04 M " D. 99J$Y\W-\% 5'P & 'AL+W=O
M_6Q((#V9?Q"Z/$DP\L/"_^&\8W'R5*R/R_^,[F^3H5+3G6JJJ/W#)!/\&\"

M/K;T0YCXH3=4O6B\16JVS.QC^%Z..D6+[(HVTU\(K.R,Y:B:TF)5$(;K=X-E M_=4J@L/],(.EF?'LF-;[(^\$)[(+SMMV"Y?N=[/TWL"I9V(DL[E=XU+-@@3< MZ3,ZYOG/J7IUBI8Z1O=X^T1T]-X\U"W/!
[Y<79I:Q>^8I>]CM:CM4!<>6AZJ@4S%V3 \; JU8<@!\^OX?FB.=39P31G3#]BKJ9> 4JR5)#>^TA%E3?'-IL;R3;U MN<1[]B5;UYP/S\[_ U!+ P04 " D. 998&'^ MWK0* "&&@ &
'AL+W=OJFY*8L,D.R;:M^?H]5:1:W;;& M.SLO=E_(8EU/G6H=W3O_(RR5BN*A,C8<#Y8QUN]V=D*Q5)4,(UL7.Z'V2I:\]3([T_'X8*>2V@Y.COC9M3\Y+",]V#DYJN5"W:KXM;[VN-
MII92Z4C9H9X57\^/!Z>3=^SU:SPN^ M:74?.M>"+)DY]X-NSLOCP9@44D85D21(_+M3'Y0Q) AJ_,PR!^V1M+%[O9;^ MB6V'+3,9U =G_JG+N#P>O!V(4LUE8^*-N_^[RO;LD[S"F>%H-:73!IO)N
M**4V>KS5V!=/+F5LO!)N+JYJY25Y*@AI2W&A?S:ZU'%UM!-Q#JW>*;+, MJTGF]]D'HC/SL9E$!]MJ97F[SQM]U3/ZM&NT.-.A,"[0LG^?SD+T2)__;'-%.FEO^TE44N]"+0MU M/$#-
!.7OU.#DUU\F!^/#9^S8:^W8>T[Z7PS>_Y!Y]>6CF(A??WD[G4P/Q>7I MEZ\W\'75)W%U_?'F],OYU>6M.+T\$Q?G__AZ?G;^Y5]BJQ:?(=;?27&I&N]" MH94M5!B* MAPC$$#/MZJ5$;1:JB?
1<%&F7F#O4CBH%ZIYDENH.\%,#3"+[!\LJY0MC?Z= M%2;M:^]JKU4$-M%UV111%%BM2QE5$-&)"-B+HL8." H LOE<>6T78NY=)0H\ MJ-"!C'(-7J]"5)4H=5" C3 27Z!QZS)F\,@#
(#TZ6EDK7>F@3]UZ:P:DNW8 MZ1HH'S=B:%VVC=7(+F0]V5B89=5"$O)!GZH&G 2A[<:&>QV7 E"O?XG#:+("GA"'3D;BRXI.:"8:" M/3U(R#)DR3@>;@T-VTEN, H!N5&A1EXK<:'@ BB%
(WU)3@]-L10P^8FN(W&K MD?586BA]1TO7D=LF<=B+ZU(&!-Q&;4D/I-Y2PCQML5 6J<):SY+"["M,$-++TZVANI;^A[;!V;8"K7>U$'=VMCYP),X:!@NDVGACH'H@+W)8X&3V-;G:U3BA MX5-
(R>\.L>_#V,(KQ5<]\]=6S1L&Y>X.B.IX;21."5&A.?A+/_GN*?S(O6A2 M[H%C$(E"=&&2I>O*<4,#M(+TA]E7+M(FY&&60?0,E."U: \I<'F MOAXDJU ^@C_BLLQ8@E;!9ED'*1YG>3'75EK*-
^%F1B]RGX%ZV71.(%RGDAY/ M)WVC@C,=%R7-WRSRODD:E.T0>V_ZB64%"_$P1B.,88@K:FI M-5CJ&:NV^> AY,M-MN/H%^)O^^TNO<6)>
(+S7PA98HH%UJGTM"PE[#E0A;3(0EX&&8)VBC5T;+F3:Z MFVR62#B=V_C ;&,&>+(HO#Z $789C49%-LM:1PJL"M@% L)GT0H <^/)0H S M+DAYE\@+KL#
[0E[;=I9"AJ688X0)J=F[#=4)C/+TIZ8'7%A0#Z15M:3U,;J7 M'/^B:*K&<$0P2.A" M WF ,<9)@AK8<0<(TC.LAI *[=\!1"R*D-\:(V+("T%V)WLHG:NKB0*S-E+/]I(*<*2:DFK@V MMY"*9OKNV;GEBM
)$WE&QV3/NG=8]1#%9+I.B-:;B9G&L!T^ !B9-Z7P<30" M^Z,DMM=M12"ZI&_A0D1:RDQJ(\J64ABW:'W0+#6+->E'[\61@3AO8W/+2$/25H1EX7-4Q500W;,!L2RFJV
M:=0!Z#NI46WF$084W"Z_$W_O(!,1W=!7:^]R:+7@201?5V?IE/J?E0K#?N=3&BUV.9C:JKW"MF" M_QLJP).26NB"V"$E>_]<3B^K$F=CJM]E&.M>^ BVR; NH%*0YHV!\OR&1\!6 M
6I57J39"UG]^XJU.!67DN+7XA7%FZA3)JW*!L2%(%H$HIXZC))3QZ1.BJU M9Z)"YYL\':XE)"-RWBE/02R($JR-[!0;J&JO^!*D/?+&,^<_L0K^:DS9!I] M"Z'!S4P6/\A%&&?:<1)C>*+4;$A7C=
(A2(0WB8XE7GDI0RE_B@\Y$I\QP!'] M:(=3@PF>0N4I-C[Y?YA2O--UMX!IJ?+6#5\D(S1T*>)6;$J<<-6KPHZ'MB3' MGPC%E16G0"@#;K2M8:?IG3\&)(ZF;+'*HW-JC1TGW;*IV447%Q\VGT3X?3LJ
MP,=ZONI^$J"C..W63=@ 7='XF;>#HS)_6C->=.)5QN$JG45 HQ)Q#I"8["Q M1 /;4?3;Q6TW2+VYY4FXB*?P+#"C[_9YVK.Z:BKQ6%#F*)OYI09#;V0B(=DQ M%SE);AI$8']_?_QR]NKE]%4:^C&X^)
(+K_V,T295DR?&).?I1Y(\K[@[3:R5 M]V,:\1+"Z#N,*VGSY.U84#W84OKL.]B,MHVH7Z'KSA#*-VWP'7_%S?+T"PWR>J$M?;.<8^MX]&9_D*;I M]4UT-?_2,',QNHHOEPH]U-,"O)\
[M))\0P>T/SV=_!=02P,$% @)#@& M@99HWO$E"0 NA8 !@ !X;"]W;W)K+T[H##?:"EL<56(K4D%=?[Z^^9 MH23;J9/V@/N26"(Y(_/,0YVNG?\<"J*HOE2E?6>#
(L;ZY7@E<#E7E>#J9/!]7VMC!^:F\N_'GIZZ)I;%TXU5HJDK[S065 M;GTV.!YT+V[-JHC\8GQ^6NL5S2E^K&\\GL:]E-Q49(-Q5GE:G@UFQR\OGO%^ MV? /0^NP\UNQ)POG/O/#57XVF+!!5%
(668+&OWNZI+)D03#CCU;FH%?)!W=_ M=]+?BN_P9:$#7;KRGR:/Q=G@Q4#EM-1-&6_=^C=J_?F%Y66N#/)7K=/>D^E M94V(KFH/PX+*V/1??VGCL'/@Q>21]/VP%3L3HK$RM-*DQD*I^,
();QUG+4" M+Y+ Z2,"GZOWSL8BJ#H]/1-[)(_(.>*G^/5N$Z%$A_SGD<)+W[+ \[IJ7H=89G0W0%H'\0W.?_SA M^/GDU1/6/NNM??:4]//YU;OKJ[=7E[/K.S6[O/SP\?KNZOJ=NOGP^]7EU9OY M(7.?
%GC]X>Z-FJH??W@Q/9Z^4M^0KRYT,$&YI1+?;-322W<%*6,C>5.IS"'1 M-E#.OP(BFNN(AZ6QVF9&ERK@$*&/8U"%OB>U(+(LKM8>^PQW9N9\CMV$XH^% M/+<9JKV!D+I$CE9DR>NRW/
ZU3&=C;#DHS7\-&<]8NNL@F695C^QE]/)JW>S MV8WV'[ULP*0];;#".=%D;:YR/+T1V-\:RY$\LY98TWD0N%M[WYDA7:KDA= MNJHR0>"ITS1_<]DK.N#9+:V:,H5P?
O2OH;IM2E(OCB8G(SB1DXA MRLA'P*JR+K:JMT$U-@$RBXJ%C@K!Q$:\X@BU7N3BK+:VP8F#"4'?(Q\[.<1^ M5YF(>([450]OJXUE-6TTX'6M[48*Z-=7 6!D@=XL;BCK[+/LX+ >5@J 8+]@
MJM+Y)X!<>O\3%Y)D@\H0U(KR8%N'9,0>$Z&YRU6Q\;3S\I21B%@HJCHNC)5 M2VT\ L$&;6VH73!I%HA<(OUR#)LTQ\ Y[**N>E>EFFER:>$G2C4IW"NNQG;G_A<,XE"ECH)F3W
T%*XI<_:7:0WW+:1\ M:FSB#=*XNT9^6T47+0Y4FXNO P%@*YM\BV(/^VJ68GK*5@"+,0=3PY^CN4 MECC7&P0D75:^(;8#I-*1]!9F=JA]I[?RV)ZV1#WMCQUZ)I\'K=>$ /4=N M;2$L-(M@I"
[8#A4H#>J0%N'9)C3?A!^#WGRFYO97(6:*84%;:NUOB.=&PNXV71D>- MN%+FS8+8@9SN<4.H&4Y39 F,85)#O&CQ[?&O UN0NQ,EG>5H!=[?MOA^%CDT\88+7!I,^ MT[6)NASMEJ/B 0?!P.
<"8&D=!P*,A@NH[%* ./61;;5YZL8YCN@0&B]P+&5Z MR!B>E-JC"%,X)?SL$(%(+_@^L]X5##F;W9L,']RC[U.![K ["[+N\Z\CHL$ MS*=M5T9<[-KA* %
(*!)V6VZGZCS=_V.]_0%B,BLJ93_7]5V^\LQ(9-)2'P3 [,<#6ZIQJ1GEL M:&J7T)PYCK$-0R& SF2I&[E*J*I+MZ&6T3$$HZEU-YE2RW51A:^1KZ]X9,I: M\EV6AP+>P\BX
6T,,KH9!2HQ^DXZA&#.X)ZG?FY'S;HP.(JEAKM9PDT>?89PH%CD.L;*F'",0-N0-R/<6>*3 MBJ)+4KKF,IG9U!)MWVZ7RPD#>8G"!UARQ89^E7%W%ZEV@NP?Z&O)>$CX6)(M^?
(LHRIKJ16TP!G#',;GH:.AV_C]14U&QZK",!"KHB(-_Q_>FZ0$OF:W'(%, M&GCW,N^L8Q:6RO&ME!V N +_Q]B+J^?.,"!P7V[21R!C7W;E\3.5YTYT#07 MERX<_B6LPE&=._EJT)
[M^6O/DP(N.RGF)$C&UR)NC?V@+\ T,?O"=K :+&1I M.(C/?+$2,Q.=8RJWX19-^H=/>"B3E_<+K]7]'A[Y1C7>^)Z(C5_+5M"WYJ&FQ?]M_F)VE[Y';[>FK[GOM5VA$8,@2
M1R>C7W\9H$/D2VEZB*Z6KY,+%Z.KY&>!6QAYWH#UI<,(;!]80?^Y^OR_4$L# M!!0 ("0X!EFRY&E8_0('L& 8 >&PO=V]R:W-
H965T&ULI55=;YLP%'W/K[ABTYY0^8:D2R(E;:9EZMHH[3ZD:0:\.7 *:P?:^##>,?Y#%(@2GBI:BXE52-E<.HY("ZR(N& -
MUFHE9[PB4DWYUA$-1Y(94$4=WW5CIR)E;4W')K;BTS%K2)2UK7'$0;541_CQ' MRG83R[,.@76Y+:0..--Q0[9XC_)3L^)JYO0L65EA+4I6 \=\8LV\RWFH\TW" MYQ)WXF@,NI,-8S_T9)E-+%<+0HJIU
Q$O1[Q"BG51$K&SSVGU9?4P./Q@?V= MZ5WULB$"KQC]4F:RF%A#"S+,24OEFNW>X[Z?2/.EC KSA%V7&XPL2%LA6;4' M*P5567=O\K3?AR/ T'T!X.\!OM'=%3(JKXDDTS%G.^
Z6['I@6G5H)6XLM:' M$=I[(7Z!Z%S_RSAA[:^@,"UP7?]\ Q?T#<>&+[@ M!;X5>28;NF_8[*A K[--D]R]:EV]5RQQB>9M37YU(T),6)I>Z'0/Z(UO3- M*R]VWY[1&_9ZPW/L_W%09WE/J[Z]>UA
&]>#7W/?PNSJZOUI\4U++ZN%K?W MBWN8W5[#W6@UB!G5#E# M66\O!^J,L3CN,84JXT"!YZ)!;UTD=X6ACB#^5I33*2B%/*X'/E;R6OP M[%$9VQ8W0I(_,0.7!^BD6LG M\6BPXBQ'H?
V)4,A1U0F&GITD$7AQ;,?A(8KM,'+_X3ZQ76G+ MN>[K>-M>0V '262[L6?:B0(U'B5PZMMRC@RA0KXUMJ=WOJUEYPU]M'?666&=UW42RQMC+ADEE5F98J+\#&PO=V]R:W-H
M965T)$\JS7NC[PU[.A.Q,3MS< M5$].5&DS(?E4@RGSG.G'$5;4W&G0@+HU5>2V,#'(AJW_V4/MA0V#DOR 0U@*AXUTI37D@?;DN?AJX!_ ME+
(+D>]!Z(?]5_"BUNC(X44OX%TR+85<;AK]]]G<6(TY\L\N>RNX_FXXJILC M4[^8GW:P; S7][PS^? N&/K'KY#MMV3[KZ'_QPB]BKF;\7?-W27TX<.[41B$ MQW!]>0??;F8SF%
[>PNS+V>TEW'R&BYNKJYMKF-W=7/P)GT166]Y 1O0*I&<< M/6' IAP,RSDP0T4CXJ=[L)T RS*:$2K!%:(A"8Q5TGRQP,(U9&NA+"X)W/X(M":G$.@9A>6Y@Q1&+X>)!N[#$AW00Z*."R4=GT.&Q
8F>)!I=.-]%"6G'*.$L MFI.F>Y%@EK1B-$FP*U?IQ/2>:VQ<(,M\CBC(U YSG5'T/Q 6R&QC)):!X4 M66G6)FVN;0N1ATA=Y:$N3-\6$3+.R@0)U&H+:GP&_9,TS$JL2)T]DN3M[+OQ M8%Y:4!
(=:U7E]@?2@D-&#RYT!>IZ,#JH\7(7ODK LN14DI&'FY")E'6K70F; M.K2I%O?,XG^&N983\$<,+S9-S,?$\4*VL19S?$.(:S01AEZ5U:G*D*NIHP>? M4"@6=M_;#"U2,F6-9'
_I=='!@HQ,8,6TQLPP:!+7L3!LGM5IAV?!+Q.+0]6J8A3MU8P MD33.;JPH"^==4S+Y*GC%I;;G-[@(HN)W_6!-I39GQV8]@4U7U=E>AP$P'XBJ M%534%#@%4EF4* 2AGE55JSE=!"B]GB?
<2RRKVD/CFP!)A0<=YCEFE!$HSEQ2 MH9U/C?'>B-U3[9BOM>]V9XKK)HU67-@L-"*&65 H4^DAO)AE<9FU])[T$^;V
MN2)ISJ[*^PN5X5W(D7(V&XZZ$;\NFJH)M:A5^W0NWJUNB=FFU77$CO;N4LWY MUEF\9C,3#[M7]HBGJVIH1WO730M\#Q]AY(51Y/5'A[#OWH=>, X]/QK6[\'0 M&_FA%X[#9B+R@F'H]?LCV-
_[\;1[OMTSX= ;#$?>>!0 1CL($"W:FNN'R&'@ MKVFNG?,4UK63X'B'5QW3KC]N2'>#AG_8#=?#?H3#[2@:'I=:6$%6;+#&BMD*
MOM/F')NB[3#G>$SQ!]>Q$UAHE>_*J6>'3>.N346F;M75F8G]_#>R4QAW;C8- M_?_,EHNM.-:'4.#YPP@SIP^'ON^-P_'SF3V\X;C/#.R"!W353K"?X*U,Q.2 MIJ(%%DL88A)BJ%[XWV;0EO? \
[$K/W_NNJ3U-J[4.==+]^% %X12VNIVWBG0 QE?H*C?/<1/ 5U]+%0O5A7N@CY7%J_[;ICB]Q77 MM '7%PK/Q?J%%+1?;)-_ 5!+ P04 " D. 99&R6[U0) /& &0 M 'AL+W=OP"0S0;-(=H)YM"B*?J
EVN(N)6I):CS>7]]S28J6;(^;;3\DL27R\C[. M.??2.5]]\YLMA'#LN525O1@4SM7OQV.;%:+D=J1K4>'-7)N2.WPUB[&MC>"Y MWU2J\70R.1F77%:#RW/_]NY/->-4[(2WPRS35ERL_H@E%Y># X&[8,
[N2@< M/1A?GM=\(>Z%>ZR_&7P;)RNY+$5EI:Z8$?.+P=7!^P]'M-XO^+L42]OYS"B2 MF=:_T9?/^<5@0@X))3)'%CC^>1(?A5)D"&[\'FT.TI&TL?NYM?]QXY89MR* MCUK]0^:NN!B\';!_DW$>
([)7J:5]7^S95A[>#)@66.=+N-F>%#* M*OS+GV,>.AO>3E[8,(T;IM[O<)#W\IH[?GEN])(96@UK],&'ZQ@*.[&"=UHRS:.E#L#1]P=
()^ZHK5UAV M4^4B[^\?PZODVK1U[<-TK\&?FVK$#B=#-IU,C_;8.TRA'GI[A_M^O=T.E?WK M:F!= 3[^O2OJ8/1HMU'BS'M;\TQ<#$ **\R3&%S^^,/!R>1LC\M'R>6C?=;_M5'7V6MKMYR^W#S?
LF/WXP]OIP?2,W5]]N6&WG]BGQX?'NQMV=_O/JR\GV_N MV4,AV$==UKQ:L8+G#!:>I&ZL6K%,O\G%$[A=BYR!;$X;\S,&(@VXX4-I14+*RNJPD9[FTVN3],%[EC.>_-I6G:G_UU^OK$;MNC*P6 M!
C PG6\$L_"9-+"!^DL,T1%YC33-?8V?C^M_E5+&(O^>L-\883PGW;Z.P]Y M[^Z J6Z8<'G(N&4<"F6A!'VWEGB#3=(I> 9_P%:2(V82]F3E-Y0R?V,1&LJ= MRP7% ,6JM:/-7+5^6,#!;GH
U5,Y1.0K4P8!R?&QUQFG'3/#D-HE885@[,, MF\N*5QG9U3,E%V$%N1?#'[';BCXW4&EV\,X3\& CWY43AK)=81NO-O,8@+IB MWPH.Y61-
1=5=%C+;>L6SWQM)ECK6/1Y/SVQ,TXI.P6G6483=T*E,.+RIYP;2 MPVJ^:DOTFIU,D%2EO/(#5DW-HJ=Y+BE@1/^:O3M.BV0WWWB(XW0E6IMV1"2P
M8L<;QE&9#.>C?'1Z4^M04YX5$L!I76I+DX&:J(T: C&+1G%$L_(N9KHL"<7= M\ZV/L1OS;)50ZJ-?,>V+6G/C,^6/QK%8Z@KNTF+84+9K:<0>?5D\+X4I;?P'M9#R
WQ459/6L5(L6JCQ+31B$PWQI)QY,"ZGF4CD 6R M@PK1\Y39O $%C2[7P+R"#TU6]#WC=:UDA% N9LZ?!D=]VU\T,@?:103AU?U" M=G0*];BFA4.?>%H._0D&_BN8B.M*\IE4TD7?
[EIMXV"'0F[YOE/!.KIY*S- MS6UBGG]QQ&3)5:N/D'[#=I#HE(I3"%3IG^BF^P#-9>D>4G(NM M2GY/K3F.39GW6=^H8PPQ9GT(9S+5Y+YNWC7IJ?,=^5L"BCZ/*<(4EWC&M$DP
M05GVT7'H65=IJC6>\1G2#O\V/'Z9#6=$E/Z\&W3& "]%I9 \Z M)TGUFKCR#QYF3? @-0^4)2H5P85;#1Q_7@L1)1):01#T./4"N@G37E,A@-"& M)DG@JH,TH%F@>^9M]-$-
Y+O2U9N,VR+IJ]',-,+3:FV ,FM$*1W!J4N_[0P' MQV9<><\CIK8AGC MYG/A>[M:^<+)#H2[P%U/%4%3*L)U%I"1.LU/M#+2ZJI] MVK*IU\]]OL.(@1R013 ?!08$$
8_'PQ@GX%)&6Y[5LZD2_02SN@"%:; *"> M$JS6#-M&Z\Y,7*TIW,%,R\4>LS:8-_R_>UY$FK*:I=4\G]40#_<)<9SNTWZ M'6H&'*)?D,:\H&M7M%UDS5:1TA"1JN,W2QLKM'5ZF-
;"Y'S!%5\P234V6"B M,;0=HY]E";83G@\FHV/V%\\EO,3E1:3+RP:!U^'Y8/].Z:P' MBB<%2(I&W;77IKG%;MN)T'T?8+ 8CSH*_$-/8(9MS:=@35Z1J5=V0R&)" MX29)/(ZAC[&0$=^4OLR7*J*97N_
DI=?B01DKM_*VOS[!:U0Q Y.2$FH2!02 M1NI\U+N5^'WA!:DXI;9^QQK/- J0Y,>FMRD"1 VC MU8C=4Y7:T;,$(X9LACMB:T4AQJ!G0R15\97UZ4T#0^H4+T*_=&>]/M$\WZ&
MVB\H?]8A&R"65XH,!P];2AB=-UE[.:*6OC!N [/ 9$2US)R/UR$X5B8_H.C M0X8;^0*]0?=.4A>8 D]0)10;Z2;4Y6"8C6-2Q$,00Y+";B0-ADY#
MF@\>:^OEV3H<%RZ0=K3V*33N6FZOO=N#Y2+H0:]:' MP2;)-M0H]]5/%R!'T?W(Y;CHLW->NQ^O+]>3P:%5*%7^)%:K7Q)=EZM(P-;
MTUD#_.+F3"M]VCV;8=NC.SR*6:1949JL*:G6F8AI;3$6##GPC(*W@D:4CS$C MOF6O8@J1RQ:L@:+KPK3DMUWV^^TS>+(YXX7^NU,;X(-2>NE5W@_2MM!+&Z^P M$!LJ^,NCG94T^H4?
=\!U'M!+#^LPJ11&-XNBWQ#?O^I]??6X<6GPTK%WFJ#) M9SB9^#^O?FD'V^U[A+4:@SFAQ@^$>VU.3X;'I^^&DZ.35U_^]'CSFKU-V]FN MG_[&G1]I<5U8^)^B?5DK%WZO34_3K]U7X4?>]?
+P4_E7;A;4YY688*[H\ M"+]YM5^+&UL MI5EK<]LV%%OTKM.C.RK)?M)'[,V([3N.O6GCC@%ZQM%9V"T66 N DO7O M]]JP+DJ(<24UG/\212.^[[D[T/G2NF>?
*A7$2V9R?]%)0R@^'!WY)%69]#U; MJ!QO9M9E,N"KFQ_YPBDYY9V1.KV^R'F=1YY_*B$+[-, MNM6U,G9YT1ETZ@=?]#P-].#H\KR0<_6DPK^*1X=O1XV4J3*Q]IB]WTXM.GPQ21B6!)$C\MU
WRA@2!#/^K&1V M&I6TL?VYEOZ)?80H.;S7VA&5 M6ZC.Y4_#$[Z9WML'C?KJ[N?LJ'IU>2,3DT< GM%X0=B9N;:)A?]@:(?.I^$,Z M)_/@Q4,N"UJO?*Q77M4K>]#$!QU*ZG1IT.L) M%.O
RA<*7>3\AH:[FDMK4LV^1)N"1B[3'62;OC"AD[IG?:?+%8(NA)[2N M0B%\+6H EDT@6QK_R,;C4\"BU$0QO4S6D)XC_HCH?'WV7Z_+WPJ466;H>)' MS7XL;UE=I=>+)?;0QQ0&,K".RQ-
6,T;>CWH*103K#4+CMYH&$2?#)E;1, M3A'7&.7*'#QLRT;GO?]]Z_9W._ M5=@37]-Z[?85F"C]D7X1Z4Z[1 M;:N51&'Y$G]V&_UM]%]RY,0H#@F*F \"CE#EY%Z[81U>JXI-52D,D]BG2XU
MZC2W 2(*#4EE'K1I;&/79]4QN]5SR>\. ?;8A9XJO.5<1HED"44 M:&(LE3JU0QO6G4H46.&T!4AS9SV5FDT ^%[,G,UVR&2P&*+E 0'&P-O80;5L MQ*QT-/]D 6DO.HOY)9
8USO(*XL<.T[V"ZBV!P).2_X>_8FS:(E)2A)-21E" M,4D"R<+FE2$M6"ZDGAY";B(+9,%TX:0'1R6)>)JKL'8NPMW[WDECSVYW>S2+ MFPE)2_:.Z4TJ@+8CLV*7!/;XMKPJ)$JDKD@CBV>#D?
BX!/6@IJ!_HU&A\/3 MT=7. MK_=/JTE,3W4.QU!&.Y1N!'-[^,XB:: %+!@^QDGJN?_HZXY13_CCS*H6OPWO M"8TFU4SFY>)+"'>V#\;AVH)62&W8;9W'DW$\I.)S#M,QR08;'?Q9 G5J))\'**!"9,Y*E6
MZU;5T$*D86^CV80!/X],;UM&&T+=I 8/8!T:96N& KW&Q/Y$W= L%H:F'W;D MH*CBQ^\B^P<1-]%OZ#KT32)-4AI9T9 X4*K)0+)D9LLX4#:DI,I\2UNVV4SM MLZ.WF9)2QY286FLF0Y':9'K;.
[\FH345VK"'&,-*A36G1?5?WZV+AD9/E>&Z M=-9E8E@-BIZX"H=0?OBK=,\05ET2/-3C^='9N9-4Z.BD G X@1AL'.X]]N;B M 5-=5#*?"$BNMA]Z\P_VFKI85KQU8$X&_S\].3L?#,5$>FE'W%I8WUT-
WVP?*:^TT/V$8[Z6Z MK/*W:IG.>Q]>L'(J/N& 2Q!+C<#+@3U0(WX'PJF5N);\T9?W5-6VQ<]L2_J MPQ#'CP>L@0'^U8&$:W/:R<#\SA-=T!U3 Y5E0;M I(_;M#XL(0F!2%*J'!Q3
M9%X2^1H<4YH')YN@4:,;'E4&;[\[.>[VU.RY_;AC1B/>X.1B QU?1SG MFFVQE/9= \-U?9\0[X0LGZIY$&TA#?7X15+GY =A= (L];J:Q7SZK^XB;)P[MF.&'*XS4;32U)J>U#='X5LK8?*?
HW$/VU+#>'[Q#?QEBLG'@;?H+^H<"SWGZ MD5,;]RM;NK*W[WJ'7SSO[2[PN$""B-> G?/&U^PKB*- _?KY?'W#TR(N88W M1LVPM=\[/>Y$*E-_";;@>_R)#
<%F_#%5$J5""_!^9FVHOY""YH>=R_\!4$L# M!!0 ("0X!EDM>+!"/0D +\5 9 >&PO=V]R:W-H965T@U)FNI(J2N&A-;%?)2W>G9V*F(F=RF)H#1$(2 M)B3! *1ES:^?[P$D13F*^S
7"03P'M[RO04XWRG]S6R%*-ESEN;FHKJZI, M92X>-#-5EG&]OQ*IVEWT@EXS\5ENMB5-#"_/"[X12U%^*1XTOH8MET1F(C=2 MY4R+]45O$;R_&M%^N^&?
4NQ,9\Q(DY52W^CC8W+1\TD@D8JX) XO?9((NR.&^Z_6=VARXH;<:W2KS(IMQ>]68\E8LVKM/RL=G^(6I\Q M\8M5:NPOV[F]HTF/Q94I55830X),YNZ?J=VZ!#,_)\0A#5!:.5V!UDI;WC)
M+\^UVC%-N\&-!E952PWA9$Y.698:JQ)TY>6R5/$WMMAQG;"'E,-,<+L9/\+ MRB;L6F4 @.%DP_-AB2.)2*28_HA1&WE#1MY MK\)7&?Y9Y0,6^1X+_7#T"K^HU3^R_**?Z_E6M2J/O
]X%:RA=8\WP@[_M=B M94H-[/S[E/*.]^@T;XJGJZ;@L;CH(6",T$^B=_GK+\'$_ "*Y*-6\M%KW/]_MS[W*_K3P=_>/MVS*?OUE%@&;A![9\O+_^.UM\77R^80__6-RQQ=V-F^Q?+9:W M-^SZ_M/#
[=UR\CQ_HY]S-F-B$6V$AK>"R*/E5MAI>3YGO%%%26DICE:9;?? M*UGN017#XALT.J))L(P9#6[5QI3<9S$U)I!#EC,>Q,Q8"_^L?2F]I"O+#$AG?
MV*/=1)5+I$CG!79O^3@/F7K.\?:YB+2C\T6I&HOA&.4J[Q_F&GD,*992Z MG+J[ ]'& <1GG#:GR+'F_9D%M6%?;4H22;S>E0E3_NJQ*6RA.9;]B?/*^0 MCEE0\PJ\8#SUPG&.WK @&$$03-
AN,,9Z.QF>_(S#(20T WC2CL]MGH6-I3JY= MDV735"1#)-*UD,3A+9M-O;'OLW?8.!M$$3@44MN5B3>:C^W":#;P_6-IC_0. M/'\2>6$TJF6=@U5 XVDC$%^EX@71*)I[XVE$V\!:#D<\F U)U&S-
I69//*TLD$S'Y8:I MCA: P+%,.[B/[!".68'P,.3 @7,60 7\J4TN_XM#XTY0X\.4!JA/N8T<9<'S MA" 0R8O#>?GR0 'E"-KJ6:*V"432&Q8.)]@Q:6HA"BQ""":>"Q10QWXE6$>4
MG2RW,F\,A39!0RHH!^BA)$)AV(?QUE[]QE[8*%5"!@H'4[877"-DR+*'HX3. M:)V0W\1"OU&S48E,!E6M] FK#!W"7LC02C74B1U\+-,E%N<"S)4;62[A*WV MEF)Y>VVA.OU 8H.@UK]-
CW""'>VJK#.#S!-T"(C=0L#4 ML=V*-2>,EN9;?ZT%DAMBEE(CTX31CF1(&RNK!L9TV)?!$K3H[4P%IC('[XK4 M,RZA-FYQ.934BN$(2$\6(#0XAYWR8NTT)UDB*?D2OGXN2JUWZQ=G)&<'=X(+ M
?!OV15\3T'F#FD,MX68N2 H%EPF[69#!R%9D]606)N$#BZ)@G5S5>*CE+$L MR&;@3-YZG5@ZR>$8E$OA$HF-C8%DZ;(3_?'58^DLU80E/D/JNRE2),V^Q>5 M+I2!6-
"VAGP#GN.,\X.IFW,JHJ;5Y2C05C&6Y5B)E.)2"FRFT ZP?,XD6Q< M!;# 8]ND#G MA=%TXDU0^QX^+[_ M/?U08@33>I0W:K=KW+1ARW%D4E:;M1YP#H9>]M)5;?- MXH-
;;+H5)TC<5$_79S@UT +]!S% FA*CPYXVX6]P(4/"CM$?H5)U*UO;ZU0D MN:6G'LD!YJ4L-LQ+I 1;\<"7/>X+P3Y^).P@O<8N#-]B^XI.Z$,B9-[ZZUU] MQF)YS:;![=,NG8/_57_B-
LQFDCF)G\V51*$)NDJD M8ZH%R0%5W4A7BQT2:,FUKIENO;V(DUMSLF->'E,I^#A19DQS5JR;Y0KD9%-L5 M1ZX'0Q00N L4MQ;.W-0A;;1JXR.392G$ST"]4G0WL!D29R)] N?0UA9%2\#C
MK41JM!4,VSB5YB;X#L9B*HZ!#SMYL%*&-1E$W'3+SN,$LVU"JMJ,(G M" 28CA#C&@*/C7WVMV;[(1R/0L_")=TW;GZID?-J;7 *AVXN[=KU16/C#*V ML8&OR6LQ-]MC&-4N]L#(WGA<_>*+?
-86VNA5%O0U?-.K";K'<+J93 Y_/_ MA:"1V:+K(.&J:"Q,FZZ.,[* WU#3=O9<[XBTWI\TJ;S995PNJ47T7&]VNGX< MP_9%AFOS6!,N)\20&:J9=*8'AFGC49:RUJY[%!N%;:A9SSJ0=6%$GA6HC-A&
MV,NX_B:L;ZR;(;S77.@($&AU304#-8L.OJ9M5^DJ:9M.QM=E;87C0E(W_61$ MBV 8YKA:X0]Q&>*2ZL3>HK6M44D[L#)S% M\ZDW'4]H-*6+W\A>^T)O-(O.?A7#FKDYO6!3.O0CNP 7/GWGSP-
YD)S,OF$PQFL_&7C0=L5// M, M$IJ/4A7VB6ZERE)E=K@5'%%'&["^5JIL/NB]LWV\G]02P,$% @)#@& M62P7S*CM P 5 @ !D !X;"]W;W)K&ULG5;?J M<]HX$/Y7?7=MQ.GRC^ 4EH LP
(5VWK:DNN)$.XO_Y6,A#2 M2YFY>\&6O/OM]ZUV5PRW4&GW3!*:*YZH4>N05QM37OJ^3 BNFN]J&)0G&k&*I*[#[:6)#<(O*XZ4*ZZM.NMCK<@\D;5^IQ>6B@KM]T0:<1PGFFL_W[C>_2Q/^1OQ2N8ZMQLN]M!
E"T\H\H*:]0:"X%*,Q&W\B,MNDI-Q5CC\V/1QU=[B#Zp0\>6&HLLW? MQZO^?N M.W,I"E^6&CFP>0&:!^?!KR94RMQY?@\(@&_MJD^)YN+1 '#WG/&CBI8+"5V]IB8R+.!$NX/Q7WC]P&E:VK9@GOSR;*!QSL8EXUQQ?+4=/DKSA&
M;2]#$ASEB:8[-AJ:Q>-[FA#0_Q=+SA]VJ%5DKLK0@^B8FEU/'.R+<]Y3?
&_S8%%5F#+&X=R-%0U!&;1B=OUC.C8:^+1M.]_E];MYJH*M=CI[*9"B.?6-1O#W[;P9]6I2@_[6K9<;]_.U&H3@K^1<?^0QL/P1U=,Z+.

>G&J8@Q!9X9Q^,=U8\@X+R4!AJ)V;<:IU3S=T/"YK:I2['W,_8AA$:^&NR M5(V<)535I5M3RW2Y,Z"H==>Q4\EU7H6MD0=UW#*5+WEJYV:)YU RK@\A*L> M@5\=!,O/04C1>^!
(Q6;O@MLG2:!.@G@S#3ZI'S)H[FYZ;#\3?"X*Z?,\PFQ2 M9L.Y$^!\I<$ID@Y(\ZI.D)W&@X3%"2Z943#85#QF)8H= K6>+DVJQF[J2:%* 5SRT?LVI6.XJ7=(NY>([=.'B2?X'%
(H8IWC6'TN*L3XNSPXR&V3RK+A?O$1!4'=NS*S^>*$HF!-J(M2K*'#SH:!*KJXQ'(2#56A5D6X#NEP3IFD2'Z1CP[5MN#%(8"6G=MJ1VND_LW MXK#_@;I!3#*NXO$J1;3GZ5U,ZP;XJ%-
ZOY[B\3IP=\#4VF)&I;\XS\G+&;/7 M3&[H_"V02[LCM+)S:]"%';%)J8S^ 2-BV["9[B5H2[T;#C0OLV57B.O,J*4 M=BG;!'ULUQ,80PUSU>%P5:\AC> MQ-WD4?1P!S)7YG8^C!G8H8Q\W6?DZX-I=
(>XP1E<09PWN_+PR0(D1"DONSQ) MGV28]ZYK";AOE\L@S:7/0S%6!S9PO QZ M0Z*3[,,/?;$,-+]'X\W%T]<._U)+P5:=._GPUN[M)[">4H>:LI0*) V'ORPP M:&SGPARS$FA2V'
P@Q=9XA%B,W^;$#43\V?6OV;P2N>/#U@H)(W7RV2F&<9(M^']W1,]#GOS% 'F8.Y$)EE4*2QU8ORMY)H-/[$"JI?R0T$)!^MK>/^U_K+A* MG^@WR],O'1^U7P*@@*T+;)T>O\+
[=./!^DFNEH^V,]=C*Z2RX)T3IX7X/W" M@2NU-WQ _Q/.Y?\ 4$L#!!0 ("0X!EDWOS-@X@(%H& 9 >&PO M=V]R:W-H965TW6/0Q[#&PZ-BI+GB0W[=^/DA,OV])@+S$ED><<4B(S70OYJ"H 39X;
MQM7,J;1NSSQ/Y14T5)V*%CB>E$(V5.-2KCS52J"%#6J8%_I^ZC6TYLY\:O<6 M4-*$7= M %>UX$1".7,N@K/+V/A;AX<:UFK')B:3I1"/9O&AF#F*$00,X H8 M,T
HX^<&TQDH3>"NO45_9W/'7)94P95@W^I"5S-G[) "2MHQ?2?6[V&33V+P M^_]'E3AYV L?]*0+@)"*WNGLBJO*::SJ=2 MK(DTWHAF#)NJC49Q-3>72X[*,C-,UZS D4H+\AG78$DGVJZ
MK%FM:]Q]\X4N&:BW4T\CJ0GU\@W)94\0OD*0DEO!=:7(#2^@^#/>0[&#XG"K M^#(\"/BQXZ^ ME'O$>@*BZ:,SU=(<9@XVB@+Y!,[\Y"A(_?,#>N-!;WP(?7Z/?5ET#(@HR?_=
MWKX,#G+LSV!+!KMDPI*QG:>2"^Q8I8T\/".E8-CX-5^=C?#F8+@Y<@TY-$L, MC@*[$XWND(G*O++ !3SAQ&BQ_S5"*KU+1_]6/$C<89.3D:AT%X/G@L!>\4R<+,C?R0)!/?S=+):"%%"#OJWH!(
"WN !-Q6;=5K5\>V]U#UP20#L3:) M.=M9MO^^8R<$V&91'_J2V([G\SRSIRU:J@AN:JEV@]PIYZHR*/&!A. H*+DIO/G5K#VH^E97)18D/"G15
M%S0]O<1<'F9>Y!T7OHA=9NQ",)_N^0[7:'[?/RB:!2U**@HLM9 E*S-5.O$5T MMQS:_6[#'P(/^FP,UI.-E$]V\E,Z\T)+"'-,C$7@]'K&%>:Y!2(:WQI,KSW2 M&IZ/C^@_.-_)EPW7N)+Y5Y&:;.:-/4AQRZO-
<'.9:?N.'SJ9('4'8WH=F!<]59$SE1 MVJ2LC:*O@NS,_%?*^R]2:WA !>N,*P2YA94L"@K9VLCD"3X\\DV.^F8:&#K0 MF@5) [ZLP=D;X"/X+$N3:;@O4TPO[0,BVK)E1[9+=A7PYZKL0QSZP$(VN((7
MM]['#B]^ ^^>JU*4NW/O_UQLM%$DEK^Z_*WA!MUPMH#N])XG./.H0C2J9_3F M[]]%H_#C%;*#ENS@&OJ0,E%E]RU>.G^TK-IM[F/H1WUK(+=J=_!!QC[+([]P?@6;MQ\ MY$<3YH?QJ]E'(W\
<,]I-V'$A]J,1\P>#,=STOKH:I@/Y,RJZDFHGM/7TW F@ MRTT;\MJ&Z=8?CL;^9!S!T!}&J$:'%%VL#1AR&X8GF*3BO8=^_&[,H^M@15<>T M'TZ.I/O1D3_KL]-P$,/-%:$-6Z$-K^I@C4FEA!'D^?
U+DE4;-H@EX(6_3O&7/A_>DDB7SUC[3)8=2*_$0('A9X'Y M/RMD=:'=O26@(?+#44S5,H#;,/0G;/+OE1[=):[MEPE^;UM?2FV8+D>1V #4 M<%4IZ()@C J/Y/G&^Y+!@2M%KFHJCG
RZ7AV23@X:W$%JIUKY)KJIRI-W>W: MU?9?85&WR-/V^D?C,U<[01'(<4NF8?^6!*?JYEU/C-R[AKF1AMJO&V;TOX/* M;J#O6RG-<6(/:/^@YO\ 4$L#!!0 ("0X!EF]TRYAK0("H& 9 M>&PO=V]R:W-
H965T$ \N,DEL>;8P;ZLZW_/V6E#)W7=0YL[^^Z[[W(_,EEIV1KD'13:Y-Q9%44X2V-L S[U3),(ZB45AQH8)D MXL^N33+1#4JAX-HPVU05-A7ZY2+V:!L?!]N!&%"6Z@S"9U+R !>!=?6U("SN4
M3%2@K-"*&QX/!\Z>V_P4\#*[LC,9;+4^MXI7(-I$#E("%%A\#I\0#G M(*4#(AI_-YA!%](Y[LI;] N?.^6RY!;.M?PE,BRGP5G ,LAY(_%&K[[ )I\3 MAY=J:?T_6[6VPU' TL:BKC;.Q*
2JGWRQ\U[V'$XBYYQB#<.L>?=!O(L/W'D MR<3H%3/.FM"4!1JZ%>2'R8)+8#IG%PTV!MB-7G.) BQ[>\N7 M$NR[28@4QAF'Z09RWD+&ST".V*566%KV6660/?4/B5[',=YRG,<' ;\UZH@-
MHCZ+HWAX &_0Y3SP>(-#.5_MR?GW;&G14*/\V9=U"SK<#^J&9VQKGL(TH.FP M8!X@2-Z\.AY%'P]0'G:4AX?0DT4[,ZY2,]?' KV,Y9;^FETMI2BX:_5]Y _"
M[R=_2^"YEC2V0A4,73LP6^J5]6'YBS28%2H%?TDO55G>SJ$[K+V$I=%-43*J M+W3U'?>>J+V[.C?43JSF:]H%R$BK/*;==&[>5M%T57S-1E$_BORO]T.K]RFW M)85%H-20P2,M-
$L)6*M3P1$R&CDL#V/&H_[)Z8=^-!SUO@N^%-)E;D!Z=]0O M$3KKW-F^9@AWYK<"4_@M95FJ&X7M*'>GW2*&UL ME59M;]LV$/[N7T&H0]<"BO7^EM@&G#3K6J!+$&?KAV$?:.EL"9%
(C:3BY-_O M2,F*/;C&]D4ZD7?/W?&>XVFVX^))E@"*O#0UDW.K5*]]=!R9E]!0.>4M,-S9 M<-%0A9]BZ\A6 "V,45,[ONO&3D,K9BUF9NU>+&:\4W7%X%X0V34-%:_74//= MW/*L_<)#M2V57G
6LY9N807]]_9>X)/Y'ECHJ"W-<4CXD5Q"Q>7&.R!;GA#1) 4G.&'Q[IN@;Y<>8H]*T1 MG'SP<]W[\7_@)R;?.%.E)+>L@.+8WL&8Q\#]?>#7_EG KQV;DL"UB>_ZX1F\ M8#R(P. %/SJ(D@H8=
($,]@+=Z_\V+WZDSDX1AY> Y]L<)&+;H:"-_TE2-WK:G64C.^4]\$ M>Y?<-FW-7P&DJ?!OG%V,*Z<2.NOR=$*];]Z^==O>-QSY9NC[;47OJQ*(K%Y(MTU,$-$4(%AC& I,*;;5RC;>(O)R8:DGRW30=%!
<'TB-7M](<=4HJ]%:Q+?E* M68<7#O$&+,_VHL3V_8S\1#QO&L0DG48D>WV$T^8P51QCR_EWJ>_X5K@[2Y/8% M1%]]DWLWE.5XL4#AX%6Q@4HC?"!I8D>N2SZB8CH- D1H*V%V8CO,(K,1IE/7
M/8[V*&_/=N/]H-PB#5#*$_+R3X@W9'_,@J#S(Z20*MET] E\52G&D^6S[2J MC;X^]4VG.@%DJS,F813;0>R1,WR,1CY&_X^/IVX2/ N4@7Q@>WII="\+ G*3NV>A.4_>QA(%;N@#*')'9U0ZE
MR6%M6G:K8!G'+VMN<20B*'MN9H-?I;8211K*=%T# T9?3M,@\EG M8!A6;?'I_$#R/;1X# TUV4D3#S[!BI%KF^G6;>Q'0?0@5^9@=> MJFGGIG;FF?Z*4]N+$Y2R-+*#)#S)-
N=@F#4@MF9DZT/LF.KGVK@Z_A4L^V'X MIM[_4GRC8ELQ26K8H*D[39 :HA_3_8?BK1F-:ZYPT!JQQ#\;$%H!]S>#.@O$42SCE2U.L.<%Q(4H3T[$LWTPQS8S)
MJ+AVS28OIR1AF[%A&Z\7;NAR)=4%Y8&Q1W4RC\>&I6I$$A)) M98'AYXFP>'AXF M"[P= K<2N/L*>I6@MV^5O$K@[2OP*X%?M'W96$5+!UCBR8BS#>*J-+BI@P)7
MH88&IIGJ6;>2PUT*.CFYG-[=W\S058BNKF4MFEX&Z'S^Q_T\F-_] MC;ZB:1Q3U0]P@N99V9M5K_@<$(EI(KY D?O; 'W^]&5D2JB4LC:CJ@)G906< M'16PT07+Y$J@61:3N$4?
=.O]#KT)C5&WB//:(J=.I^'O.#M&]O (.99CMSW/ M'G+7WBD/_D>>*[E5R'LM\MG^Y=;^+F[>A6.2?H M:H&NUH07O4:@:1:C<_H[I]I"I7M_YZ!!=(EB56& MIQ&5;5@[30[%JM,L*,W\PDS-
RT^3GNWZ=K_O6"/S:9N9SK#AQ[#NT!_87L\9 MU&$;0+P:B-<)Y!*6)Q$6*Y0+0$(SQ,JAF"W+:1TR.Q%MB#IM#T6DTRPHS;RM MMK(MR[6]OO>.D-?2J(.^,^@WRX6::M?
@X]=_$X^9\#FJ"1$("D^X81D4AS! MLDU(3B,UCHJ;&-(F+/X>8^GO'3F?4 M4)-9 W"_!MSO!'Q!,YKF:04/ >"<(+9 "14*[AM(0 X=@,,U6&.A")8U-,OA
M3!6$X=K&N3/RH9QUF@7]CT//:^6L,VJHR:S!>5!S'G1ROB6)9)P\XTRB'^B& MO> $UC?7*PSKY39VG6Z'LM-I%N@TF*DT"S69-?@.:[[#G[V8'>I$KM,LT&DV MTVD6:C)K(+>MM]=CJW-
0WZ_1@D,F1FO\DL+W:ULMC.=;[5ENO.]BX9=%?K M4"!:W4)=;DTD6SL6=O=\BI^+^?0'.C3C=AL?.OZTN@5:W69:W4)=;DW@SAMP MYVT^W MW\&MBZB VTQIUI=0MUN94,S:V]YI3P9?
%50,#;2I[)9@6 M^^WOK@?VR:S\?O!F4W[.N,!\26&()V0!EM9Q']X6>?F%H#R1;%WL:#\P*5E: M'*X(C@E7!>#^@C'Y>J("U-]I)O\!4$L#!!0 ("0X!EF.U6X;:@("D& M 9 >&PO=V]R:W-
H965T$5U,P/[*?^]PQESMF(%/RNRAM-:(?*"EASI;2 M7JOU9^CS.7)\7$GCWV3=^9Z<4,*7QJJZ'^,.:M%T7_;0Z[%& R? $0[-H7 M$/>%_ L
<,O3)=*EZ'G%F6)EJMB7;>R.8&7DR/QO1%XXY]9C6N"L39=%9< M3(KS(AM/;L@XRZYN)S?%Y(),KRZ+K/@T(^_)N"R%.R(F2=%T=>8.[" 'RX0T M;]'E=I:3@]=OD\#BCAQOP/OH9UWTZ(GH7Y;-
(8G#=R0*H^$.>/8\/ >.\(&' MQSO@^?[1_X$'*.-&RVBC9>3YXB?XKH%+9HR8"]YI].,2/4AAH38_=XG3T0UW MT[F&/S4MXS"BV-$&] IH^N;5X#C\N$NJER3+7XCL+QGCC8SQ<^PHH[%:< LE
MX$S&EVPNH_/B*+Z&$ZU^TK6(M R5K+FA6@:6"+,W+?_Q8U6$/8'LO)P* MX+P6X%8 5QLME6E;0RQPW&5TBYB*EFQJH&NCT=)-FJNW.!-,/DTE3L3]P6!Z
M.QJBT<_)Z&HVFJ'^U1!=WUR,INARW#\?7XYOQG+U,^HG"5O# HT>90-QX CG M"W0M5L#098KG*4E%*E=/AB!P2OA'";F=#=')^X]=4TBA*IV95*+.2U'."Z*^ MK?-3Y%]?
D&,Y7@M\"$$CM1O98>@?*&R&V4$0>%&[PK!6&!Y5>(<3K.^0 C^UB0N; M=0D\WSK0=C3'&SL@JAU$K^H V#^,RVV8K!E3VY/\.Y3;/$:->:ZH6\%]H'+
M9ISMN[[5"0]>@;EW!:GK_SMF]VG.$8&E1%JGH2PG*Z_4&ULS9AK;^(X%(;_RE%N8VM1>I M)1>@A2X@M831=(F6EE:J2B]\W MG-.G&,/MD(^JA6E&I[2A*NAL]
(ZNW!=%:UH2E1+9)3CG860*=%X*I>NRB0E M<2Y*$S?PO#,W)8P[HT%^;2I' ['6">-T*D&MTY3(U.W9I$$$QII8T'P9T/'-$F,$_;C6VGJ5,\TPMWC9_!Q,]$T;%(M_F*Q7@V=G@,Q79!UHF=B^Y&6
^H:OT@D*O\/V[*MYT"T5EJDI1A[D#)>_)*G M$L2. =:+PA*0?!:T#T@:)>"]GL%G5*0HW:+H>0<0J+):"#%%]J1IC6[F((>9 MJW'XC)NXS[7$NPQU>O1E<@>?;^=SF$YF,/]X.9O [0<8W][510@F
M@K9W4!Z^7]ZQC*9=A;B=^W4.^$VIS&/(WIJ7I$89E1R2*-AW,MHD>XYTS7 M!>[*ZSFI N5D8=.'9QT%%)4;ZHQ^^OL-8I"F^'>.$*6+TR4K-L#7=^KS&ZI7 M(H:_/Z,O7&N:JG_JX'>:A-
^D6=B0V1([\;@6_:TWGKYB\!F&=\942YQH]3';O" MHY]F[&_?9N2UN@-WLXO$^IQCD31DMH?DK$)R9G_#9_/[7^>P03*U\^>557YL M)C5I%A9FW9TX!4$O\-M5J/: G%= SM\#)@)S7I+4,
[$Z',ND2;/P_"T3+_![M]4AZ%9+>>Y!@Z:^A\[Z5T]/X/G\&R%PWQ;]0M;,IM/P([Q;MO3=\< MN@*Q@*B@K?)R3@O(UC):8;%G(K$E4I+ZU+;['\W6?_.2=L^[^+?_X0W_O=T^
MC^"%1V#=,=ZE0)^P0F"((,-:EYIZH5BAU'*P^A[-H7#K[8ROW^X%7U-HZ)G[MK%Y6+!;Y]63#9QX,YA(\Y7:S-&NHY96K7?";?HUFUW[#R6I[_FM5_4>[[+_6^ M;ZUH\3/QA@PPI=;D:' !:[+
<6D<^:Y83&6Q.+:G6Z.E?:-N8>EV," %0G=G MRR&ED,5V M37&B199O8#P(K46:'ZXH0=*F =Y"*&?3\P#JDVST0]02P,$% @)#@& M6;B$P1#9 P 4A !D !X;"]W;W)K&ULM5AM MD]HV$/XK&K*
32682_&[,%9@YP"9MXCC3AOUB;LZ&?;H329R1-A\EZ:8?1^1A!X& MFJF]3#S%FZV0$_JPG^,-61#Q.9\S&.DU2Q2G).,QS1 CZX%V;]Y-?6E?&/P9 MDP,_>D9R)4M*G^7@MVB@&3(@DI"5D P8?
O9D3))$$D$87RM.K78I@ES)MZ()+_ZB0V5K:&BUXX*F M%1@B2..L_,7?JCP< 8!'4.<"X [I@MP4X%-AG]("8M 8V^5#H6Z!!D3B3.W$A&+R- 2>&C\$G]'&V M6*!Y\(06'^Z? C0+T7CV\#!
[1(M/L_$?Z#T:TS3?"5SL';I&(\SC%<)9A"9Q MLA,D0A\IYVA.&%IL,2/HS80('"?\+6 _+R;HS<]O^[J :*5/?55%-BHCLRY$ M9J,'FHDM1T$6D4B*#YOQ7@-
>ARS5];)>4C6R&@E_WV4=9!OOD&58CB*><3/\ M 3. FQ?AD_;>;04\:.]=!0__V]JG_SKX$RGL>M?:!9]]@2_ +(NSS?&>^^M^ MR06#RO:W:JN5=(Z:3E;[.Y[C%1EH4,XY87NB#7_YR?
2,7U4ZWY]L@92W]G[XWK=LV_&[?7U_++K* MT/5\WW!/#2<*0_L68;MG1H&*LO+UW!;Z]0P5!B:GF]85N&@]L$B.9_R^K:1
J_E!>%*NNE,_9TEO*#.K:D_:J>N:ING99[K6?G/N.T3O3I-'AM9HH79Z7KN^D+D.%2ZMCG== I95C MJ]7P:S7\J]5H."5^ST:75ZKA]+E*SUNZ3)4N%3HH;1ZI8=^U,*DA&V*[I1# MD=IEHOPNK&?
K!OB^Z/O.YD?F76 JYD-HF,O^]A_ZLMN&3^--G'&4D#6X,CI= M.,NL[&#+@:!YT4 MJ8!VK'C<0M-/F#2]VM*QJ^CW?WD0?JI@?*'O@68P&/69KSF;458G=IVSS:X@SQ M"
[K#N?R34)8A(8=L8_,=PRC6H"RU7<<9VADBN36?ZKD5FT]I(5*2XQ4#7F09 M8O]>XY0>9E;/.DZLR68KU(0]G^[0!H=8?-VMF!S9-4M,,IQS0G-@.)E95[W+ MH*$'3.Q*+[M8
M$!5;H!;@5PGP+ZSP"\"N"=NT*_O3/76%0 73H M=AF[3IR/!)/&3T 4]:233WH[&NTS!?)U48)!9-OB<2)^>?@"WQ:AB&L@C6$ M'Z[6
2QO8+&\O5U^AO##+DWP#B(/88L(@2!*Y68!PN,H%B4E:J"T# M;WTL$$GY.[DNU_"I+62@RET[JH*Z+H-RGPG*@UN:BZWT-I>N=N#]T_CA";PM M$UQGV3UF^=H]2?A[D5^ Y_P*KN/V._Q9G
_WNL+Y?ZL'_WGU5C%>\LMYFJ__M#-^"9IG<+Z&@T0,L=V5S&+&\I\DD45T\N^0Q&>6;)"WCEA>@;A@)%)YX;I.%3D1'-Y:JW7XE%UFV7NE!LWI@[("*%I=%163$4;7U#*!SS5Q@*CHB5WJ?]!2;
*]J/7R6@XG@:#4>/U0))A(\FP4Y(+I0HZV$(A4!3(#,G"Z'0W$_!(M;Q8+;4I4S&&P%U1P%@;[W3H#."E.ASQ.1VWRS!J9!AURK B=K (U?(OM7G
M;,MN4D[5KBWU3K:7GJ]3DL4G(CM0<=RH./XYY6I\2CE/21:?B.Q SDDCYZ1S M4][E*T-O1Y;S+358R.C=6Y>F[=/YM%HF;9).GENFGFL8=P;[/Z68-E),N\O4
M4P^2"4EY:]I/M2ZM57KZ0U;386OZG7Y?NEM.1%9)Y.]U9O2 MQP,89T#/5UKC;N <-)\CT;]02P,$% @)#@&6=DL.&,C P]PH !D M ;X;"]W;W)K&ULK591]HP$/XK5C9-0V(824
M,HA$@6J;UK4JZO8P[<$D!['JQ]GM0/GWLYV044BSLL$#L9W[/M]]=[&OOV+\ M4<0 $CTE-!4#*Y8RZJFV"&-(L#AG&:3JS9SQ!$LUY0M;9!QP9$)M5W'\>T$
MD]0*^F;MC@=]EDM*4KCC2.1)@OGZ"BA;#:R6M5FX)XM8Z@4[Z&=X 5.0#]D= M5S.[8HE(JD@+$4&.V1KRP].:J\,9]P1L7W;!4Q@)-T@BB&ORX M&>^U&@AL)4VEC[O1Y\IM9/RH[;Q'KN-Z-0Z-
7@]OU\7S?[M/_@+^"MZ@CMJEC:AJ =5"RW-<7R8S@3DJN/_F==S=@M2KYY4'X0]D)=$0!I8ZZ03P M)5C!NS99KPJ,UX3>_"0S;DJ?)3AM3K$)5*SQ"R
MHOR^YT7*^"9E=7EJW.+0/!V3;%K%^R0^89,WWS+P'>*7]]>;N?@2+^LRT&RD&Q M;0=?67H8A5CDDI0]!+!D[K.!2 L)EA"ITUW&V4O^NF/E:Y[Rb>FLQ>^U_%=5Y\HV]&/ M:NP!_E-.OY/0;Y?Q^\Q(O@
>EPH$8[MR0Y6SM]3I%L;Z:C1ET/+];6[3O8-^]JZT,[>NN$3X O36@D4LCR5Q656K5;= MV] T+3OK5ZW>J&C"_M 4+>$-Y@N2"D1AKBB=\PN5?K%ZT6<5$LLST$3,F55=B MAK'J3(%K
_5^SIC<3/0&5:\;_902P,$% @)#@&6?3'Q:@X!P !C@ M !D !X;"]W;W)K&ULM9MK;LV%(;_"N$56NPNT ML23XBPQCD%B79NLEJ-OUP[/C$$;1"71(^DX ?;C1TJR+K;,6.UI$"26K?,< M2N<5??
1*NMPR_DVL")H,8X2<=592;F^Z'9%N"(Q%F=L31+UR8+Q&$NUR)== ML>8$S].@..HZEC7LQI@FG]6Q.[LW M/M'E2NHWNI/+-5Z2&9%?UG=<+74+RIS&)!&4)8B3Q57GVKX(G($.2-?XBY*M
MJ+Q&>E/N&?NF%V[G5QU+CXA$))0:@=6_!S(E4:1):AS_YM!.D5,'5E_OZ'ZZ M\6IC[K$@4Q9]I7.YNNJ<=]"<+/ FDI_8]BW)-R@=8,@BD?YR?%VWQ=JX/"C9 L MSH/5"&*:9/_Q8[XC*@%%V_TB
DPP%',_3R@-Y^AL&1+H\X+T\H\S+T\U8) '#$[= MAF&S>,-P/&\!X&.4W+H[18V=+7T@"AH*A.F?*K*"*!P"*/A\B9(%^V5?&/&QB]N>B:4E.?Z'KPJWD,RANEW"8TE^J@_/^L%&GYJ.A#2"]@TT_XI.AEW@KS[LAE0W[1N2_1NNN_O5-S!DRA0JQP7#V(&:Y5!*#Q6U=IHW&W$'S6%?-9@N+1]!KE%VW!(N%H!T>5E9T@PJ2V5_RJ/XZP?&UMDO,*ZJ?KUZ-5-F6SZ2L_3&4_=4I[HGS/5G13XV]P..C^9PDW8[2&A8HOA

Q3_P&^8E>'MD:!:9,0Y$+^ST7 ME[96XY]W ;'^@&V97>:'-*+3XDGQ5$J[FC<<8K2<%)]SJ'2R")^S7F"GT," MLX3)42Q T)U$-<8^4]UI5JWVIG.^QAZY,.3FPPG;$&/TZR_(M7YKXOXB93M1
MZ!11Z.BTC^X2P86LL"!> I;L*P+/9!G$L9J@"U@3%E ?SF0Q9B7ZO2D;0^&YJ9*JO7E1-)N0=K5DDYP[,GME/BFW' 7)!#D0ZSN'E:K MW^M:5HU*:_=$*K>@34Q'Z>ZYUG$&WY]0(
MM(Z:X\D[NQG4A5IO8')UQVN MY5V%0+1A,0 MQ@$PX"<.$P*'3JN=PZHQ,IDUM_*&]#KUAECOTJG(9:%])W6T;OVRG;&V[M36*1W385L\7MWCB]TS++Y=G5X

UFLOXXA&0A1:UV3P:=9;=MV8.@Z_3"ZID* M0:-TN"+8)TPMD+\O*!7O#\I <>&ULQ5A;:<,>0VI[!AK9I-XDGWNT^=/J@@&R8 **2;"?_OD>"L+X03[9E9E^,+M_Y MCL[%!QW&.\H>>4:(0$]E4?&)E@E17^DZ3S)28GY):U+!SHJR$@N8LK7.:T9P MJH3*0K<,P]-+G%?:=*S6%FPZIAM1Y!59,,0W98G9\XP4=#?13.UEX3Y?9T(N MZ--QC==D2<2G>L%@IGT0HRL)EIH7L6F(044XL^<[/C>&$E3'BA] ME)/K=*(9\D2D((F0%!@>6S(G12&9X!S_M*1:IU,*[H]?V']1QH,Q#YB3.2T^ MYZG()IJOH92L*80]W3W&VD-=4\\5/K MB#T!X.D7L%H!ZUC >47 ;@7LMVIP6@'GK1K<5D"9KC>V*\=%6.#IF-$=8A(- M;'*@O*^DP5]Y)1-E*1CLYB GILN/=_,_4/@YO(_0XD-XB\+;"*G%BUFXC"T MO[M9Q+?+\./UW2VZ0$O(U'13$$17:"EH\G@Q@S"E:$Y+R%V.5?3C)SDFZ+I* MBDT*NWF%1$84"%?//W(859P6>8H%["X%/"#Y!)>L=S5ABH:C=Q$1."_X>U#\ M:1FA=]^_'^L"K)9GUY/6PEECH?6*A3:ZH97(.(HK.$J/?'1>WCLCKX.W.Y=; M+RZ?66<)?]]4E\@V?D*683D]YYF_7=SN,^?_:8__L_8#9]A=_MF*SWXM_S+, M".K)H9 Q7*U56J#9,]K'+?"S6@YWF*7HKP] B:XA@_C??=G1Z'?Z]V%=BF/]:W^PX_A7F&'YCN(2PZA8T\W_1&A[#X%!;X MKCUR.MB!^6YGOGO6_'MP*&9)AG"5HHALX>U;RP3M,_LLT]=FXY!DT9!D\4!D M!^'PNG!XW[BD>$,&<4BR:$BR>""R@R".NB".!B\I#:.[]^_V'=,(CBK**[0^,Z_F9L]Z)+\$J&;S"WWS&>$&LW4.?5I! M5J#*N!Q!'61-9]Y,!*U5Z_E !32R:I@1G!(F ;"_HE2\3*2"[OO(]%]02P,$ M% @)#@&6;] 8U!R P ? D !D !X;"]W;W)K&ULK59M;]LV$/XK!RT86B"Q;-FQWA8%%P&\<2?W>MXHK:VX!+O-9BM M$$SOK[!0NVG0"YX/'GB66W<0QI.29;A^"ZZ\U[0+&Y24"Y2&*PD:-]/@LG"& R(T/-6;0F'2*MA^MG]+>>.W%9,X,S5?S-4YM/@W$ *6[8MK /:O<'UGS.'5ZB"N-_85?)COH! M)%MCE:B5R0;\U0B&J%N%*'I!H5\K]W1RC-/ZYI9%sD^T MVH%VTH3F%CXV7IO8<.FRN+*:OG+2L_'L;K&8/RYNEH\KN%Q>P^QN^3A9_GZS MG,UO5G &EVG*7;Q9 7-9%8V+_JMKM(P7YC6)/&"V-9/0DC<.,TQJR[/*I&$6SLK[_T1N/?CCG6MCO,GDQWH5S@#>+>ZAEA[GO<_@NXM\H8F!%G+C.4"4<#_]R2#,PM M"O/O$4>O*L#!<4#7X!>F9 E. ^I@@_H)@YA8#[M'6?]/8%]Q'S387 M4'C3+-.(=*U:2)00KJYD!M2A;W&M/69=R*=TL9 2JU"*/91L[]74!D[&I\,W MHPX\'AC.F0%_V3KC"J2RY$NB,LG_0*_M^;)ICM>LX+)A%+L9Q"!N$.+6CA# M;OU%@QOH194_!I0F1&,ZQRJW-7X_F>!AD^#A=R2XCFWE=\HL'DMS*]"/=FN[M5Y3=#D"7+8"_2C/"FQXT.!CJL6F MPRLNX<& $Z@S/_<-964K;37KFM/F:7'I)VKX1;QZERR8SK@T5&P;4NUV1E1< MNIKUU<:JTH_+M;(T?/TRI^<1:B= WS=*V>>-,] \N.+/4$L#!!0 ("0X M!EE98/$ / , .X3 - >&PO.Z6"_?KYV"!_U1:P/&RRHQ+['Y]QC M^Z9Q.ZCUDM.'&:4Z6)1ADD;"MSM'R>\3QZ1O MMJ7M\',CY(CG&*WOH9DL:R9T,')ZT'3VS,8*1\U^CP:Y%.MMCT,7,)E)28-G MPH?AF' V40Q8.2D97[IP#P)3R:4*M*DW8Z4+D?J7@[NN!Z78Z)1,2&5SNPSN M>](,WP%6/3#(.&\-]D(7&TJHC55XLYT[& ;? $%3?MQ61F'A2++;N\Z7!/L MS2292)51U:;IAJO0:,!I#G84*V9PU[** -1:EJ:1,5)(0:R'%:-I&-DIY?P! MGM/O^9;V(M_8TP[LJ&B;QE#3=#*N _J;:DY[4S9^E6Y0L6>I/\W-=(3M0ZW0 M>T5SMK#]1=X:P-2[N#JI*K[\R%DA2NHF?W#"T8"L>,%,*O;+9(-2F9H 56'P M3)5FT\W(3T6J1[K0JW):Y+CGW@EZ_KOK7%!!%>&;IDWM'_,JO]IQ?/.O+-O?M*KN&O1Z;E^^QF[P^!9/)*9@3^'!L%\X(X'"\0R"NWD/DUO6)E%?C)I[)U)) 3&O.M 7Y$8'MZ!82P%0/XYM\.PVC/D4Q-T>F()9T;T%^0B _.1YNZ'ED?7S4;8-4_HGLF'P M&)\%#[,[U@S(QR)7JEJ2 %J&3_$L7!Q0S6S,3'/^,Y%TW7<#(VFJ0))SB80YAO?L7#0>3Z/)F8YQA M!IAR M?*2>^R]#:-HZPB41SGCUF59G>DR+=IG,Y6.P%%G^Z>N8SHCJY<6DMB61X\5 M!?1JFLQT+[R6J%>R%F&A_>R^VDSXQF[+$N;(N!A;$G*L9U9NV1J.E-]^]TM%PTFH#DQP@3 Z[<2A<,&7O'8(I3<1[]@2<.DCU6KG1'<%GS.LUOH(G\EKF>G#YRMOW-W@R,]HR,%JX^H4V6=C&$ITCFO6_IO:#ZU\CG;:6X)[Y8U6OO9L%:2A3;YYY&6-SO3C.AB%^V_H!(@*QKN.A.4_<*^!7;[*GN!7SCCHNC^D@Q$]IA0T%JEW4;)>S2X!OI0CS5>Y0@!C)^O;@'(X#[^G8Y4P=9Q]M@S,%J-]H+V7N^D$O>XZE)>HMDLDUB*K;G3XA@@CAW4V20@-3V.OK7AUN$FK3N@ZE=5/!:^>TSOBGX8>@!J?L>[+%'YLY[^R7@A9+K?5:5;^Z=W,A4/)@'2B-N9]S4@YN9[P2;0J:PG%UJ8Q-Y6)A]67:2!)@&#[SQK%YH(Y4;O%E!P7\!QYOO%0XW?9^H5:RUX^J/,G0(RQQM^;^[Z/NN1(%I/:+ZKE_*'J1CO-=-[P2)ZPQHO"C]!QV+4B+7.K$NSDQ+L8!W2@U5!<<-[C(=H7$1^L0I6A9FFE=R5&ZI\&ZOXY3"]%2E*S_+7)F%?-U.P'^6&GD8@]'YA[8I)LE52;1]=2%R*.8T]QP*4Q6H-H6%!'&]A!`-*BZ&Q4^S+XX(M_2U]Q!A0(V?+C^0(7&$/6UJ_C3P(F[5T[W0@)8T\]3ZHYXT@YJ!0?CN!.)1>XD,2\!K=&SB7%DQS?FG\H(>?UQI#E%^@U+6GCBWIRWRZZKCNXB(53@9UWU)(&LS`#HA>?XK`>,*%J$@T7OC9TPQ=ZY`QWX6D!=B@N*O@B>4+F2UA3;UU;I8/&1T6JH?.$&#Y@N!%0KC@`0OD`EM?/8NN;V_@Y-1?/@(T6?\$F5G>CNF;+<*NC'L+U!>9H%3[MNYR'(QZ)H<=$B7.[-0BN@.?9A&R"H-$2>H*BA@'9#/4@"X'PP^#FZJS6%+'N%O9'JCWCR_"0"T4<'B_W!5RN`O6FDC;/1IK)I4FFDT6^FB/C3;YN3,I!S,Y`T[#G=&*JT,H$QV'NTDTJ7%N)_VC1E[^L*!EVV%[6R7*2R]^\@8+NL5@%@XJO[D4G8]UR?PMM=:%#)7;X`EW4-?
!J]G1[SO`M3LBBG=.D=@3]]7X)![FVZ2"KM(.DKL*^]G2PC\.5$N6@L3`\:[-:NG"&^1&WO.[G_TFKD*X./OBDND)%Y9JG:$$![O$LSMK`%!4VL$2:8,&&OPC#=^4H7&1!_%Y*WEJ7X(6+8<]"%XW&TK=:(<]_EJ6,PK?G+3P$]T+YXP>B#W96=7%LCFMD$-$^'V$6DK@97.`U4?[K=H5,(>,!KP8ID_(:2UM]6T_I0=M4S/6TI5F:5C?,A9;N/O[S;`WTN#!+@*`S34@9)`U2/A.MYN@/+-HJZ*%CQYS\Q4@<33Y`]"QZ=**>`4!Q!+>E3$(J3&'XMV#\KP0SZ'C!?H\5:QPH+S)0KXF_@O+'E"*/BD5-WR=`'Q-RC76+<#W6E`*5O>3#GN\K!JA&>?XN]4:.FHU3?X7@'T7=8`@%2[-VW/@ZZVBQ$FMC<.(Y1S2$.UW@.GX+=N$8J98'VGCQ\.*.V!XOQ;VT![4LQ80C[L44TVA@HVV4.`[S^J44]!4_5;RTVO`"]KDM,HG4'4]J'T^T:WIX\D-?*>Q/GKR,4ZDC@(<;)\^*I_7XY05'@4UZS#5I?+^]M5/>^ZFXQ.KWJ5Z^)?'*%DX_P;:\YJNZJY)8@ZQWTQHY$/@L1'Z!_.RZ73<:>O7Y5*2"-8`SDO)1.]O/<.&?'=:4]BNGS0UVSD/#?5U(X/VZ`U#[YN&X?4I*ZXVGD&T42(%&C`X*WH&H>EJI,:Z]8U3(U?;QP$C9A;7<9]ZA.3L'$IH6:RVL+8H*3]0=K[=+Y:8<\9E6YW;/@JY7Q_/"QR]R0I:<(U#4%J%\&0N:U%^9HN:%4^E[ZK3/1:MZ1[C39-Z%C:>8V&9*+G<Q-/W>)7V\/Q!Q8YU=[$TE"6SM37\I[>S?=6/0@=B'*JF`=#)O#ES7V8'5L'1*NN4K/+A:9B',)J:5NCAF2G!>N`@:6*H'_/A:[8LO^S6)L=L/KQ//!GF?E'7T+,$H+T+.=`T_D@9QCN#)J!I]PQJ>;@#/8@HF[FR>-R]1\6%I?PPX0S.[6$D7%4Q/NY]-=F*H7%'5&H7&D9\TGN\3MG%F7J!'/3Q=HH/7S!69JQ7/.`8\Z4=HX)4;^M5PD>LL`8Q=/Y+%Q1&3Z!*W3'0'7%AGG2U1\<2!>1L\DE4;9G*4Q'&_I87"V1H=H6BK"H/\45:*1,X77Y:4!EK;&,\8$BO?!3QQ=3U;(F@I(IF9!JV6$>J:J`?)G*'WRP@>CI;3W@@K&UPP.BF.Q7TA8Z>.DE@`5O0IS)`T=7$;&FZJ>QRGSR]>K[\B7D'<M`ZKDJ1?2;?''`<Q.*K*SR<;0XVMG&*1DQJ)%U=C=L4&79;.%5JYS-L@9C9S6+P8\&N8S_<"[@O,N)NW8>+,&M!+(VIH'8?*ZVVG+6?MB9Y$-ESDW_4Z4N]KN(;K-J<I;WK8\/9,7?)?-,'P"2\KO3U8Y_Z8'N<O&0-;N[Y]+-&;"1S*F5I<\$GR^6'Z\G5=UWDKH$7^L79YW=9P95MK7X^QE,!,P3QF%<?@F%0LQ)CPBV/3<P0\4>%H+V:KN&.'OZA>1KDF7,T*4.ZJ8FF"#,'\WEZTGOH+5O1S*R7&MJ#5AE9'0*;>HRX+:S1QYIJX%HIN.J,5=$Q;VA#0IPT@9^N3V(%]H(!-YR=J/?S$HF;IQA'2!Z(E%Q.QHF"$1IO1K+9AG/2%@B.Y]V`#VY9I4QPAX6.3Y!OY]UM8>:(IE7)L-VPT,.WN^8>4C+_6`FNUE9J3>3`!A*J#&2/M+1Y'3(6`\A!;L#PA'FP6Y_I_2VTO)LWHGTTN$^X(JV)'"_#;5>YT.=ZH:R7/G@6'4&U=K$_7WK'=YZ!0?U[`SO?)%$D[])BHQ5%D=%"D8>DFRFD
IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p_;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 43 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 45 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html 95 169 1 false 24 0 false 6 false false R1.htm 100000 - Document - Document and Entity Information Sheet http://minervaneurosciences.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformation Document and Entity Information Cover 1 false false R2.htm 100010 - Statement - Condensed Consolidated Balance Sheets (Unaudited) Sheet http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited Condensed Consolidated Balance Sheets (Unaudited) Statements 2 false false R3.htm 100020 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) (Unaudited) Sheet http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsParentheticalUnaudited Condensed Consolidated Balance Sheets (Parenthetical) (Unaudited) Statements 3 false false R4.htm 100030 - Statement - Condensed Consolidated Statements of Operations (Unaudited) Sheet http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited Condensed Consolidated Statements of Operations (Unaudited) Statements 4 false false R5.htm 100040 - 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Disclosure - Accrued Expenses and Other Liabilities Sheet http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureAccruedExpensesAndOtherLiabilities Accrued Expenses and Other Liabilities Notes 9 false false R10.htm 100090 - Disclosure - Net Loss Per Share of Common Stock Sheet http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNetLossPerShareOfCommonStock Net Loss Per Share of Common Stock Notes 10 false false R11.htm 100100 - Disclosure - Sale of Future Royalties Sheet http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSaleOfFutureRoyalties Sale of Future Royalties Notes 11 false false R12.htm 100110 - Disclosure - Stockholders' Deficit Sheet http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficit Stockholders' Deficit Notes 12 false false R13.htm 100120 - Disclosure - Stock Award Plan and Stock-Based Compensation Sheet http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureStockAwardPlanAndStockBasedCompensation Stock Award Plan and Stock-Based Compensation Notes 13 false false R14.htm 100130 - Disclosure - Commitments and Contingencies Sheet http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureCommitmentsAndContingencies Commitments and Contingencies Notes 14 false false R15.htm 100150 - Disclosure - Significant Accounting Policies (Policies) Sheet http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSignificantAccountingPoliciesPolicies Significant Accounting Policies (Policies) Policies http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSignificantAccountingPolicies 15 false false R16.htm 100160 - Disclosure - Accrued Expenses and Other Liabilities (Tables) Sheet http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureAccruedExpensesAndOtherLiabilitiesTables Accrued Expenses and Other Liabilities (Tables) Tables http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureAccruedExpensesAndOtherLiabilities 16 false false R17.htm 100170 - Disclosure - Net Loss Per Share of Common Stock (Tables) Sheet http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNetLossPerShareOfCommonStockTables Net Loss Per Share of Common Stock (Tables) Tables http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNetLossPerShareOfCommonStock 17 false false R18.htm 100180 - 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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r12", "r442"] }, "us-gaap_AccruedBonusesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AccruedBonusesCurrent", "crdr": "credit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureACCRUEDEXPENSESANDOTHERLIABILITIESAccruedExpensesAndOtherLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accrued bonus", "label": "Accrued Bonuses, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable for incentive compensation awarded to employees and directors or earned by them based on the terms of one or more relevant arrangements. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r16"] }, "us-gaap_AccruedProfessionalFeesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AccruedProfessionalFeesCurrent", "crdr": "credit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureACCRUEDEXPENSESANDOTHERLIABILITIESAccruedExpensesAndOtherLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Professional fees", "label": "Accrued Professional Fees, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r16"] }, "nerv_AccruedResearchAndDevelopmentCostsAndOtherExpensesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "AccruedResearchAndDevelopmentCostsAndOtherExpensesCurrent", "crdr": "credit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureACCRUEDEXPENSESANDOTHERLIABILITIESAccruedExpensesAndOtherLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Research and development costs and other accrued expenses", "label": "Accrued Research And Development Costs And Other Expenses Current", "documentation": "Represents the carrying value, as of the balance sheet date, of obligations incurred through that date and payable for research and development costs. It is used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle, if longer)." } } }, "auth_ref": [] }, "nerv_AccruedSeveranceCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "AccruedSeveranceCurrent", "crdr": "credit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureACCRUEDEXPENSESANDOTHERLIABILITIESAccruedExpensesAndOtherLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accrued severance", "label": "Accrued Severance Current", "documentation": "Accrued severance current." } } }, "auth_ref": [] }, "us-gaap_AccruedVacationCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AccruedVacationCurrent", "crdr": "credit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureACCRUEDEXPENSESANDOTHERLIABILITIESAccruedExpensesAndOtherLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Vacation pay", "label": "Accrued Vacation, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable for unused vacation time owed to employees based on the entity's vacation benefit given to its employees. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r16", "r39"] }, "us-gaap_AdditionalPaidInCapitalCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AdditionalPaidInCapitalCommonStock", "crdr": "credit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "periodEndLabel": "Additional Paid in Capital, Common Stock, Ending Balance", "periodStartLabel": "Additional Paid in Capital, Common Stock, Beginning Balance", "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital, Common Stock", "documentation": "Value received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth_ref": ["r54"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersDeficitUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-in Capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r254", "r255", "r256", "r350", "r471", "r472", "r473", "r515", "r533"] }, "nerv_AdjustmentsToAdditionalPaidInCapitalCostsEarningsRelatedToStockAndWarrantsIssuance": { "xbrltype": "monetaryItemType", "nsuri": 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Arrangement, Increase for Cost Recognition, Total", "terseLabel": "Stock-based compensation", "label": "APIC, Share-Based Payment Arrangement, Increase for Cost Recognition", "documentation": "Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement." } } }, "auth_ref": ["r44", "r45", "r220"] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalStockSplit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AdjustmentsToAdditionalPaidInCapitalStockSplit", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersDeficitUnaudited"], "lang": { "en-us": { "role": { "label": "Adjustments to Additional Paid in Capital, Stock Split", "terseLabel": "Adjustments due to the rounding impact from the reverse stock split for fractional shares", "documentation": "Amount of decrease in additional paid in capital (APIC) resulting from a stock split in which per-share par value or stated value is not changed proportionately." } } }, "auth_ref": ["r6", "r73"] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Adjustments to reconcile net loss to net cash used in operating activities:", "label": "Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "nerv_AggregateOfferingPriceOfCommonStockPreferredStockDebtSecuritiesAndWarrants": { "xbrltype": "monetaryItemType", "nsuri": "http://minervaneurosciences.com/20240630", 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Excludes amount capitalized." } } }, "auth_ref": ["r249", "r257"] }, "nerv_AlternativeInvestmentMeasurementExpectedDividendPayments": { "xbrltype": "perShareItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "AlternativeInvestmentMeasurementExpectedDividendPayments", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitTermLoanWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Expected dividend", "label": "Alternative Investment Measurement Expected Dividend Payments", "documentation": "Alternative investment measurement expected dividend payments." } } }, "auth_ref": [] }, "nerv_AlternativeInvestmentMeasurementExpectedTerm": { "xbrltype": "durationItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "AlternativeInvestmentMeasurementExpectedTerm", "presentation": 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unit amounts for the period presented." } } }, "auth_ref": ["r140"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNETLOSSPERSHAREOFCOMMONSTOCKSecuritiesExcludedFromCalculationOfWeightedAverageSharesOutstanc], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities", "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": ["r25"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_AntidilutiveSecuritiesNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AntidilutiveSecuritiesNameDomain", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNETLOSSPERSHAREOFCOMMONSTOCKSecuritiesExcludedFromCalculationOfWeightedAverageSharesOutstanc], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities, Name", "label": "Antidilutive Securities, Name [Domain]", "documentation": "Incremental common shares attributable to securities that were not included in diluted earnings per share (EPS) because to do so would increase EPS amounts or decrease loss per share amounts for the period presented." } } }, "auth_ref": ["r25"] }, "us-gaap_AreaOfRealEstateProperty": { "xbrltype": "areaItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AreaOfRealEstateProperty", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureCommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease rentable square feet", "label": "Area of Real Estate Property", "documentation": "Area of a real estate property." } } }, "auth_ref": [] }, "us-gaap_ArrangementsAndNonarrangementTransactionsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ArrangementsAndNonarrangementTransactionsMember", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitAtthemarketEquityOfferingProgramAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitPrivatePlacementOfCommonStockAndWarrantsAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitPublicOfferingOfCommonStockAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Collaborative Arrangement and Arrangement Other than Collaborative", "label": "Collaborative Arrangement and Arrangement Other than Collaborative [Domain]", "documentation": "Collaborative arrangement and arrangement other than collaborative applicable to revenue-generating activity or operations." } } }, "auth_ref": ["r261"] }, "us-gaap_Assets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "Assets", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Total assets", "label": "Assets", "documentation": "Sum of the carrying amounts as of the balance sheet date of all assets that are recognized. Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events." } } }, "auth_ref": ["r78", "r97", "r114", "r146", "r149", "r151", "r154", "r172", "r173", "r174", "r175", "r176", "r177", "r178", "r179", "r180", "r263", "r267", "r281", "r321", "r374", "r442", "r455", "r485", "r486", "r522"] }, "us-gaap_AssetsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetsAbstract", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Assets", "label": "Assets [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetsCurrent", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Total current assets", "label": "Assets, Current", "documentation": "Sum of the carrying amounts as of the balance sheet date of all assets that are expected to be realized in cash, sold, or consumed within one year (or the normal operating cycle, if longer). Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events." } } }, "auth_ref": ["r93", "r102", "r114", "r154", "r172", "r173", "r174", "r175", "r176", "r177", "r178", "r179", "r180", "r263", "r267", "r281", "r442", "r485", "r486", "r522"] }, "us-gaap_AssetsCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AssetsCurrentAbstract", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Current assets", "label": "Assets, Current [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AwardTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AwardTypeAxis", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureNetLossPerShareOfCommonStockAdditionalInformationDetails", 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Reservoir." } } }, "auth_ref": [] }, "us-gaap_CapitalizedComputerSoftwareAmortization1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CapitalizedComputerSoftwareAmortization1", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "label": "Capitalized Computer Software, Amortization", "terseLabel": "Amortization of capitalized software", "documentation": "Amount of expense for amortization of capitalized computer software costs." } } }, "auth_ref": ["r5", "r83"] }, "us-gaap_CapitalizedComputerSoftwareNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CapitalizedComputerSoftwareNet", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { 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Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r23", "r95", "r419"] }, "us-gaap_CashAndCashEquivalentsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashAndCashEquivalentsPolicyTextBlock", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents", "label": "Cash and Cash Equivalents, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value." } } }, "auth_ref": ["r24"] }, "us-gaap_CashAndCashEquivalentsRestrictedCashAndCashEquivalentsPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashAndCashEquivalentsRestrictedCashAndCashEquivalentsPolicy", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Cash", "label": "Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block]", "documentation": "Entity's cash and cash equivalents accounting policy with respect to restricted balances. Restrictions may include legally restricted deposits held as compensating balances against short-term borrowing arrangements, contracts entered into with others, or company statements of intention with regard to particular deposits; however, time deposits and short-term certificates of deposit are not generally included in legally restricted deposits." } } }, "auth_ref": ["r24", "r77"] }, "nerv_CashCashEquivalentsRestrictedCashAndMarketableSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "CashCashEquivalentsRestrictedCashAndMarketableSecurities", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNATUREOFOPERATIONSANDLIQUIDITYAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash, cash equivalents, restricted cash and marketable securities", "label": "Cash Cash Equivalents Restricted Cash And Marketable Securities", "documentation": "Cash, cash equivalents, restricted cash and marketable securities." } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "periodEndLabel": "Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Ending Balance", "periodStartLabel": "Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Beginning Balance", "totalLabel": "Total cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r23", "r63", "r111"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperationsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperationsAbstract", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "totalLabel": "Net decrease in cash, cash equivalents and restricted cash", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r0", "r63"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "CityAreaCode", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ClassOfStockLineItems", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitPublicOfferingOfCommonStockAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Class of Stock [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r19", "r48", "r322", "r361"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": 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These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r53"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CommonStockSharesOutstanding", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsParentheticalUnaudited", "http://minervaneurosciences.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersDeficitUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares outstanding", "periodStartLabel": "Balance (in shares)", "periodEndLabel": "Balance (in shares)", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. 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This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r53", "r324", "r442"] }, "us-gaap_ConsolidationPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ConsolidationPolicyTextBlock", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Consolidation", "label": "Consolidation, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary." } } }, "auth_ref": ["r46", "r424"] }, "srt_CounterpartyNameAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "CounterpartyNameAxis", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureSaleOfFutureRoyaltiesAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNATUREOFOPERATIONSANDLIQUIDITYAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Counterparty Name", "label": "Counterparty Name [Axis]" } } }, "auth_ref": ["r115", "r116", "r184", "r200", "r298", "r421", "r423"] }, "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "CoverAbstract", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Cover [Abstract]", "label": "Cover [Abstract]", "documentation": "Cover page." } } }, "auth_ref": [] }, "us-gaap_CreditFacilityAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "CreditFacilityAxis", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitTermLoanWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Credit Facility", "label": "Credit Facility [Axis]", "documentation": "Information by type of credit facility. 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the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the
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outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist
define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of
the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname":

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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r457"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityFileNumber", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Securities Act File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityFilerCategory", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r457"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { 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"http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitTermLoanWarrantsAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersDeficitUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Equity Component", "label": "Equity Component [Domain]", "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": ["r6", "r90", "r105", "r106", "r107", "r118", "r119", "r120", "r122", "r128", "r130", "r144", "r155", "r156", "r214", "r254", "r255", "r256", "r259", "r260", "r269", "r270", "r271", "r272", "r273", "r274", "r276", "r286", "r287", "r288", "r289", "r290", "r291", "r295", "r338", "r339", "r340", "r350", "r401"] }, "nerv_ExercisePriceOfPreFundedWarrants": { "xbrltype": "perShareItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "ExercisePriceOfPreFundedWarrants", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureNetLossPerShareOfCommonStockAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitPrivatePlacementOfCommonStockAndWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "documentation": "Exercise price of pre-funded warrants.", "label": "Exercise Price of Pre-funded Warrants", "terseLabel": "Exercise price of pre-funded warrants" } } }, "auth_ref": [] }, "nerv_ExpirationAnniversaryDateOfIssuance": { "xbrltype": "durationItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "ExpirationAnniversaryDateOfIssuance", "presentation": 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gain (loss) from foreign currency transaction." } } }, "auth_ref": ["r282", "r283", "r284", "r285", "r398"] }, "us-gaap_GeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "GeneralAndAdministrativeExpense", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "General and Administrative Expense, Total", "terseLabel": "General and administrative", "label": "General and Administrative Expense", "documentation": "The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line." } } }, "auth_ref": ["r61", "r384"] }, "us-gaap_GeneralAndAdministrativeExpenseMember": { "xbrltype": 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"terseLabel": "Goodwill", "label": "Goodwill", "documentation": "Amount after accumulated impairment loss of an asset representing future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized." } } }, "auth_ref": ["r96", "r159", "r317", "r429", "r442", "r477", "r478"] }, "nerv_GrossProceedsFromIssuanceOfPrivatePlacement": { "xbrltype": "monetaryItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "GrossProceedsFromIssuanceOfPrivatePlacement", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitPrivatePlacementOfCommonStockAndWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "documentation": "Gross proceeds from issuance of private placement.", "label": "Gross Proceeds From Issuance Of Private Placement", "terseLabel": "Gross proceeds from issuance of private placement" } } }, "auth_ref": 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"us-gaap_IncreaseDecreaseInAccruedLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "IncreaseDecreaseInAccruedLiabilities", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Increase (Decrease) in Accrued Liabilities, Total", "terseLabel": "Accrued expenses and other current liabilities", "label": "Increase (Decrease) in Accrued Liabilities", "documentation": "The increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid." } } }, "auth_ref": ["r2"] }, "us-gaap_IncreaseDecreaseInOperatingCapitalAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "IncreaseDecreaseInOperatingCapitalAbstract", "presentation": 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Regulated liabilities are created when regulatory agency permits an entity to defer revenues to the balance sheet." } } }, "auth_ref": ["r2"] }, "nerv_IncrementalNonCashCompensationCost": { "xbrltype": "percentItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "IncrementalNonCashCompensationCost", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONAdditionalInformationDetails"], "lang": { "en-us": { "role": { "documentation": "Incremental Non-cash Compensation Cost", "label": "Incremental Non-cash Compensation Cost", "terseLabel": "Incremental non-cash compensation cost" } } }, "auth_ref": [] }, "us-gaap_IndefiniteLivedIntangibleAssetsByMajorClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "IndefiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNATUREOFOPERATIONSANDLIQUIDITYAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Indefinite-lived Intangible Assets", "label": "Indefinite-Lived Intangible Assets [Axis]", "documentation": "Information by type or class of assets, excluding financial assets and goodwill, lacking physical substance and having a projected indefinite period of benefit." } } }, "auth_ref": ["r160", "r161"] }, "us-gaap_IndefiniteLivedIntangibleAssetsMajorClassNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "IndefiniteLivedIntangibleAssetsMajorClassNameDomain", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNATUREOFOPERATIONSANDLIQUIDITYAdditionalInformationDetails"], "lang": { "en-us": { "role": {

"terseLabel": "Indefinite-lived Intangible Assets, Major Class Name", "label": "Indefinite-Lived Intangible Assets, Major Class Name [Domain]", "documentation": "The major class of indefinite-lived intangible asset (for example, trade names, etc. but not all-inclusive), excluding goodwill. A major class is composed of intangible assets that can be grouped together because they are similar, either by their nature or by their use in the operations of the company." } } }, "auth_ref": ["r29", "r68"] }, "us-gaap_InvestmentIncomeInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "InvestmentIncomeInterest", "crdr": "credit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Investment income", "label": "Investment Income, Interest", "documentation": "Amount before accretion (amortization) of purchase discount (premium) of interest income on nonoperating securities." } } }, "auth_ref": ["r62", "r147"] }, "us-gaap_InvestorMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "InvestorMember", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitPrivatePlacementOfCommonStockAndWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Investor [Member]", "terseLabel": "Investors", "documentation": "Business entity or individual that puts money, by purchase or expenditure, in something offering potential profitable returns, such as interest income or appreciation in value." } } }, "auth_ref": ["r518", "r519"] }, "nerv_LeaseCommencementDate": { "xbrltype": "dateItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "LeaseCommencementDate", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureCommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease commencement date", "label": "Lease Commencement Date", "documentation": "Lease commencement date." } } }, "auth_ref": [] }, "us-gaap_LeaseContractualTermAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LeaseContractualTermAxis", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureCommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Lease Contractual Term [Axis]", "documentation": "Information by contractual term of lease arrangement." } } }, "auth_ref": ["r463"] }, "us-gaap_LeaseContractualTermDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LeaseContractualTermDomain", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureCommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Lease Contractual Term [Domain]", "documentation": "Contractual term of lease arrangement." } } }, "auth_ref": ["r463"] }, "nerv_LeaseDescription": { "xbrltype": "stringItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "LeaseDescription", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureCommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease description", "label": "Lease Description", "documentation": "Lease description." } } }, "auth_ref": [] }, "us-gaap_LeaseExpirationDate1": { "xbrltype": "dateItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LeaseExpirationDate1", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureCommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease expire date", "label": "Lease Expiration Date", "documentation": "Date which lease or group of leases is set to expire, in YYYY-MM-DD format." } } }, "auth_ref": [] }, "us-gaap_Liabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "Liabilities", "crdr": "credit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities", "label": "Liabilities", "documentation": "Sum of the carrying amounts as of the balance sheet date of all liabilities that are recognized. Liabilities are probable future sacrifices of economic benefits arising from present obligations of an entity to transfer assets or provide services to other entities in the future." } } }, "auth_ref": ["r15", "r114", "r154", "r172", "r173", "r174", "r175", "r176", "r177", "r178", "r179", "r180", "r264", "r267", "r268", "r281", "r360", "r426", "r455", "r485", "r522", "r523"] }, "us-gaap_LiabilitiesAndStockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LiabilitiesAndStockholdersEquity", "crdr": "credit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "label": "Liabilities and Equity", "totalLabel": "Total liabilities and stockholders' deficit", "documentation": "Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any." } } }, "auth_ref": ["r58", 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These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": ["r18", "r31"] }, "us-gaap_LossContingenciesLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LossContingenciesLineItems", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureCommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Loss Contingencies [Line Items]", "label": "Loss Contingencies [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r166", "r167", "r168", "r171", "r481", "r482"] }, "us-gaap_LossContingenciesTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "LossContingenciesTable", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureCommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Loss Contingencies [Table]", "documentation": "Discloses the specific components (such as the nature, name, and date) of the loss contingency and gives an estimate of the possible loss or range of loss, or states that a reasonable estimate cannot be made. Excludes environmental contingencies, warranties and unconditional purchase obligations." } } }, "auth_ref": ["r166", "r167", "r168", "r171", "r481", "r482"] }, "nerv_MaximumBeneficialOwnershipLimitation": { "xbrltype": "percentItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "MaximumBeneficialOwnershipLimitation", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitPrivatePlacementOfCommonStockAndWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "documentation": "Maximum beneficial ownership limitation.", "label": "Maximum Beneficial Ownership Limitation", "terseLabel": "Maximum beneficial ownership limitation" } } }, "auth_ref": [] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "MaximumMember", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNATUREOFOPERATIONSANDLIQUIDITYAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONSummaryOfAssumptionsUsedInBlackScholesModelToEs], "lang": { "en-us": { "role": { "verboseLabel": "Maximum", "terseLabel": "Maximum [Member]", "label": "Maximum [Member]" } } }, "auth_ref": ["r167", "r168", "r169", "r170", "r217", "r303", "r337", "r352", "r353", "r407", "r408", "r409", "r410", "r411", "r415", "r416", "r428", "r435", "r437", "r444", "r487", "r524", "r525", "r526", "r527", "r528", "r529"] }, "nerv_MaximumPercentageOfCommonStockAffiliatesCollectivelyHold": { "xbrltype": "percentItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "MaximumPercentageOfCommonStockAffiliatesCollectivelyHold", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitPrivatePlacementOfCommonStockAndWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "documentation": "Maximum percentage of common stock affiliates collectively hold.", "label": "Maximum Percentage Of Common Stock Affiliates Collectively Hold", "terseLabel": "Maximum percentage of common stock affiliates collectively hold" } } }, "auth_ref": [] }, "us-gaap_MeasurementInputExpectedDividendPaymentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputExpectedDividendPaymentMember", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitTermLoanWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Measurement Input, Expected Dividend Payment", "label": "Measurement Input, Expected Dividend Payment [Member]", "documentation": "Measurement input using expected dividend to be paid to holder of equity or financial instrument." } } }, "auth_ref": ["r516"] }, "us-gaap_MeasurementInputExpectedTermMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputExpectedTermMember", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitTermLoanWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Measurement Input, Expected Term", "label": "Measurement Input, Expected Term [Member]", "documentation": "Measurement input using period financial instrument is expected to be outstanding. Excludes maturity date." } } }, "auth_ref": ["r516"] }, "us-gaap_MeasurementInputPriceVolatilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputPriceVolatilityMember", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitTermLoanWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Measurement Input, Price Volatility", "label": "Measurement Input, Price Volatility [Member]", "documentation": "Measurement input using rate at which price of security will increase (decrease) for given set of returns." } } }, "auth_ref": ["r516"] }, "us-gaap_MeasurementInputRiskFreeInterestRateMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputRiskFreeInterestRateMember", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitTermLoanWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Measurement Input, Risk Free Interest Rate", "label": "Measurement Input, Risk Free Interest Rate [Member]", "documentation": "Measurement input using interest rate on instrument with zero risk of financial loss." } } }, "auth_ref": ["r516"] }, "us-gaap_MeasurementInputTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputTypeAxis", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitTermLoanWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Measurement Input Type", "label": "Measurement Input Type [Axis]", "documentation": "Information by type of measurement input used to determine value of asset and liability." } } }, "auth_ref": ["r279"] }, "us-gaap_MeasurementInputTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "MeasurementInputTypeDomain", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitTermLoanWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Measurement Input Type", "label": "Measurement Input Type [Domain]", "documentation": "Measurement input used to determine value of asset and liability." } } }, "auth_ref": [] }, "nerv_MinimumMarketValueOfListedSecuritiesRequiredForContinuedListing": { "xbrltype": "monetaryItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "MinimumMarketValueOfListedSecuritiesRequiredForContinuedListing", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNATUREOFOPERATIONSANDLIQUIDITYAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Minimum market value of listed securities required for continued listing", "label": "Minimum Market Value of Listed Securities Required for Continued Listing",

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It also may include other parties with which the entity may control or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests." } } }, "auth_ref": ["r216", "r296", "r297", "r355", "r356", "r357", "r358", "r359", "r379", "r381", "r406"] }, "us-gaap_RelatedPartyTransactionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RelatedPartyTransactionAxis", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureCommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Axis]", "documentation": "Information by type of related party transaction." } } }, "auth_ref": ["r296", "r297", "r521"] }, "us-gaap_RelatedPartyTransactionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RelatedPartyTransactionDomain", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureCommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Domain]", "documentation": "Transaction between related party." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitPrivatePlacementOfCommonStockAndWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Related Party, Type [Axis]", "documentation": "Information by type of related party. Related parties include, but not limited to, affiliates; other entities for which investments are accounted for by the equity method by the entity; trusts for benefit of employees; and principal owners, management, and members of immediate families. It also may include other parties with which the entity may control or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests." } } }, "auth_ref": ["r216", "r296", "r297", "r305", "r306", "r307", "r308", "r309", "r310", "r311", "r312", "r313", "r314", "r315", "r316", "r355", "r356", "r357", "r358", "r359", "r379", "r381", "r406", "r521"] }, "srt_RepurchaseAgreementCounterpartyNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2023", "localname": "RepurchaseAgreementCounterpartyNameDomain", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureSaleOfFutureRoyaltiesAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNATUREOFOPERATIONSANDLIQUIDITYAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Counterparty Name", "label": "Counterparty Name [Domain]" } } }, "auth_ref": ["r115", "r116", "r184", "r200", "r298", "r422", "r423"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Research and Development Expense, Total", "verboseLabel": "Research and development", "label": "Research and Development Expense", "documentation": "The aggregate costs incurred (1) in a planned search or critical investigation aimed at discovery of new knowledge with the hope that such knowledge will be useful in developing a new product or service, a new process or technique, or in bringing about a significant improvement to an existing product or process; or (2) to translate research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process whether intended for sale or the entity's use, during the reporting period charged to research and development projects, including the costs of developing computer software up to the point in time of achieving technological feasibility, and costs allocated in accounting for a business combination to in-process projects deemed to have no alternative future use." } } }, "auth_ref": ["r49", "r258", "r530"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONScheduleOfStockBasedCompensationExpenseIncludedIn], "lang": { "en-us": { "role": { "terseLabel": "Research and Development", "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "us-gaap_RestrictedCashCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RestrictedCashCurrent", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSIGNIFICANTACCOUNTINGPOLICIESAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited", "http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "verboseLabel": "Restricted cash balances as collateral for corporate credit cards", "terseLabel": "Restricted cash", "label": "Restricted Cash, Current", "documentation": "Amount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r465", "r467"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Stock Units", "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": 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{ "terseLabel": "Schedule of Accrued Expenses and Other Liabilities", "label": "Schedule of Accrued Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of accrued liabilities." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNETLOSSPERSHAREOFCOMMONSTOCKSecuritiesExcludedFromCalculationOfWeightedAverageSharesOutstand], "lang": { "en-us": { "role": { "terseLabel": "Schedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table]", "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table]", "documentation": "Schedule for securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by Antidilutive Securities." } } }, "auth_ref": ["r25"] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNetLossPerShareOfCommonStockTables"], "lang": { "en-us": { "role": { "terseLabel": "Securities Excluded from Calculation of Weighted Average Shares Outstanding as their Effect is Antidilutive", "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]", 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Includes, but is not limited to, related tax benefit." } } }, "auth_ref": ["r43"] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNetLossPerShareOfCommonStockTables"], "lang": { "en-us": { "role": { "terseLabel": "Computation of Basic and Diluted Loss Per Share", "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": ["r474"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONScheduleOfStockBasedCompensationExpenseIncludedIn], "lang": { "en-us": { "role": { "terseLabel": "Schedule Of Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Table]", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "documentation": "Disclosure of information about amount recognized for award under share-based payment arrangement. Includes, but is not limited to, amount expensed in statement of income or comprehensive income, amount capitalized in statement of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": ["r43"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONStockOptionActivityForEmployeesAndNonEmployeesDe "http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONSummaryOfAssumptionsUsedInBlackScholesModelToEs], "lang": { "en-us": { "role": { "terseLabel": "Schedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table]", "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r219", "r221", "r223", "r224", "r225", "r226", "r227", "r228", "r229", "r230", "r231", "r232", "r233", "r234", "r235", "r236", "r237", "r238", "r239", "r240", "r241", "r242", "r243", "r244", "r245", "r246", "r247", "r248"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureStockAwardPlanAndStockBasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock Option Activity for Employees and Non-Employees", "label": "Share-Based Payment Arrangement, Option, Activity [Table Text Block]", "documentation": "Tabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": ["r8", "r9", "r42"] }, "us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureStockAwardPlanAndStockBasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Assumptions Used in Black Scholes Model to Estimate Fair Value of Stock Options", "label": "Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]", "documentation": "Tabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions." } } }, "auth_ref": ["r76"] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfStockByClassTable", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitPublicOfferingOfCommonStockAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Schedule of Stock by Class [Table]", "documentation": "Schedule detailing information related to equity by class of stock. Class of stock includes common, convertible, and preferred stocks which are not redeemable or redeemable solely at the option of the issuer. It also includes preferred stock with redemption features that are solely within the control of the issuer and mandatorily redeemable stock if redemption is required to occur only upon liquidation or termination of the reporting entity." } } }, "auth_ref": ["r32", "r33", "r34", "r35", "r36", "r37", "r38", "r71", "r72", "r73", "r98", "r99", "r100", "r145", "r198", "r199", "r200", "r202", "r205", "r210", "r212", "r344", "r345", "r346", "r347", "r435", "r462", "r468"] }, "nerv_SecuritiesPurchaseAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "SecuritiesPurchaseAgreementMember", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitPrivatePlacementOfCommonStockAndWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "documentation": "Securities purchase agreement.", "label": "Securities Purchase Agreement [Member]", "terseLabel": "Securities Purchase Agreement" } } }, "auth_ref": [] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "Security12bTitle", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Title of 12(b) Security", "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r456"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "SecurityExchangeName", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Security Exchange Name", "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r458"] }, "nerv_SeltorexantMember": { "xbrltype": "domainItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "SeltorexantMember", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureSaleOfFutureRoyaltiesAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureNATUREOFOPERATIONSANDLIQUIDITYAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Seltorexant", "label": "Seltorexant [Member]", "documentation": "Seltorexant." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShareBasedCompensation", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Share-based Payment Arrangement, Noncash Expense, Total", "terseLabel": "Stock-based compensation expense", "label": "Share-Based Payment Arrangement, Noncash Expense", "documentation": "Amount of noncash expense for share-based payment arrangement." } } }, "auth_ref": ["r2"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Vesting period of PRSUs after acceptance", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period", "documentation": "Period over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": ["r438"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExercisePrice", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Exercise price per unit", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Exercise Price", "documentation": "Agreed-upon price for the exchange of the underlying asset relating to the share-based payment award." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONAdditionalInformationDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Dividend yield (as a percent)", "terseLabel": "Dividend yield", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate", "documentation": "The estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term." } } }, "auth_ref": ["r246"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONSummaryOfAssumptionsUsedInBlackScholesModelToEs], "lang": { "en-us": { "role": { "terseLabel": "Volatility", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate", "documentation": "The estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": ["r245"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONSummaryOfAssumptionsUsedInBlackScholesModelToEs], "lang": { "en-us": { "role": { "terseLabel": "Risk free interest rate", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate", "documentation": "The risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": ["r247"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONStockOptionActivityForEmployeesAndNonEmployeesDe "http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONSummaryOfAssumptionsUsedInBlackScholesModelToEs], "lang": { "en-us": { "role": { "verboseLabel": "Share Based Compensation Arrangement By Share Based Payment Award [Line Items]", "terseLabel": "Share Based Compensation Arrangement By Share Based Payment Award [Line Items]", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r219", "r221", "r223", "r224", "r225", "r226", "r227", "r228", "r229", "r230", "r231", "r232", "r233", "r234", "r235", "r236", "r237", "r238", "r239", "r240", "r241", "r242", "r243", "r244", "r245", "r246", "r247", "r248"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Increase in number of shares authorized for issuance", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized", "documentation": "Number of additional shares authorized for issuance under share-based payment arrangement." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONStockOptionActivityForEmployeesAndNonEmployeesDe], "lang": { "en-us": { "role": { "terseLabel": "Available for future grant (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant", "documentation": "The difference between the maximum number of shares (or other type of equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable." } } }, "auth_ref": ["r41"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONStockOptionActivityForEmployeesAndNonEmployeesDe], "lang": { "en-us": { "role": { "terseLabel": "Exercisable at the end of the period (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number", "documentation": "The number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan." } } }, "auth_ref": ["r228"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONStockOptionActivityForEmployeesAndNonEmployeesDe], "lang": { "en-us": { "role": { "periodEndLabel": "Exercisable at the end of the period (in dollars per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price", "documentation": "The weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan." } } }, "auth_ref": ["r228"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue", "crdr": "debit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONAdditionalInformationDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Total intrinsic value of the stock options exercised", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value", "documentation": "Amount of accumulated difference between fair value of underlying shares on dates of exercise and exercise price on options exercised (or share units converted) into shares." } } }, "auth_ref": ["r241"] }, "nerv_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpiredInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://minervaneurosciences.com/20240630", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpiredInPeriod", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONStockOptionActivityForEmployeesAndNonEmployeesDe], "lang": { "en-us": { "role": { "negatedLabel": "Expired (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expired in Period", "documentation": "Share-based compensation arrangement by share-based payment award, options, expired in period." } } }, "auth_ref": [] }, 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Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": ["r242"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureNetLossPerShareOfCommonStockAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONStockOptionActivityForEmployeesAndNonEmployeesDe 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Vesting Rights, Percentage", "documentation": "Percentage of vesting of award under share-based payment arrangement." } } }, "auth_ref": ["r489"] }, "us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSTOCKAWARDPLANANDSTOCKBASEDCOMPENSATIONSummaryOfAssumptionsUsedInBlackScholesModelToEs], "lang": { "en-us": { "role": { "terseLabel": "Expected term (years)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term", "documentation": "Expected term of award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." 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Excludes temporary equity and equity attributable to noncontrolling interest." } } }, "auth_ref": ["r53", "r56", "r57", "r67", "r364", "r380", "r402", "r403", "r442", "r455", "r470", "r476", "r517", "r533"] }, "us-gaap_StockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "StockholdersEquityAbstract", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "label": "Equity, Attributable to Parent [Abstract]", "terseLabel": "Stockholders' deficit" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquityNoteAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "StockholdersEquityNoteAbstract", "lang": { "en-us": { "role": { "label": "Stockholders' Equity Note [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquityNoteDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "StockholdersEquityNoteDisclosureTextBlock", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficit"], "lang": { "en-us": { "role": { "label": "Equity [Text Block]", "terseLabel": "Stockholders' Deficit", "documentation": "The entire disclosure for equity." } } }, "auth_ref": ["r70", "r113", "r197", "r199", "r201", "r202", "r203", "r204", "r205", "r206", "r207", "r208", "r209", "r211", "r214", "r275", "r404", "r405", "r413"] }, "us-gaap_StockholdersEquityNoteStockSplitConversionRatio1": { "xbrltype": "pureItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "StockholdersEquityNoteStockSplitConversionRatio1", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSIGNIFICANTACCOUNTINGPOLICIESAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Stock split conversion ratio", "label": "Stockholders' Equity Note, Stock Split, Conversion Ratio", "documentation": "Ratio applied to the conversion of stock split, for example but not limited to, one share converted to two or two shares converted to one." } } }, "auth_ref": ["r11"] }, "us-gaap_StockholdersEquityReverseStockSplit": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "StockholdersEquityReverseStockSplit", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/Role_DisclosureSIGNIFICANTACCOUNTINGPOLICIESAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Reverse stock split", "label": "Stockholders' Equity, Reverse Stock Split", "documentation": "Description of the reverse stock split arrangement. 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Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business." } } }, "auth_ref": ["r299", "r301"] }, "us-gaap_SubsidiarySaleOfStockAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SubsidiarySaleOfStockAxis", "presentation": ["http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureNetLossPerShareOfCommonStockAdditionalInformationDetails", "http://minervaneurosciences.com/20240630/taxonomy/role/DisclosureStockholdersDeficitPrivatePlacementOfCommonStockAndWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Sale of Stock [Axis]", "documentation": "Information by type of sale of the entity's stock." } } }, "auth_ref": [] }, "nerv_SummaryOfActivityOfTheRoyaltyObligationTableTextBlock": { "xbrltype": 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\9]>/1K:PYN+>CPLP^*^JAEP[D-K5&XZ_5UH;H^9GXL6 M>/O^XV_%==Q[CW?#2, &XU'C959^L;">_N94F6E8"8!1IZY+%4G/CV(MB9+._&&*Y
M_7KLF\34'/#LQH02C/YZRDX7IN67=8#O'B3N/65-]\I1CDEL([ZEN#F;MMD\ M;@G&_G3+O"T!)M<9S)<:>H#HADB\X5@CZH5#W&F?2Z-(Y'04CCIOK&1MB>Y?
MI[8"F@Y//L:C<35Y431+%9.?7Y0PR#IZX/GQT-GA<#P!EVP9RG]W-FYV%8SB M\M4*Q'JY?OVO%2#*0_ORU]]W/GYZ_$O_UU\?//A_<=/Q8??/^[_OO/N4_'I M?0&F[2>P7PO"BO/UC\?
YM\>G_OBG.6/VG%N_.[J=\F1C&UU<VS\N1" MWXZK8G(0BW\LY.8!>J*"% 3OJ>5'RCXT4M-7V!/]#,YPWLT6K"V*_'> 7= BM'.3/)-1+@>K(@* M)BC*\D$/-*>G<64)TCXFY*-
W+,E(C/9M4>%M67L[_&^8W;?P2]V-^/^Q0UI@DXPD)@/&FLE\>IQ'G+5+>56"'MA@K?$!!=;\V_R3NQF MG;3C5A)_];\>S_MY:$_?=QYM[_76"0K,58Z,,1G$-)8UG":G,K,PG)*U?CP
M6I7]D)XVPP_1CZLFPVY["N!6#Z:C/MY7'X):FMSA30G8Y5U M3I0HWI;#6+P;;ZW,I6&*)Z;SOD\PIFD,R'(<4<3!,BED2@HOJZ;?-(D8>2#0 MMHM5-^88Y\
(H4A!U3YNYCP%V6:N>-47YPR1"12TH20RY;*[R1"C(!E:(,>Z] MXDIAVI)$?(Q?FEU'HTE.?FI5*KX[^)MH^%N9,XPFW#FMQK4OX\C'>E#LC?Q6 M:[[E$RUU+@<7/[PYMGY29$H5XU2M7^.J?
[208YR65QKN,-.YV,%Q3,OT=UW*[CD073-5ZD>?/N%[E]Z$"U:/UK69>NJ=6]O7A^ M?A/<%4X3GIKFO&GEY/]]I);9]DTR\ MCD/[S>8]I.8"9<$=2=R4[\AXICW<<6P?
9V$EE&74DG\"5JX'&9JL!0R2I M2# /*D7>#AM_LL=[\Q3[V;[RUKR:&P/^$F'H(3'?#?N?H^)CHAM0]VEY8A6S M_D,#4<6X*MY/#F)5_/NT*NM0-@4_P03\R54O?[D :;(GE8AC",Z\Y,0*U\Y>
<7],5S M'6=OA3:+^DQHR:A!.H+2YLPE9)AG2'CJ9:!6B+CTHOY,?>^$4,6ZGO_SEW(4 MR0HA@@B,B]?E;$=YL?,UCJ;?,S+UMA7G&@1FE06)8/85 MDI01HX14&IM6*;$+']]7G\;?5FGB_SK-
JR8Y,?V)9O]B-LSU4R^BBU@DC+#V M,(W>@(RGE$]@<49(Z:-32Z^97YCZQL)Y7WT)ZL<^39"D#?&%7=ZYVI]T9EH M[5R4&CGG SA7+"!-L 7G"O@5_*[(:$LQ@CEC?
AB#]S__\NC)C2P.K;$1&/6 M.U6/:#+/"9QCZ!\J)WRR Z+-\?1-Y5VBO<)+.=8]Z[3<^<#D.TB"_>MSA'\ MF^/-:[K\;QX8HC];6_K7?]:4J%=U,8G#>'0P'L5BU 2;!@6(SG":%VX*"Y@" MV!OB=O'#
[4D"W^O0#2NB6"F;2 #,MT0BSBU&FB6*&/-@% ;M))C02Z)_-@)W M8" MX?WR1)#?30QX^C[^^)VDD ?2$F'-O! "!D?9&(..-#PH;1E18 MEMZY)N?P0^;H%>2$/)CF&"/%U!T,@JX#TE+3\,/;
<04C;M:Z!\7\RT)OVU%8 M_#1+CB]R=CS@4UZ)L_Z/+]5X.@IH3M[4_'M==OS[P>U&NKWNNJ[;RC?GWY638Y!A%ZP*/[1U M_3V/8=FIWYBIK6QC,N^?'(+)\,/WW K^< M@?
Q#@BJ/"E_/')^NM_AUPF"^)X^8QKFD;U+(BGP"G"+2&:(%]7I9BW]Q%AJA MKD&X]IAO5KJT:&J7#HI_46.,2E <1=?[7 :_Z6HBG6]L 0]/.0\ANRG;D0 MTFN,0M*YQK?
@R#"9D.4Q2"N]8$HN2_DYZLY MT7,>?/Q;QM-T384(EC5WU^7 M4EI+3ZC.6T,\XL$D)WD*&'*A%21"RO:@HZ.0@HF3GTPSAG_B\V4DP,[N=SW;_9B+W,79P_/Q_#CH FO_$!G8W3
YG#=_1U& MD.]O;H6' 06\ M!=_[4;CWOV.]3#QXJ;:+%02HE^K0O!+039SWM)1Z-WXZ0LTW_V]&<.]^@)Z! M#C#NL)Q, !7C$+"N&H^R[34*2+882?%7C9ZK&_6AU_;B9WMB;V$]V?O.!]&
M_#B%.SD6\RU;T^$L*7,??2I^R+I8O:*,;LUOF!R4-?38'N6=6ZL&_UE_3S$] MUC^N#K&5BRF%".YS4#CG%4GDL*>()6NY\2^ M#K'SW>N'V0"3MAC"0&)AO0?,SDLDH8&Q*INPU_Y:
+^C:R_4AP#VT$JUL/, MB@YA!DZRP0YO RLWS]F7XDLU_C8Y6%$>_OL]-ET+,96CII9)DU>4LR8H?G53 M!YO+Y-7BMN_><&/W%O=EFWU^[PU=7=Q9CF8:B5"'Z,(+.>]Z7*YYL;+6YQM
MF=N6MV[;H,FWQ*TK8[<]ND2S;(O+NRRHF=6DY%\?.#)/N]OX)K3XR_62U6;. M7D=^7FS &*^JON3T MLP)VU2[HT2_CZN2:INHYJOXW1\&<'*_0SUQOV M%Y*H;XI+;<#86Z7OTRLQ21D-
G##$;(R(,XF1M5H@K9,QTD:&S=+Y=S,EUC#- MK].Z',6Z;KU.^G)'Q-S1P*%;CVKBK($UV ^M'UH_M'YH_="Z[B]WU)QZ<_VR MY;H8DD_,_T]O/V+,5*+,
((*U13R*@+1T'FD/8[5&)DJ6/I%P9C\N..7/#:/L MSOCD<>U(?A\[LF77FC]T!Y76]"IH5T2V)2+LYR;3I5F:[+?FUR7F,H1N,F M975:SY*:8)2SLRRO.:EI7#5M#4]RX]]*:#IG2XV@V^,
<#_I:UDV$>&1'OK3# MG*F1"VWGF^N0')'05;A:K(E;7+<-.V>_:#_?':!*4^E_D[>7'U01P.3S/8?@ " M-^EIL[,AKF9_P9S>G/G;9\JVFP@MJ'6.Q81T9 QQIQS2U$EDB*0F&"=87'JW
MXSS.EKE@5>912WF_WS6D'I_JG92#)\]#?O :4)L9Z\\:Y_^V%EEM8S+S6;Q M^N(Q/Z>EV.Z\VWQ0C*>31M\V5=J:]^U,OTSK24$&13[$M]D4LAS0+>%,S1'R M;;-?
T8T@TBNM:3*:F0LTXA[RI#5C" CN8!_A1;DREX1:@C,C0O(<"T0)TDC M1ZR /F-+I65Y5^ UN_N:B6SF<;^9V=GT_6BF([*V>M__SPCQPO0H[X\M,/Z MYQ=[[]Y>/!(;:
(?"N#DI,=_RXAAA/P3Q_D%-PJ5\/4SW7U+D*Y==9I9L\&U\B&HU#7#P#_[*=KUZN(H:W1#GKSCSB-_OA[R"(93I9M-(\BL#BACD[MSD/,&?6GTW=\Q] /H6U7?/L>&;[;X-
W=.)CE^=],DH/JC#^!(K,0J$W0Q6T[M_&9/ZGFR_'GB+&9^7B_GNFE?9G97[_2N;F*[?39>RV=K[KU[_>:_\FG1;]]_ M_*T@&/WUB8]6>U0P6]--.P_=.:-O*U1WVX-
WVF^C5U!5^WJTT=V/L+52);JM M<=Y#7SU=F?QU'^S&D7?&&DN=F(8V2Z!_ +.J"V<,=,7V>IY%\N&ARL8K2T. MJNRH_S.8)9//YL]>:T%?%V],%CKW1+!A0GCO>QSZ4
M5\Y&MLKY:ZRV+C#+^@]WU4?I/6N0[>V;@-[5K+;0]5L^V66)'8F\3#@FQM MK+ W+9:C?(#L-ID%ZR]7HKT\V/.H,4SBS!L$W1:_+C":3FU &%&#C^3SZ>9 M)Y^;,]R;(I7W-
PMOFLLSLV_].W%#].1G09X2_AQNS+767/%?M/< M/)?AWZ>C6# \3V7(1=!>1Q^;' HV2W!@/1+W2-PC\8,!"V^1^^+5[)&+<#7[M[9G,R3,"\3/C^/,X?1X?K1S&S]G+@-_OCW(ID:9HY]* _
0Z'!LHK\OC1:7C M61;Z5;2_#/ M@3Y35(2P,I>I=C(S2([#5(KT%Z#;*6)V>4+V>Z!<)GCO8C\:36'^>C#_?@/J+]=CVP/Y=;C$7#+@! M]:];H[U#K.CA^C'-%
<+VA"+YL'@WM\VC6%M";/!K:'ES_9D?V2X/"I]O8 M7Y>UG]9UWOB=3>R=D1V>U&5CI)^!=T;W6>69?,_'6$^'E]<.>CMZ(U"8;&K(M?ED89CT,KS<,L\^?_Y'+8Y5@R)9?8_XR7'P. *+#
<8M!E+^>:ZG!W+^>M=9 M-K0VS;5)K!M/)_,#Y(N/9?U'C\,;@<.4]#C\(!SF/0ZO-P[S5D/5DVH\K!N$ M_5"-?0P95'L([2&TWT2XN7'@31I8-Z1XPT"KWT3862'H"T0\6H&(U5>(."L1
M\;XIT]R7A^CALK?L>@-H(P;VK&2WAZKG9MGUY2$V/(Y/@_CEURBNZUHWE_R MZV9AO)C'UX_RNO(!=OK9^,JQX^ M>_CLX;-/K'R^$D_3T>S4]MB%4-[(/K(N;
<6^W8X.T+HS3^FY>0DGZPWKKSK_7,5^<6ZT]YFX(YIH><_LLRDW$7/8YQ&1S^GA[>/MZ_L;B]Z-\(%L< ME>/J',[VF-IC:H^I?4;DL\54_AEF(;:X2PC>!G9KBF"NGLLU[W&TQ]$>1V_&
M4='CZ'KCJ/@\SFE"[0%IGW740V@/H?> 4-E#Z'I#]&P//-\<'Y2NG/1FYV9@ M)L-]SF:?VKCA ^N&%&\8:'4Z9Q,0-3?U\POVXND%XE37U_!KBP&G_;T_O]OY M]/O'-_N]LE\?
N5E&V=^Z]1;^M6X8FX^=P/E+;=_:W%W)_>P'%\JOA1_:NO[Y MQ9'J]$M%H'.+B&>A7OKP8_3 >HU!6T<8R3;PU?1P]"J4]='0GFSGJZ=>S6*D M6Z*<=6>.L+,?
_CZM)V4Z6;32/(KB*+QRX^,\1'C#]NFYXL=W%!I"OSD=P]MQ91V,-1R#R::W9K?O%U.H%%_2W+3,-9U4[&Y^?%X
M4M33+U]BG0O"Y7CGM[*.@P+LA%C%D8=6RA'<7=:YA%$%'#8*3[&HW$U*<:C MXNVX.BP(1G\=%./JRAV#7%DT;^&D^%5>E*J^VD'SE;Q:_)S[L3L^A(DYN7SI
M6[S\R[0^_27G7LU_'4^KQ:]-KW.C\]9@AJ;5N/9E;V]L1.3?R6_G10?$-1AH+ M>W14C8^JTDY@R"7,0#UR*E*6Y6QWKH_VB^#-5UBDD_?I7?#/+:95[N-ILE[#WT6:I4<#4]M)
M<6A/"F^G.8L/N@!7IG8(O6H*) Z*HU@UL?]\9MXX7SXHX]>Y^\!E+A:YI\ _M0YBE4*9&9B9%]L:'T.!)D::3*;#9=>^KK[PP'@-1ZUR"%ZZ4ATMOTY[?'ZC#SO3_(QP'.12H7+_/E
M4:;"91EL"/+UZN]^/!V&RS^>TO+*A>,C(/N5G\O,@.'*ST"DRS_-F.7RC^/, MOT"*Q>J&,IKV@/I__MU_:@/KAO-M_SC>0"J2Y S6RTHUQS!-1L"4 [XXPXD MV,HB=1?I\-JX:VO9?
Q6%]_*R4%FJSR+N4YHP%A\G.Y;Q:^.MMP$TA'74\/ MCV9GA#4=G[J_SY]LA&4N/N?D9:OX-<[E(F4.A*WW#FXED'/]<27E9\>PK : MK@^S>J70KX5>J6;HDB5Q-(8^54#9([F%S)_0[OPO!].
P"WFTZ:X>:GAT"2 M23/[LW[-'I[?&NZFRZ =L'V*#W!+L;<'6B,O;>SM#!9\<'Z3Q7EV@)=G2NV, M1AE$KK[X/T[/2CB)F6L:-KERUN:%UF]O?&O>^N8]JC^7P&=S_KS$E1D'9W+< M, 8
AL_WA&G&XV$YP_3%L[<)Z,ZP!F:Z58EE\<_"F=TV 7%4\C M6[C2>YL%?\Q+:N9)AK:;X-\5Q@W4]IT86+_B(VN
M&SO@CF:5/,/*T12^>FAH>C0;9P5O^@JFY4POWCR9<[OB"CXT)ENCOZ%3=CZR M/'TC8)OR;(E^< D+H>%3LW:#+;J=X3 C:XC0WVP<-9^+D3V<\VD-YG+I,XM4 M&6R/C@"A,F7N!I@9?
3-39FL:6.)DSN)EM=!1N>PIF&; L9=IT(<9GC;,P/HP MPW,),RS8".S.3(=1VB[0WGU#"R*LG]*#/]M[]V;CW;_M*=Z]^?WC^_W=O3?O=M_L@^OP;O K6;7DD:&20=FHW5I\L\T\%^G^?O5>EW?
7C^2*Q[ME;6/UX(5>A7RV"KD--BT" X>38K&Q"X6[-T%]FI3X/+)VP_#W%OF:L:'F'5B MMGHEM&HEM)%2PQZFGC9,:KZ7,G]5AWF8@N17H<.>[%2$57'A3EU?#/4L;T3V MN?7]<#L_W)ZQ-
V"X]]\<\R_&JZS;T98ZL?7!+$L[?\BYGE_M\%+VQ+5<+ M>+Z5T^BZZ9HSYI.KUYN&_B_W&>)-/-$IZ5N"#WXJCX%ZJ=D:[K^K_[KFPR.MY\M M\]$S+$I VSB(N D.:28.(]I9'S&10[L5B']G'O+5\]W.,RMO(
E*!1,15%,A* M&1%A3(44J==>OV@R3W]^,:W1%VN/MC,7[HQ"_N?-&0ON3'9M59V4HR]_L\-I M?%%,1^6LE=_[[_^D41HB\/[;#*^05*4*$8L2QB\AZ
MPY%4)D:'B65^7H8Q%8GQUL(SFGG$N7/(."(0QH%9!: H]>/#&,<#0^A *+'A M,/;P^$%O(-[S1*%83ZK2YR3$;")N%IOU,'H>1]/ST@5&D>-! XSR@#1/ B4P M[82+P0LMF-GK%
<1M)YP&L9V"08]Z;>C/SAIE^&T;=UJ%*"&$QY!PE0P%V M+&;(G6(?)>DL>.4M"5E#EJZC(?MI/+'#5=FE]Z\M:\K:ZU^V[O'=]-S7MQ1 M+L\W*$9QLEDF0V_ZGC=!]%&>?&>IB21#
:#LXTCLDIXY'$(+%]+B5?M+ C-:A)_M&-K19&<43CGP75S*$M8#(MF&&\%KS=&]J_ZQM MN$W'1&54,APP,7*PQYR+R 7AD$J2J@3FG):BG?V!I\R7#XN;P@3NSWEP253D M RK4AH/B6O-
T;\4]9^JVCEB)FQ PTT@HDWZA8_'D\#M_*X;!/7NR3%YE()/M#0#9DR?LOB\[84^B[L'PD<&0B\X([:>TNM8]GR=PKW7A(MVCF MS#">YJ.5GA"A+\[;G:>HS;
(_=YF9M4'O._@#3O'9>3<>X:DRP$*YABR@2:$ MN=*,.TN(;S%O?*G0I1Q0@P>:K3 8<"MGK!><]W9MCYL];JX,-S$/ 8P?@JS. M%3>2 !,(2XULQ($#!":E;'N9[,O@II #;'YP/W M^<#]<'O&
[BG=G_"T0D/]+Z5M3E(NYV67]B=C_\7.252^%.7"?Y7![QMZ X?;'0"U[#-3P3(?THK3)HK2)P^T9>P.&V]>"?2R= MLN,]3..D+H[LB77#N,XII?W9*6W5T<(T2*D]$E@%Q@%W7R%G,4911RB@X
[EM M93UTSGP?9KS70JD:3?6 \4T_*66MN7G#-G?TH-42:$G"A8@X(,EQ0MQP@UQ(M#&$6=/3*>D?;*:O5.FB1@<9BP&A?7JL_X.G1K+YJ&F\] > N088^6[K/EK[+ MMI&(O6-
8(:J=03QIAVRB%%EK0C"161NN[+]KP9S<&87WF:7GS'YNY:6-RJT# MIL0 2](G5??FZ.-DX?5XN2X%XJ96/)'@%EFP^.X5*CHR)&MF #?6*@U/>RM&E MCXF79" 8X*5YM+SE-<;+?
A/*8]G!%P\06(7)NQ8,M]8*NGWXI=Q+YR6@J 7X MQ8$BD]A""3NOJ?*:1-J&N=HNP/(!Q6S L=SP(,):_*&Q3XWC+JM(Q4V-ABC M(O(!$\0)]LA1#7^$#MAR9U*XLD]S$$.Q==>9XP$G?3V;OI[-
PZ1AP8\G116' M-A]3/QD7X+H4M1W&8IR*-)U,JUA4XQ,[[".8O4>^=-UJJ9*)X)$GJQ+B44ID MJ"((DVCRJE.B?*D%\5&LOIZB[,G'&5-_&N\#.[]/;QMF_KC@Y:66Q^5 *#/ M?(56XK-
QP]?:UNC#ECU(/C)(.<\=PLE0 M'8AC%K>R+'\N>K#4 =1XH ":N:]+/>V:V^]]EC8(A8:;2STB(?: [U$=D M8M2(:6E,LL$'UG8D=2TD4R864 .ZRA-9GPT6;NB&TXO3AFI0[^4Q.H!^Q-'V
MV\\A"44HDN_:?? M3[B!^PDW<;@]8V_=PU@!"[P>#X>VJN=WGX6^)]Z]O6F(5#&)552(: 8#LX0AXQA%,5(M-0LF M>-+.:>R/,$2\!82_;O?
P#?'\EIAGAA!'MBJ^YL&*AZ%.8/TDC%ND&%2(.XL M1A:F'AE@/N.D2]RW$P,$X< M(=$C:CVP)4@A,B*'P[U6((P$B]C*\;(K'AS!>(!G_W\BKISUNK"G8WHD[O0D MZI ,1LI(!11Q!EDE*%):
<<($%@Z[57'G7EU/[TV\O Z3"9A5<1U'-XU+4!L) M9Q)IS_.YQWD?,5, FE[XZ&&L,JQL7.^GDWIB1Z$-6)G6K)!IA,IF$*:(P B :9Z#'E4+8*@=@F82R5_1X6^-J MD6@PL'@7&'D2H"D;^A7CJAB?
C;BP==XZ\N_342P8'A044]ZL,KZ./AZZ6!6, M-+^RS=JFM):I1-]9M^8B@(B!?&GB$UB2-B(;%=C.BDIMG3:2AA9=@B;$1%_=
M<46ZYZ*N<%7M)ZZCX11A@!YKN,!G&*.6"$Y\@*1W(]02&]!RLI]!C1D42M M/D9U_T2J\>AO U12*0YN,?C%+!\6*"-#CAOX8Y1DQ$@P8%LI*CP;V^-'I[Q/ MWG%*D9 6YW1ZC33V
DDOB5&8$L%;<4A6/[Z-"DU%ZSX)*2+A,XN1!# /=$-> MA."2-#XX*[O6EF3+1XI+.:P2$0&U%.PS8A$R!Q=S6R#GKLH>L*3"=P>9*T&U>AFP_M*$7%A@:E@M)*NP3>2<(Q![L]LLYH1)PT#CO-
T]5@=RM\^:#@QEUYDD5E?8X! M*Y\ )*,-2(>0E0!AUM/H*&^EMM*543T\M'7H44L&^>2(B6$ Z,Q4*2% #3A MU'"7H44L&:>K43<5DHPPCE-U&J4$L\A;1F0-0;^6,4)D9X'%\$BYP"$\AX,Y
3Q05'G.;N" M/TM":V-T+K./21JSX46@UIJ'^[C8T)7J6]*'QL=E=L)H8^M,_C*N48/.CWCE/L^ //MC79GK'<.3)>E=M@O2W8K] ^DBWH_?1P.BMN_+V=:?=EM;[&T3.O C2T$C
M'C.XLV20LYPC;:U++"D31"L+^A_CQ):C&-[8:E2.OM3G1./U3#*^ ^XUS/'/ M+]#W#M @;"")&JA5GL/9T:)*=SN$]L=G9_#TE>9Z%%YS%.:* &8FAVPT%/&0 M%-(Z1@!8Q9-
REL:K^_X>8F(_$@HS(P>:B &GND?ANZ-P7X;Y<]5=Y;Y3WHK@/H)D8D=8(C8O-F@. %D$:O$DU<.928!&RG!.1=B(!P<"Y(M+67@%5_3!DF>M]("S"O;7#
[9:X'%"#!YJM\.#66WEFO8X=Z$WP'E%[1%T9HBK MH62=0M'P',Q(!FEN+=+&)L>=UHSRED]L:1U1A1QH8P9*/)J9O=:(NK"OX5\+
MW6\^WJ'7A,+W!W;\3(0>PMUGW;FU^1LF8C_&PGH_/H263_(VL-%X @].QIFK MP52O8W,"2N,S-7DBJ1S9D2^;\#3\T)R3LG5N(O-\A?)KX8>V!NX\LE\B&HU#
M7+0)H\R7%Q,ZC,JK(QOR_K1S/EPY&\[< MZYG]\V=I/2G3R:*5YE$41P%8\SA/$;QA^Y1+C^_(BNM*5'Z!L6&ZYW\S,YM. MO<:&-#*7T";HZ[8=?K,G]:L7+T^)>'KGC 2-
>%X__\M,\^I/;CC7]G=)>G?$ M6$SI*H?XE&STV]Z[-Q__ME.\>_/[Q_?[NWMOWNV^V1\4>^]V+PO\'69 +B]* MC5(^A:7/YV'I\QD8?7ZGS^.C%DR%%F9P]X%QP%7TY13.=_#^?[IO.7=O^^/
M8F4S$M?W)_3L7C+L_3#[R[,#[F8R8]//@6KDNLK4):'UU@[U\7N['0R7AAX MN2\9XJ'S^78$2GH\!65;'L?P:M84P7@+_VGQ@,\E8([JN%W'(PNL%1>ST!CT MLW>_N!S._%K6Y>S\[>W%\]?
$*6?-";REV)_F.NN:Z^26:V:+2OK 9\D6XT_2M+WHHT\V6J'OUNPMD6W=B8-&]+H=."6_<];"O5;B%KU>X<2TIPEN#.$?5.#P M_?#^KB#6C$<%KQXF'G-]QE@:D+D_AH!UIT1'3.O__?
=N%A5Y7_-JCMJ$9U MK,K4RU;KLK5?'O>2M8JS4WKMMY*3AC9/0G--IUX86U%SSVVPO=3<)C7?K7G6 M2TUO'/9"U*N>7O7T4M.KGDYY3]_9FK8IIQ3%F>?>'!_E=:)Z>7GM1I90?Y1K
M/]S^C.*>TDLZ*81LG)>R873OA[OFP^T9>P.&VU>'>ZPB%!C'6WE#YI=;B%^ MC-GF-HIN"%.X^-\M@$X9!EP2,N,$-61(R,<[]PJ"4U M5W9&B)B8<4HBYBQP".!&!UFK
55_G_$%L_=Q=_#6@=!!2EE"PJQE$MO$2\ DH)!%G[%5C -4'<9RRP3PF,!SRC-9\<(FH ITO R MBZ7FQCT>END!IFJ@=(]E:\S6O276H]=#T,LI$CTS'@5G).41J"N/7YI% &3Y/
B(Q8-X=\/Q)Z\8'@!!!LT_W(_@2O MQXK+_3F.8F6'35C.!KBKK"=YU^;7V!G(,!BW]D.BABN%1\GH0) >'OO8 M8@^6/5BN,"S)#=-21.0CM;DX-4;6:8IHI%JKH*C@5P[N>DA8&D8'B
MFW=1>ZG0%'A\2]UPA/(H! MHVK ->_AL5M9BQM1M?_V(OWQ>YN8>ICN8?H.,.TUTU$GBC#G"G$-9JG&)"(9 MP82G5T1!BKY34?TA$=%YX8.P1L4?$ M%A%1!$RX]
I)$26@6R1(NQSMI$0%3L%X#+*-0&>KB&@&6FHP&ED/B$'?^/G M2&;W0Y5_&==UD:KQ83&^[MR-#4@:7FMEVOGSH0V)3!D<$&8$_&XE&3+6"@06 MJF0D]Z]:C5XN3?RX\.8V;J5 Z(?
(8[YY(!QK[.?UUI<-FR'4 ^&W0+#:&60 M@FA$>OQ#L/NJJGU5U7ZX/6-O'J5O'>YS#PCT;-X/]UD.MV?L#1ANGUWP4._V[;B" M>1H5\=@?V-&76/PP!!7G0-W. R115! ;+>
(I@YT7'H'A0A%3WH3@:$BDE5U3CPV0 M:D#Q\R;KW"$]Z2=4'P$) R/N]Z8AR9)7#(E"6A&=47LFM>D@" M07OP=CNJ]8<"K3-F[][;>J MA#XD?^"Q;3TB!F!_/BM@@;#FIH-
6"3L\V+KDW^AKK23Y]H2B;S)=UYJ >?)<# M2^V$@O]Q@#!L!EB--#EF/)=*>Q*1CM"&(-B*'9TPWR[;:RU,(ORQU@J3$ W#- MGQ4B;A@_]Z;BN^ZXR4>&I(GSR,6B!ECUUKS,^]I?
6"Q80LPQ8%J;B53'%Y]22R MAP315H)6U PT?UY[$?O$O<<+D+T;CY"W]4%1SIEQ4Q&* M<+%Y)UST^8E/'?OL0;D'Y39L8ZH,(0XCPT-W>&=$@")2F,9=Y&*:\4Y[Q/
M//;Q09D/A*0#NLHUIAZ4>]NXA^$>AMN#88E=P-AZ%#1@,=?* "!3AE+BBH'I MBYE:*EOS*6 88S70&W@L9Y?3.9NNW_=\SFLL\/F4K._YG._BI,@;T5?$C'2+
M9FX,XZD;QJ=4!7=CQG]9F4ZX?B)ZK7"W1"_IHA-&H10US=&/",:Y$: DC$V& M8F[4E?V:#TE+!6%HN?J?'E#&!J#"@O]+_'9FN)_;X;WZ-NC;T?0-R5!'.%@ MDP>3TVPE1YH:BZ(
_%61.6]\&VFV[:.O'"38],KW!/?HV\?F>ZQN,?B1\-B M0YV.&BF"">+" JY&JA#12KE X?+5+0\/21MN'XN)'&A,!W25>U9[,.Y-X1Y^ M>_A=82!"6H590
0W&718(ILWR6H)WQ7F@;A6B@FL '[9@$@ZX/S1!_S> M[;2"1:YT?UK!)1;JBP+WPWV6P^T9NQ_N!L0\>C;OA_LLA]LS]@8,MZ*MFQ: M2'$48>8.;!4'A;-UZ0L["D4HA]-
)#'VHI@_5=#94HXUC-"B%(I86\6 MTH1B MY(2PQ'%*FD[ARBNY#V&I4CK[4'V*UG^7DURPE%T,V\#&&_8F@/I]VCD$ M>\S;U^/AT%9@\PAH(."V1SSD([]*ZAG1L2VA6%\7N-
E$&<14CTEA99'5B M46I+O6SE$(C+XW\]PX9'G0&RA:\K$=S'N?IEAGZ9H===:Z>[F+5,1!>1TRH! M=G.+3
@$.9Z\M6Q'O=U>ST%V*4:$$X4C&"+J+4HV<"1)Y2;W21AN7KI2$>$BR5V=UE_,^ MIF"0;T[.B0(C1W(846('N@C<,-=*T<]NZ"Y^79V,7G>MV%$ X=C U;0#OEP85,QY
<6^585Z(RQ$ 0,B#7'M_2JXS^Q*I>@?0* M9+4^A[>&*.;!!(\ JMY2Y +)IQ D;[W#VJ56EH0>$U1OV*S/#>-12H2= ^_* M4X>@NP()9Z)G0B:=R I'NB)5V?

LG(PSWX=A5*.NCH3W9SE=?'=F0I>)'5R-ISY>M?LA[]/ZTF93A:M-(^B. K FL=Y MBN -VZ=<>GQ'5EQ7HHH+C W3/?^;:7-PNE[8D&:V"&@3]'7;#K_9D_K5BY>G M1#R];?
[9G]0[+W;O2SP=Y@!N;PH-6K[%)8^GX>ESV=@!!_'_H\'3MBW M&4^[\3"T,8.[#\R=645?3N%\]SR<[Y_.6SY4%:]C M*GTYN3_%GXCG6YZV'WX?
V6G("3$_/OD4K$K0KV!;'EYC_IS:4;.N-J7W[70R M7EA\N2\9\Z'S^78$6GL\!>U;'L?P:M84P7@+_VGQ@,]I1$=UW*[CD:V]Q:S
MT#@WLW>_N)S9\K6L2U<.R\G)]N+YZU)6FN88V^+R3W,E=LUUY;[;M9F_)K=*WUC%XK()D>MWJD$C1OL MYG*]]]/#Z=#>
(=FXNQ/2L_TFL'U/Y5:KH.5.Q4HD9?.]W/1RH%:%,%Z.K2:B\XO>#T M@O-=P?DT[O7-JJJRKZ!0Q.W[LIZX4,2=F>Y7.[0C#[VQD^+?[6AJJY."# J* M*6LMD78M4F37>E=%FQQQ?
5JY%<$8*0*2-@K$G4O(V*@0H=[H2(A1\LI&5D^U M\)9@%)60B$>CD$LQH90S\:UDDD1].:U\MH;<+"'?-X=\[]W;[V:1,XX'Q%RW M<[7G]0WD]4:7K"_E+T[%G4?=9K6XY\
<3U^.?3T02K'RN#GB,]U#7LW4#=>M,]Q[H'@WH7N\![6G@>L/;2T[Y*XB3W'0B>%%)4,M M0\XK[:ASQL0KM6ZC<48Q11#Q5"'N%456@8$8@Q%2!HG!55T:-^]6OI9).= $ M#[
2SPI 'RAB?6WU'EJ?!]V? ;1**V%,;F"NG2(2\60T<* *\ZYXPIS ,LK M)2V$LS3"34[GNK2 P>"O](RBP4-PC.'KY2T6!&T4D!5R@>47'?"X,9)6$N5 MOU=PS&Y7IO)>2-
WP+')V5M+B\"B.:IM9:YTY:\.,V!MF MAFT8=7M1WB!B]Z+\G*G;>@G"1"SU27BD7>"(P.W7%B]D)N6Q84_WFT_ALVW'.:]X;S;.:F]2* MQFC\C<[G,:EPO1*#KAX7G[0
MALE%CWK/F;J] ;-!Q.Y%^3E3MW4#AE%+L=$>1<58/LV1(1W@DP])SUE+0,0_.[KL6Z:':W9FVGW%6W_M7K1C-J1(2I2/9 MIC_]VQ'G2$@(, 8!0D2N*@S2&6+8^[>'V /=*+M/?
%#6>(RH]11QS#$RF C0 M"#1AQ"8?"*T*S%/CBQI_?UO.>A=G@]&D_6X^^RV+5%^6)O,D*&HK%>V_DR3T M-
+%XVVK535*%]IED=H,@=J<-1H6,"AD5,BID5,BHD%$AHT)&A8P*&3>BE]L& M _Z8TTEXZXQ)&&GG ^**"60$52C18"USR6J[T7/=>Y(D]QAA83WBAG"DJ?:(
M*$8]I2(8KBXZG< P?SOVDY/X&UCG6PG[DT.C\)"3>TQ(V5&472>"&F)=X;;" M[1.!6Y68<)IRE$(BB,MDD7&2(^Q)Y,1K(63@O G4R0M 8 M, I:YIP8*9'#AB'-+?
$L*LJ=V;=Z/'O4Q+7JQON%FSN0HE@1]1Q18V1):&\0 MU=G38)5!+H$F'"A-CFI#6-KP--P&49]0A9*GKM!_!4*WCN-GA2S)/6@J"4 M"
!A**7.0D06"\^QBM[8C>0&3:SR6&$DA>)P3TS(,,M0\-$F330CV-]WU2 U M))(,E2851"N(5A"M(/HP(/I(A32H9)0?8I%E2H"Z*B+2@4HDB1%."B^)8!=1
M6A*EB/$"848\XC*7@N/1(D=M$$QS!T#]4#6*% .HQD.NU3.$ZUK)J)Y!?(* MY"45QU/#I$R(Z%QP,WB*-& QHMA'A;T@'&_X*B1VT@214!(V(DZYS>HV1C22 MY**/ FY[J(I(XKC-
1'GML??;]MVGL_K!I.4ZR;EOO5M)O:! M'8?!5SN=VO&L'9S.I_FRV6 V&=C!Z;3Y8F=Q<#J"5^3\M.>5]?6DE8:M1TH8 MR86GCB.&)>C%$@CD?&!(88)S;0;,G-
K4I0/70@%B,YT0CU0CXV)$4AH:B! T MJ,L]'IE:8W@UGS;CSUU28W<8!^M1OFKO?!1'AIR*(:S-,T]M?-)$7A.Z]WEW MMP]AP28>(:PD8U^.8#_HQR6\5GU_PH1= M86N?=W?
KL.69U-:'QJVS- 8,]2BHM<3IN^*7ON\NSN44UDWN]RW=T=4D2" M"8$23%%*U"!N&4 M7WZ<^@"*B#'/O5M@S8>Y+8>\G+2S=C"-(SN+(;O+FYLXV)\7=3U7]*R*T%/;
M[*H([?/N5E9^1IM=67F?=W?G"PJ 1<,$9KE1NHA@[PB'G/(6>9$(V!O)!G$G M9^TX3K_G?IH4T^IP'/Z[5T@782';B5?%9BCQ?CEW M:VV7'J,51JM&]
(0WN[+R/N_NSFM$.#G!4A+(8R\13Y@@H/)!U&G&(I=&J(W MP1_Q&E>-Z,EH1#5\^[:L]=?8SH!LLW/Y-$X+S0&-]GUPI_#EM/'9$=VYG#/E M5E_SL\#P*T*&"$^4"X7
&+6(6P!>S7+FC$Q<^A2UD)*@6KH+3+! MR$BTEL9ON-6V';I],SS[P5 $6E'L"=-Y1;%]WMV=-ZVI2HE2YL"6IAR4.Q:1 MEA1 DCNFC--1.G'?
D>&W1<4;9D[O%SS6TX2*DQ4GZVG"$][LRLK[O+N5E6L M]<-XM(NVV#NP_4I/Z^=%/Q4LZF8_CR\C/:[,K*^[R[VR^;PRV7 M,G+$# Z()^&053P@90S%'G,?Y48
SVV\C#>)X2DGRT5I?+FB,WZ,_YPW+4ST M*$Z_-#YV[LF/T4\^C\M3BJ?R+LU'%M8'WGC?PWK9:M:/=J)^9<'Y,U:M"1H6,"AD5,BID5,BHD%$A
MHT)&A8R=C#HFA0\SD0S4KVQF4K>'Y%6XK MW#Y)N)4T)N\=1DHD@%X5!7+6)I0H5L$%9;3=R'B_C8^_PNU.P&V-N]Y:Q]5? M[2C7$FD'=C;XS_DX#A@>#BC.F7?
W0GX[TT3XD4#^N;0*OJ'0$HD99T6IR01 M]XHAEQQ?T@N<(PQY:Z\ZSAMHA742(B]"()LE$:Y#:+^<&_TZR'4F J>%3PK>%;P?%1U M5 7":"0H6LP0MUHA&WE 1AK& " QB?
PB>";#J8U.(5!C109/B5S68X4VW"9- MI0_D?L&3237D$@_-?99'J2"Z&TQ00;2"Z*Z Z&U]N7=$:6*IMU9RA%EV[@;# MD,/2(R>B9A&T7X$W,M ,$X%PFE (D2*>)$668HR,P\$Z
O_$RQL/_@A*W[* MM#)#H*A0/#NXOB6SUE.V"N05R/<,R(T(C@N9%68=$8]"(.N50)1B*8R,6-$- M()#MS9+=-](?UR=_\^T_TI^OGN1O =0^"KTYW+Z=;";M.=R^G6PF[
M3G&D=Y/&*D=S^WT;$!*("E_7C5&GK2/^OY=@)9S M81RSB!.=JPE2BJQA$4D?7(S28DLWBO$HFRRC&J[D2B#N'$.&LEQXID74%NDH1-
^K[S@(H2=&@:#@'H,L)\)8HY"DQ@IA$M'(7 M@XY+9U(/F5!#RBK@/6'R?F858BNL M[4^,#)$,8VH48CZ"E9RT0UWLHR31>9V8\N$B;D9*HU7<(E N,>(LPCU8$,0E M-
B8J&;1Q#Q7L:.10$S'D5.\5@-8PQ@JM%5]J?-K1:(@,W1B,CM0*5%'-D'4U@ M45MNE65&^8WP0Q5)[ES"$-?,@TKJ'#*."(1Q8%9YQN6#A1]2/>2@FG*#*[)N MK2Y(+?
=:S_&9X/0M0?*OFSV,U/#GMGN5E9^1IM=67F?=W?[[8QHKE=(,9), M@$42,4::@5$CA.1:,*6I\AN.=4&TST4*6(Q@^5!.D78\(6GAITO>$I.>4CLC MSO10\^JB?
\)\45%OGW>W*C#/:+,K*^_S[FY=@;%2$QQ!&8E$YG F+Y ED>32 M^#2!U0NTRP$\BEI*151EYQP505FU_FBQM_7?HP[M@;3/H Y_[92TC\)Y=XH*59@&80:0 M@K&DD";
<(.XD1\Y8C5)BA#B-M8]QH_2@Y8JDZ)#.-0NYHQ[IW&/,8"N\$=+I MN'%JMOT&87HHI!YJ+&J#L!IB7>&VPNU3@%O-N%>YL1?F)B&.1QL7>
[JBJA=%!X]1;$BZFJ6H3#:&XNT$A9QR232.2/;!T.X<((:L5'AYS:(M^H0J_%3PW WBK^!9P7.WP5-B:HD7#D5*/8 G=P;/7#5(&3G$^AZ+7E00W0TFJ"!:07170/21
M"FG0]$+2@J"83,99T%D=Z+8H,A<3(SAR@B^B-!%2&4X8BJ5&D98<::H8P@#0 MW$O)J54/5$B#8S%DF@\IJPT9[U9OHP)Y!?(*Y$\7R"./,1$/^C46 .3$:^28 M
YV;"4*T,X%M>G^Y)M%R+Y!WAN6C/8F<))^!)V"3"I@^U#%YN10:#7D_#DZ M?A^W;E)-Q*EUD_9$#]BA<->ZV?NL]-7=K:Q<-[NR6N#1S8: MCGA0%CGN.
(K1)I&"Q0QOM*.EVD4FA$=$Y,:)405D$G%TS(RT,AYSX* M>5#&AERK6LBC!G17N*UP^Q3@%K-H:2(,!50-"8% M3Z0D7-YWV20S)%14#;2": 71"J)[7VTC5T?
BH*\BK@,@KDT&6Y19YP0KUV0::[%[>[8=DDPH:2J*&B^!G"=2V; M5(&\ GD%\@SDW$LLK)&P)#H!?%.- *,I4BJ11)@,DJJ+0!ZC\C:R@%0@ .0J
M"F2EC(@PID**@.5>/Q20\R$W!+#\P7J<["F.+X[OX%\+$RN_WF ^A,+?MYS2 M.>/>AN3/AW/MZZ]8@Z,8!];G*D=V?-:,/P_&DQG<.)MD4@]QW-5 &IO%@H[B M-
Q2::2RD^@+F/#\9_Q*:]G1DSU[D;W\YM2&?C*P<$3?==/I#U>Z#G-[6I+/% M6\JM*(X#$.VWO$3PM!=+^OUV0R)]JILJUP@;EKO_F??F>'DH7;:F.VFV"<;Z
MPHZ^VK/VEY_^=;F)RRN[+2B,>_GZWV69MXH%WUO3[V[IS;6>Q9+>YQ0?DXQ^ M?_ON]<>_'@[>O?[CX_NCEV]?OWOY^F@X>/ONY46&O\$*R+NS4I'42UCZVRHL
M_>TJJ'+IM#J650R^LW$V"82LSWFA!]FVRE6NNXQI6N>9N(NP[18D>2H8]F5R& M8EFG;%D/TG1R,IB<1C"'LLD9%&GKDL52<^/8Q9"#],)#&=K6GD7%Y(J&.XJ&UD@>I,=
(J*<:VXUD-6,\D1K0 M,$I#$+<^(&M9[BH1&)$1:VLWDM6VC89L2"0=?G1GS'$O0C*LGHQI\=;J5L)_%=._=DU'FT>1(MK?Z)MW1MK ;PE.>L/AA?#"+:05GT*L(EOBD]* 9V' ;V9
3_I_:B?79Z/V7 MZ^D2M')I41. &:-G5(RY@0IL$SZISD:2M>BU4"/F!'RPQ7RNTN"-!TJ2O9* M57]F!/W,_!7/;* >W[V0EPF"]]%(N9<> 2_E.=WE7GAS6,"CGOQ62931&0:_;:
((5O'96+ZS. MP-LQ5"F:@4IOVH%?:4X[B-_R[U4G?.:PJJ16G%F)A(H.<0-6MJ6"(,(YSD5; MDJ!B&SIAJ=7]Z\7VR'S([CH+6CF/V%:3Z;3^-@.CFSHQR&]+RHLV+M>F568W3*
M];,% QU/)HI%'K\N"#'NP P'PI)AS0GKCYK"'[21%[5Q7W>W>UW#K1$,&L3(IZ+G*#C MD8,/4'*62VI"D,+>15U\< C#6 VUKEKD;?V&SSU _>6Q'7^&=Z]'G;=MG+4E M1G#4V%
(W[#K5K\;IUNGNY70K83^#Z58/Q$/)&M!Q8!5+4C9(ML1XV/0N-_/_]S0EM)I?3V>SJW&]S[N[=>/:!"M(O-8:B^SHCCW(VS:^BMV_:\S([C=.#GTRE\S4;
[L:/*PD.16RFX(28::U]B=)TSO M55_&EG/9:IO M[6'4QT/O81EG[>#4GF4/V_.BL^>*JP]3QTT:!K@,RB-U3B.NL43&4OB!=0Q& MFT"8V48\^"94+ZCZ0T?
46T%FH^30J'MLZOGH!\"UTF55./=A=W<>&#W6FBD1 M$9&@Q?*@ -]$R']Z&9DSPA%W/P[/^P!&J]-F M,YUOZ8B*##4S]^MCN$EOIGWFD=W@@,=4FV*[58RDF
PEOT>E=F\P\D%]M71+^BY]BOKNNYO4>Z\07B%\ MEWP=ECDBC0(\CQ'4YB1\;N;A4:)2$^H\)HEL0VT&YLC)4Q^FDR]-B.'7LS^ M2=Z.WR]8Y'#)(=MI]H&'F)&AN$^'\
(Z*B.HTKOIT!>,G"<;'>&>C=0BGI!#G M5B&#N47)<\NB%AC;K3B>'QB,V=!H-:3Z'H/]@^++]/;]SS?M>;XU1R_.MU* MV'6G:V>^[RE6Y6U?
NR5QDU&XNA)"]LBDT>1K.TC3RNYAR6,\ALM0[[>W[@3N[5.Q5]U=U?]VIH+BCCAB* MD67)(XM1SHXA;QW4CI/(K,;Q\E;/#MXNR#I&[NK5KU4J?D6 _J?.)VLE+!X
M9NZI&G%33P@J1-XG1&H32>3$(2&E!;@S%%GL*>)*$RDDY2YL)>*F0N3.L,C- M'/=[Y:^I_LWJ/*C3K81==[I6++XWQWUJQG;LM^ZXWROR>V;<]ARG6PG[&4SW
MWH/V;^D;WQTQB%SWH#(>=NVZL8O9RTI8Q<4U(3X?-Q['BE](;<4(%]<$]^7HD/6IO3H*>M#2N MA^45,IYX.AVF(2I%0?_SN8X;"QQI0BER#G0YJD$!C'(K^J\]*R+S?
3K*_H6% M"E@D[IVZ56 SE)@^NS/W!ZWN5JM=;#'*]+(SFBH5JE2HBF15)*LB62'C@1Q_ M07%BB3=(1XX1])@@WE)@B50('C"=^I'?AWHB[?+*3@K:(N+W/^28.'S#P_ M37
''815 5Q1 '\.?86_/P^:ON9?\2X"4PP[[3#^<]Y\L:-L'I5SUVEL9]/& MST!?S-_+^_UDY;C.V_N>^JT(-"O6<_ *M#^2IVDH)M1C%!@/B$O/D(O.HT0(#E(FHWS8ACJ\
M4\!X/1Z*H<)L2/!^X6%-5JK)2C48MTZW$G;=Z7OUE>R%(-AVLM(=/1Z5Y>IT M]W*ZE;"?P71KQM)M;?9?(]QHG&,F)FEP6JS@>OY9SS_O5$<^L$2MY A+SA%G
M&#@LIH@X84&+R(T+&TT]5"3&6\L0U\PCSIU#QA&!, [,*L^XU'JK#I^E:^=5 MTYY.6COZ"\##*=P!?^>A->Y#'U)^LGX3B>HG PQH<^R&\@S\YW68),*M@\.
MMMA;DS3B%LM\[!B138(@(P@7WGIF],:QHQ'.TB@,MNV?K/;,\-!HT* Q?BA OT!N3PO2J_YZ6+G%JI$+86M''"%7).>$1]P,1["0]Y MLM@KR% ;.52$5.R]5R]T/=&\L,@?
(_SNFU%3B#BKVK/C.'@YR0'JN;\U_%8L M+IL/-H]F\$_)@REG4[F/P)3X MJQW-XQV]-/J^O31/P@9XTO3]S#)[*HQM"<:8D4H1"0C&8SZ)] Q93@0BF%OA M."!22-ORF]PKC DR5/?
M\'@2,/:@E8R>M8+X\9Y2TFL\R+.,!_&<*!8\R2W? M'.),T*X,B2(V2I,PE7*C^,AM-,IU]_3+^70:[UAD&../'.1[PE$;3UKWVU7TC
MO@]\SP02A=!!!>Q1M(XAG@)&F@*\4<:,D#XF3S<*L=]&.ZV0^(34U>&R';C MD[=/DYD=/48-I1J 40,P2!+)X\11=($B[AA'\ M%UFDBN!:82/'HP6\UFFW7
M59W=X([=474KF#Y+,-4N$>DX2DD3Q&5@&4<-\A9C[:DUPFU$$C]X-%L-3WMP M)1G^M3#\\NL-1DTH_'W+@9^STVW4U?/A7/OZ*Q;B*,:!]7YR F_.AP.#\606
M2TR87T9^^=7(K[Y\&B_[3*@[&!E(?-ZA>;;P+(]L"]1Y:C)-)Z$N'@GS#)_ MO5C04?R&0C/M^AR]@#G/3\:_A*8]'=FS%_G;7TYMR'&<*_97TTVG-UVZ#_X^ M;V=-.EN\I=R*XC@
:7[+2P1/>+&DTF\W),6GNJEJC;!AN?N?>6^.EZ9?V9K. MGK,)QOK"CK[:L:7G_YUN8G+*[LM*.QY^?K?99GOOW38RKN_NZ4W1XS%DM[G M%.]&1]NF[!;HZO>W[UY__.OAX-
WK/SZ^/WKY]O6[EZ^/AH.W[UY>1("'6)(B MP M<_6TV^=L2KOZV"E=_6\#5;BS@NUL6V,V/L2QP_HH(WS=+G#\/"Z$3=Z) MI3HL(=/_.1_' 9BF
XHI+TX>T*M*Q/6GXVD6H_#)4?-M\#O<=]P.7H]SPY7- MF^ 7]EP7\N<_QG8>X&7ASY>H#)N+\#VP7BKU[^8G$33GQ?%>))QK*A$/#B.N
MK$'&4XV$X2+JX+WS=!M5IM_9V7P:WZ?5/)+8>GN:C^ZG\WC_6L:V_)S;P+;W MGUX/R*!O$#-X=_CICX^O!^_?#-Y_>/WQ\-/;]^^.!H?O7@U^>_O__?'VU=M/
M_W=5EEY>4O\@O@QZ#^R]?=I9,_^6? M:TT[L&"+-.-BM(+)\CD.7#,Y/9@,OLX+\;LH+=_ -#]/$O"R;@\,\0O<30Y MS;*OBTZ>G #,9*'8_,\RY>9T.CF=-G%FIV?
Y]S#WN>G6.!0YVF77@(X]&YS" M'>5XH)VG!& %ME::3DX&&:"G,(8\J.]R9CW3ZU*!NGG!=/['\,]B666S3@$(M+$^&U\.RMO,RS[P,HP@;\C&VI\"[_O%Y M
A0(2P*&WC2V;7[K/^>Q[6Z9VB8S15Z?'!L\"C59JVHW925CA^\Z-Y MFPFGN"@+C_?LM $3<0!&$V*8K/'BI>3XP4[_T8 &/EYR%X!_>6>:O!W# MP0(C5WC,3U _BG-
HYFDVG\9N&Q98/_TX[;-HX"U9!;_#NKTO6Z2]88Y^- MX>6AG62>@%$5"[_U8:_S\>^<-':U;_;O\-#7L730D[P[:O%74L8?_5]\<*# MP:MY 41@)WP^P?@MKV(A/5CDLM9YJ2>G\
(;Y;)'N^/<)T/?N"OV:CC+Z#"400(GD[.["@W MDMD.@I =P!!=A3;"^,H;7KB M=&;AWP8@OL-+$(=E6N,)/&4*[YJN^.0F#ABFNRP/KY]Z(2#XO8,M3,GZI,#H
M6UGB14(H0,SY>,_G!U]+^'^<]?0T.!WYY:N?[5&4';P+Y=9OS_ I-MO/BN\ MD:#=(TRE0%PFCXQ0 DDF<<+.I!0WFRY8(JAG%(&YX!#GA",7(T$F90."1Z55 M6M@)F8Q?
_'$*8GX\ZQO0;GKRP5[(ZR!7??I(?L>I+Z\^&7UXD 1B'XWRJLY/ M!V6NH"><+94F^!!HQIXC&)#3SE&"9S(DF0ABQ##$L8O(:&(0YB$P[D4R9RUI5,[S=HYR+#CR?
SS\;I@!RI=JL[Y&@LZ<7YKKK 0 MIZ!VP3Q!^2WC U6\L^V.LYJ^9@U:D+=]"%@+'[:IAQGX:M18UXR:52UAG-DX MOW<^;8NY[T"O'(/&M&Y-9:5SU)PT7339:2:3K)W 76 =EW?
E*\!JR-&4.?8L M_U*&J%7?> _AM-(&!===PKHDI M=(R][(PUGJF4N](Z. D5L&4H**9S]HY& MCIJ '$_8NY@7 M1=/GIU4\/)?DCDH9HD:8,<"V:$"F:\Z0QMQ[$@*
XT9!OA^1Y,5XO4G\XN]V M"H]8PN:.L@KZ@]!X?4@XV4E$7)@%H.6Z.&KBERR[LRGA8CGG:?(15O%:GD00 M_"LT?
^>QFUL',A7O\N.M7;N"^1EFFUD'C@O_[!BH=$#H0KHLH;D[X9JUEUMZ M8-OUYR^=+"C0WA;@"?G4:-7=ZV*L$%^TLY L[+]X=@,+*RLA>6BU?,9C*QS MR"X.#P=
ZT"K^>QL/N[=LMVKP.:;GYQVXF5^"FS9T<3%@QEG%Z[L?+!R4BS(M/.HIO T49!A)!,::%],I#^+$GG5DY/Z>7I;VJOU+_6P.@[(GD_EX=E[Z M;_V8,$O><6BRA.SI\DMV
8=8/H;)EN&>E*-/>.!D"GC;+"IG#L$:G661MK0] M9Y-A?RZ:U9CAZHJ!9K"T@7OGSH6%ZVZ%;?D\[??ELA'#=]%.?5<-:G7/RHWV
MI'],,TY3"^@S]^55L#;M_/1T,IUUIRS]\2@OGRYZB<:Q._LIQZ*K7NV%:^:"GILW M;U4#+9%C\Q%L4/FF')()W21ZWHK3 M3*@^>Z@6DUP!E(/!VS6 Z6#[PFI<_Z-6<%ZS4=AN?
D9F+,>$P8Y:S8O45@I M+/P\.--=_Q8-FMUJ<,$;L]RH_. GA5*?6?;8/\Y>-E36ZJ ;&XF>7RIC.#7NVAJ8K5')]R W-Z/ M!X<@:48#J ML,9-.EL-
$CDQ:A>.)E!HSKKY>E)]ZXL,&+GJVG M)91@(<:?']O_];>CU4U:.=V*YLV!7W.P#4Y&M,CYN3N8G@XL/RJ_=.=.* M@S4$ME'N&23A1TP)::XM8H)P)K -=#.2](=-
J]^[%>GVNU3G>I]^*QMP;D9] M[!8JO)E,7RYXYK>.[K=TI,QV\M3P\89P.I^V<]L9;SU?]@L^^#@' !!"X)_= MGW*F?^[B<[R?3$.1;7>)&J)/9,2:];,'W$/5X4@4%8)FPKQ?]?T
ML$=.#]-7I(<5_E_NTLKO)2_TAJEC-6_L1GECZVN]MRIBT:^C(H'CPCE;Z_0 M3SN$'P/LD!O?["P"K_KB+T\S\B*5B\:.NN@A_"BF"V,G*P3K>A1VFXY<3Y;9RC'0$--J#S M@C
]!"F9)=;X\X?)*&O![2=X]J\CT!6?>^H,7;:.'+W]R[NW;]Z^'SW:?#X M\N7?[/]Y]>OON+X,/[W]K^_+MZZ-50KF<'KXWCBOH03JCC>02>4HP:+S6(T<"
M!A61:1*)%D)N%*B]#3W\:MNF?9\NT,)9]_&]%"CP?*HRBIV"2BQA8^*F(1 M\DMO/N+!L_"*?#J.VPI5S:-"KMD&KBL@8><9M/BAZ.XM^3/C
M9MG\IU#+8>%XN[3G_W)X^&'=AN_'#H.83&<+_WX7ZG;NFEGX[X]6)!M<]OI; M=T:T1964^%%]-T#EZ_?(\+6MS9A_CYQP5E.\X0O]GV!E9^4SS ":1$P=FQY,V
M=K;4YC]H%TJ4['X\O1S M5:ZZ5U3]/),@BBTR%6XADO?RG047'49N].7'H M/O\Y$U!O3A87?CPI>V 7,83=,?DB\&]<$@C_/!C'? B6SWQ U^B!8I!L,QV= M==$3RS&
<3MJF"U>XZK"^RXY(LL?,'T=J2Y.!%>(:[Y(M/XA#"JQ M-Y/^Q&@:\[':<5%L70ET+:@"3^E2?O)!Y\+3L?*R[[QBL5IYH?]]V%B(1_19 M=*>?Y_AYD:,/NUWX6, Q.X;? /L-
0%WZ+YCN:.&*Z'-*.UM7LV M6M(:8'T?.7K6O"B+5BWSC%_9WOYZ' %1CR9?\V$A6-MM$QI]:PX_ ZXCMY] M_,O@R$X[J7EISOF]8O-R,CWM@FRX ?U:)$O/IO:<;O(K#U7X&
(.F!CGF3PT MLTM-0[3*H*AQ0EP) 7RN-(I)8RM%($[*NS![.:]8L><_-NT_VL-Q^&,1$9,7 MK#+_#S'_RG(.IGD]N[2YU16M9MU. -9%96 UJ&/=K0=J^;RH-#GNIXNLZDR1
M$DF44KYL/9)H@6CKIDQ6WIH.>(YRL,+B63TK6=B%:"^WU/$SKQ460/ \ZBNVY M39>CAU:S#JZP8OHZ$^WPTF]73M/[L(II9\GE@.B2P_"EBXGISYCSM,^?F)$T
MSCK+8Q&27;[*MM,\3W<^[>/A2IHR:(\NY@F!;XX*3]__<+"OF8(7;11'ZSS/.)+UB+PND8!H^Z\=#Q9B?(;+<@LAG/J MZ5?TNNBC'PH_/ _J]=E$[.*WU@H]A ,P9)8U52[6@2B?
+2NV]#Z(MJ2#++!_ M!LO2&\5=C$S19MI56%GAK%S\ 5:PU&!8,-E*V-X&7W44ZAJP[OSQ&/;OHNQC1?4$(99YU%W ?[MM*!&-#XNHQ%S1N7D+/:>G*P*
G#9A47:PW&>$EOH+V23+=7A M8IX]N"T%YI6S+B+FM$8<6XRT9 ZY9+0,@EA"-HH(W,:^^J.-[J/K1>1P5:JN M5TK^Z/)IEY'6SP8P.^?Q>2SVY994IL?
L),W"I7@LLAOX');_9:=X/Y'7(U9 MSY"S$O+>N5@[G:93.[)O) OM$IO>7DB+7DV#+BC;M'XT:4N(>DF*M[M4CWB MBIMFY^D O<9RI3/KJO&4P/B<;;:2T7;N\.X.?
0\&AQVR+/2H+K P-+E\U\(_ MEUW2RZ5Y:.@!?)&1JH PSSU['#;(8&Y0(D0H09,P?"/QYU:NG4L[2E8S[\=\ M/#?I<;VWT/3R8L.G/0:F0SF\=C@XABT8G:%1J7.1"TX!)?6!P.O"R>3
M<3Q;&!3]D5A?=&'Y.+C_2UP3\$\9O-E%NL[&/'QXEPN M*Y'E*.:\4EL;K[HY!T/';[Z$I&=_VC(7"*[J-=UE4.D#W/+K-JX_'L1 M60W65K93^@R4WFKJ
JOAJWE6VLIRQRF(&5@.P,IRVE9*UC7M/QX< ZT3W*#*# M/%<*>0],I8*I)R72FDODMIHY;@]#-Q(@;P4(RLT7@^-5W1WWL M%L#:11YD?_?9:4'(13YV.2\N.6V@JX$=VY77.
_67C$M.C\LNM&E8IO^?8][.Y0XD%UTBC*(@K<.X>,(P)A')A5GG%YZW:05PT>'US6U6;WTAC 9HG6/W+A@LU MBATZ>;^!WE!S"'8GA\#4'((=RR%8L,B&AIQ+F2:1(E(B@+:K-
6B[U%@D$Z9> M4J4IWTJ8-\QC):1W.AE/\AGFR;D:?+W#X-P]?#B[Z;#_1JHRO:E,^^(\6PT4 M7=V+IZ-=7RX%'D'G_F$KM2=ENUIK^*;D_ AYW,49DD^?
@'IM=1[&L3S1NG%L92X1,"G/M*>GH[,+"'>1+NK] /8^HO-XE(^F6 MSAS+%(L&S R*318[('LTB0Y%9307EDN[V83^-J*J)]+V@SW+9_F'XP"?3$M* M]?*OSMZW77V>?
_I/UY_'/SV M]O#7M[^]_72OF4J*,Y^D1UH[E6N7&F2QX AV6W$M#!B;=PIS6V:N^>,8YJ-8 MDI4NT,>G3#D/21KE\IWP#O6+<7Z*5D[I2X#!ZD%=[[-?'M)-1J/)UZRE[T9.
M>F>1#/ZMJ^=QB0YIY[/)HK5M'DH>.O!GOAR![3B9@PW8?(OAE^Y-&A_@/RVN M+TZLTS:^:+OCV+C8S-)CH7OT3XLAP!B69M&7IFVZJ)\7BV>L7+C6G;>\5?(# MT'.
[GIU77$*^]TX$'=]Q &]\R/X@?BQ9RQ:]5YS05&!+NL8OACY/2[.]AH=WLA_=NTBWG;AEJVR=V'I MMDU9URY*99P]9]PKW6Y 7=\1.^NL4?
8]5Z=JWAT=23CR2ZOV7<+6M]TFM\ACDN9XSZG7G3J+=++ MY4>B+%GF)':(:@]&)Y4)664%4E;':%CB>C.WZH=KP?6FU8)B#\?AU3F]OLSD M"A^]S\3ZNJ?1*\],ST]*\??:#0R-
Y$/"U95'IT^5 >ZNKNPV*-Z3CK;+6UHQ M;9L=$(TWT7&!)0,8)K%R!#K;*UCE6[7D24H7/5?BTD1+,>KG$ '4.X61L]PA4!.]MP!! M6K)MJ81'"\+;
CA2+H9,5W7OJ>'7,U3W*DS]V)Z7\]GGN>G54;8M)<=-QO,G M[_RJR'%W!8?0:+&7!$66[<, IJ%C02%E%8TDA1CQ1D#.;7(8>L+[-=/==LP_ MJH8,TZKA/#'PJAI.Q:E;X)1)07%M!-
+<:\2]2&"#&8N,LE2D&)TB&T4.;Y.N MM'6<$@8/E305IZJ;:BOL\6$Z2;'47<[ID_'I'V%6=+P[.FJOG.6 CASG3%0I M0(O3(N0
:V9DD"R)C0R@.VAQJS3X)FX%)IDF0Z6N[E!5J7IWD:RJN:VPB=_M;[+ M)CRU9UNEH>]'HSX9*KLE(?Q0/.X^H:R-7'-X%@J. 6Q&2I!+02.1;/(V1?C?
M1O#"=3"!0EOPVJ60R[N.;;C)I'&^\X:SU!CK'CX#/#P/HY)]PHO=LH1=VUN MW:XJ;-?DR/:US%=S9>^1$ND!S:08)O.2&3\W8#.V_I@7PP["1# MP0 [S3W'_>X9=JZJPO![WJ6K2I-

=621I)U!T"^53-E9JZQ6@F"/*D\B1]$8B MGF)"!EM@I" 3!A5&1K7AD[I-99_7=IH[RK0?XO3HV-ZQQM-#VQP;B?=;V-IW MN< 37Q9X>O?
ZT^"W]T='@P^O/PZ._N/PX^O!^S>#E^]___W]N\'1I_IL[MC4#IQM@8 O7%/:2X]&?3.1=M%] MN2N1G>_N:MMU+=PG^7U=+ZN07YDKWG4]GK_F'E86OD3++S[#C\N[TX[CK
SC M8/#K94-JNKY0\[[X'C!N$TJWZ/ZV146^CK3R2'/*R>>XTLRN/*AOU')RDIL* MS(!I!I/YK,W5_N!IP\'I:-Z>3VGUN_6;%JV %^U6/GS_EKYK1+MX;=^"INO\
M4$8VS[W"1Z6EZ,>C/]JN\M]D?%YP#\@J&]^+HH'-M'MH:56>^U;UJ_P\6JR] M'7>=L'-1CF'?%V@<+S1W_C!MON3ZZQ]&MJN/./BY-*I.I91[5U.A]=/&=6V3
MW\$V#N1P<)2WZ!C@*4[;GD('K^ FW\S^O-9Q;U%+C_]F%GW M7>'7]^F\B>U+P)88?CWKKVO["]LU?;)CH1\ZB %C7%P3E_/P%"T%0G6E0Y== M7A:](?M&D9ODEENQ[UQ'
9&XQ(8K%)1(B$MNP,!@!ED5O,<4# ZW$>6Z-9IZ MW3%@_)"7;OGEDI#(NF4RSIU(CW+U4WA0W]OF5:YG-VV+OK4LZ8]7R8U^A]S, M@;DZ5/81:&TI6H=]BYQ,-J>V"1>JNW;-
=#+,E3XY5]-=1Z8]UMV 3)M=I%+A M(Z=&(^*"1CQ@CTP*%B6AL7&6\^3T12H-- IJ6 !+VY,L!:Y*TE[AZZ5T;E-1 MVKPL.I'V!8OCM],F/_6P[1OEG?
3].#=UKJL(=5$R>BF_QY/<(GW4%0D-\;QC MX<[1LV1)*1TPDI+G, GB@38%11R#28IU$EREB_2,*<4L$8,TO6Z>7J,BV,UF=-Y,.=4_EDTDPYPE$P)L*F4Q#/ M-"H
OD"T%@1[N@%\QBB3#!"*LQ3 ,CJ!+)<$$>$9(QK#'ZJJ?+=2^2["$M@Y MO="XW,(HEO8"CG+'O!4C-",6*(^GDS8NJ]0#,_G:_:P9 MLUOUUV$>;>YDA;RENO8=9OO[?C.]
[,DV,YKU;7@O=3+U75?.V>H7DMX\8.> MD2?KV>X.0+95'5P\1G5PS@XXH7>MS TZ !B>Y_]]]X;O5@M76M]]4$K).P^$ MW/T9Y$"(.R_Q-@9"#[TJ__5:NJ/'7ZP+
HM:U'H#8$UC7'P._Q]W Y>%U5L MH;/4\M#[6%M]]?G_"XR3QDV;_S5L[;A%+6B4J?+9O?#94?.MI%YJI;5YNM?T_W_+$^0?K,Q%+$T.Z10MXB&'Q,@<64@Q"2D*&MA&(**(
MB1FG)&+.Q_+"CQUFJM%X>\.IBDJXQ)WB%H.UC67#!FA%7+$V.Q)="3%;3@=%^1YV%'G M,K&J$.G[$[SE4-A=1#HR]+)]PS$5.K].V=GET1? O. 0HHQ67(:;$1<4&0]T?
%0!*X)8=%E:J82LPP(YN(\D M*HV-&V%J6YSKO2"X&'(JA^32[E<5P6_MGZ\AQ)LAQ"NE8"ZZYDL]5_++9@V9 MITYS]3AUAX]3-=-66AF1H%B#1LY L?8Y[-ARIR*7
0N[#;_XI26FME1L[V;' MKU<"R1K(\\V%]@@B'LJ$4BP+-X2SEV\L6 ;7J5MS+\7V@^Z N0 7U;J=<]$ M7(W,V5]KI8J2'18E*3).3 !1(DE G!N!#-<5E'R.$&>@OHD M-47!.-"P0U)
(!POZN91!:&- U&QT^MA&RZI=$24\A&@,&&2IS$6 1'":N25 M]$(S'@,V]S'_QQ E](!645)%R=[O;14ECR)*B&',$T\!15,^?. 4N60LDHY2
MP306)+AM'%CLJB@Q7CLKP2J3TGB8"U@EFFL/9@9+BGJ)2=H0I=N8_^.($OX, MXJBVF&SQG>:K6VUKH S!*G&@09*]ID!?0(-.(0$T'41H"!$;GM:[M34X',^: M1>_!\QX>K[^5?
H?AS71R\O*\?/]F%X2'[A0+M_!I@?MG?8V:ZTX2@' M9;DFU.#8?HD#%^-X$/L='B38XLOZBFPTXUQDRZQ.L>U;678]10>3\0TZE#1M MZ2NZ(+K5M@Y[TOS
;*'Y@3E0DN/S_^[>^^#NE?[KF!YB3+7D\SU82+50>VV(M\.A5.'>$C5:?7QLB/!B?U88(M2'"KDO'6DJW%J.NQ:@K!]5BU(]-4)6#*@=5 M&50YJ')0E4&
[9V;5;*;OKN_+M9)BI_DPY,DW1ZB)L%L(VY.>!&XUPJITKA<& M.4: A32SU$J+8]A()N+),,T)18:&7)C+$N2B=(@0DWA.3@K)7#SBO>/![N$) M,/;L.TFC;]^]^5X,]!!+-J2,
[UV$0JEV G*5RI4?!!(!X3P)NP%B6B?9!)"6GD;L*;PGAHZ&4) M@Y43*KCMU)0KN&T!W)B)3D>'M)&@AP6;D%:>(ZL-)<%*3/A&&2KO"=,8PY5" M,<1S&KD6@B+0 BF-
7@HFR&Z"6]7=*KS5+7U&\ 8:6W01&Q0YEKG*GD3.88^H M2 / N] MC8OQT\8P)*<31N?@Z@[-V"FV.HKC[-VNLH-X+)&6B7>ZJT=8A*C#.7PDI
M^$6D59Q)@%:+A&$XUW8F2#L 7L&%MLP[0LE&PM%N("VE>D@O+:M3.6&7P;"J MD17<;@%N00A&I%$(M$F#>*(.&2,],I9;S6*(G&[4N)')"PLHAA@6N>@Q"7 Y
MLPC+:"E+VAFC*KCM+2=4<-N[+=U3<(XTE M@%N0$IE(-(K6&HZMT91OU &127/NA$-1ZHBXXJ#M:0!$03&)5!#ALRE;P6W7 M.:%&_&TUXN^KG4[MN'K[*JR^^1OU+N#
($C(8U$5.\F&P B60"(4]#CKBN.'M MDT%:1T%)U)[D'A()0#DJBD@@1CFBI8]Q-V%5#+&IH/K4<*]JC!7:;J,Q&L=, MY"&KB !3- D .260M,1HS;@2;B/#!(F$0YPZ&FJT+:O?
%"A;>^V=$^A3>H@0V0**9?]?(0;9+$'^S1(M*J))AO"-1H51*JPB%HCD4K=(N2$)Q2 MZP+\3=G['"KT/[5K=2.C? MPC:_>__]]4!TK2/I+X.CP]]>#]Z_&;SYX],?'U\//K[_OX>_?
7K[^FB58[9? MNWAKBW/WPL49 :69S-O1&5 A(.:7.)J _[;AMXS@#;2GQ.YM&.SN!A^8"O\VXG9R,&SL(35M*)92"PS;\?3[V M&?
K7K_[]U:N#P2N0!>//N2@Q'I8'+D85O\6I;W+T;#-K!T4<#F:3G$"?*P_G M^_/5?Y\T\+!^O.7!]O,TQO+;I>--A3W6[H!'K4X3ACS,!8UM#MN=CV;KP_H* MW\!-S6P$(X/QY$+
N>+Q=,%PL CEAI,FP!Z-/X_@90NJ>3O/Z-'2W& MT0+/MA=\'4R'078M9B?Y4'.6/BW&0<0-Z5ZP+";VG@"3YG"NZ:#U(SMV.?G M3AQ05G=9'EX__8-5H@: ZHL^=T7+_>
(QI,0%V3RTWI-\U'\AD(S MC45JY@+(\Y/Q+[#1IR-[]B)_^\NI#;D:]$I]C*:CP/[HJ/O@[_-VUJ2SQ5O* MK2B.PR]N\BU3=2[EO"RT\>V&$O4N7'BWJB-
WXT."UP1T)V^74G>Y32N_=S+[MWXZ7YW)EW[K#-IM@(B_LZ*L]:W,EX=7]6VQ.0?/+=^8N&_"@@OZ[FWUSE6AS MK?<6\]^/,QS,[?1L0$PI"$\N0&[F@PRX8T .&-
T%*.UTBK/!!U"]3RPHXQG@ M8;!^XROK_SEO\I-6GE[$KOJE[9'R++\EYL2(#'*KZ)>1&X<^/TU3&/K@U)XM M4'K9%&9U[7Y@8;9_GL>"EQ(L)Q(=F$];,:29%?!^*Y7&QE.
[<9X'6IT.R4L4 MB7*(1^9SGE1"G"OJ$V;)>+.FUOW1+<2';AW66X05F' M]LWU>QC: W$X&N6%RPK!_'30$QA 4AX8R*V=VUN=I$K%([8(BY(0I9XAIA1 M2K$0K$@;#2H56,
D8(>2=QYQ%3TRC!/D$PV!44O N%[;VP\+?>#W!O2 V60< M^VUN;[S/UYN\1NPB$32KFM#)8NH+5FV!]J">MO&2;P:Y;T1^(,BH# KST[[3
MA/7'#:AT"Z18*$U^U(RSD3X$7>YS[D0Q ?#+))B;R6?]52AR9TO] ML8#2V6!2U*U3.RT 5EX-KX5+9\=VMKP8GC%J5Y]T,/BCH&71F./TI%WHKTN(M74?B8]
R'?)L'HX>G=E.=94V[&7R:C?]P9PU07DS3>"BC:93]O\<%B#=K;V MY&G,_3C@.<"!^?/ERH9Y[%J +%3&P2&,8>Z/UT=F3T]'38_L(;I9>1L,M'#. MYWD3R!
<[C[,00$NGH+A<($X*G ^#.=R#.44:)XH4 M9]%3+5)(> T,?VMLUUWE8Z;1&#Y- 8N=6H\>2&8KL0U'\RX+GWR]MO?(%^>7/PUX?^PHO&CA @)/)= 9C#CU'YLA,'D2_\%?
8KEP0C(7\EX2Y M),?X[32.L]0"@+Q..Q@6)6 \R:('/BL=HH"L+A#:U<(Y-&TO3F/;=:GJE83K MG$(@_GVT;2Q.E5.0KB MLT_G7(]H_J?K\WBP_9G]4#N5P;-P.1^V*YN467@:3YK9;-
%Y;L&>&ZS<;;ZS MH\(BOUH ,*&)T5A&A61-RJ8#OWZ]#C+/=]!T-+Q\7.^LA>[MAXM/%]V)VS<-<&+MS>L,40LPBL@'8*A*R0[ME([S+9[!.Y4VFY(4;9;(4SIWX
MG0"WYJ?..Z1:TQ3.SB7P)BQ>NA*'YR)^!9P6LGKG)"\'ZYH;8Q"6N[TUOIMB^8*V-7P:_AGEE24Z!.0(%X@;Y9$&TP)% M:2FS-"6"-RMG5/_,-
OPSO00>M9.,MTMC]I9633DB7*J#MMW4""^Q4$!VV";' MB%QEJQSFVZ.?;P#KT@^]1-1R<]/VJ+KQ]NX4L-,G8$>6X@7^&,]7;YCV#[.G MI]/)M^;D\382!@+";^L>
(=)0J#K!,0M-LAQ%I TBE%.C&$Z M;@3M1>5MA(M4(#DY-^;J?#(BPI@**5*OO;XO/N+?YR.C=HN1/F5YL!00^:OL M25]SR=NVG9^<+N(QBM>M/YQHFU".47_+UL6
#9)MIH,O=I1=!N/3>?9@3.-G M.UVZO> UI8EV)PA[G3Z+GU(Q;J'5YZ\OD<7%M]$ J?O9NGMO(;_*!0OCJ/?6 M9TF[E*I+LP&,U$DHAR_KMG;W17:1 #? O&/;7A3'UUD>:_[
A9F79]-K!D"E MG9,F+J<_7:Q)=L/,86F7#X9]R:^<-F4PH0%VGO8NGL[CRPZC M<0E":F?]8?;Y6A3%!9B]/5W:C#"J9NRSMR8_+--Q]_O%A2T+E1T+^?\#H&H' MZYD5'-B)R;3?
&#^9C\+JB&W7('UELF4EEK.]@0VWNH[#_C1K"B,[G91F[*.S MX=I:ILM4FG[F[FS='7LR:5J,P:T\GH8'"4=VDQ]?_J5 M?O3 6$48>7CQ<,$2TTF8^\4+/$PBED.PT^YS(!$ A'D>?
A>.!@/K3OJZ@0X' MG^.XA'/VMRZ<=R ?8CQ9/3R6K!R!+&U1]QSMNEGANF\]6QKYT4YK7HHM ="-\ [O>?5@D M7)LU['.N[QQFO1]FD]3RWIW8+A#MCX.C@T'(?
>^GYT<18/F<>T..FU'GGRB' M#:.SLB67!KCU'+AXM)\#_8Y]'DRW[(6;X=F%NKN/^E7,CMAFZN:]]])=U M06/=@V; 9WGR;YO]SN8"07?8>= M_;*!#8]HQ*TZ$R\/8O[>HZ\
(8HZ8\\"(0LX8EQO6,*2EMX@H9C73A >_H7?\ M>!#S_.3$3L_>I\.,Q\ 3[Q/ ;$^6Y[ZR3]GM?Z>(YA]THI;+=*/FL5S C:< M?"WZ0SG_:(\G7]L^$*);MFL=GZ_X^ED_OGX$:V) M-
3OBQ7I@?I>9T5XYEQ+^4RQ$@^60^@U=]B^&7 M[K4:'^ _+:[/H;SVM(TOVGAJ,U8N2* $'W>/_NFRRBA?FK;IG!XO%L^XJN1) M]U9RH.F?0[WTO#XC^H6?
4AMGWD"=76RW>C(EKS\5:@>D!*S#]<2& MI)A,UWFAGWH2X/I:7;4L__*CTWR>6;&1ND0-XRC@9! /T2"M+0YA\ M_G_-;[T#AM8V%BOIDHMHFXK+DBDF%:%(8"/R86 ._) !
<99(P$2;2#:RJ'\8EX'L7P+5 M7SCK>#.9WC 2^>:83>50*#/$7-XO9E]+,4L=^LGP3=6.[\I=O_UHC,935R&J M=KS-PO?*:DJ$1+E->9\+8@W *B8R%S %Y=G<^?CY+KD@-T=@_4
(_"2Q=5^J MPFPM67SK56%4C-Z$0()",B$>!44V"(Q$%,0(;['C=SI0651?.LJ%]\(G(] " MVM?_G -7O9O,8JT,V=&G]R__ZS_>__;J]<>C_M!] M\.KUF[FUC#8XN@%B1?B7W?MT?
FSY"K9Y7C8,_06;13%,>/LN[E%(2[+@K"EI1V47/N2*3D6OV/0;LLU)#F:! ;;Q2NMY.GGUQ?#IFESLEYF^)R6OS!UE@\L8=V#TQXQ3I>(_ML?
KV#3Q9SNGGYL]=I93/.:2OB__>M7A1D2AG6GOD"&:YZX!')O=I4*,]M5X@[%3N61NR]ADY MHC$(11(!]-]06XFRRA-I$,'*(" G@XP5 8@*%%VEE=-";-!36<*.H#[DU5B4 M
UTW^<89-HYF.;;M?3HLB&I?=6%J_=5]5#)>I3/Z_:#DW:*QTS@=E/ET(9_M-X \ %VC)LY+TLEYJE9/C5V@XY*\AKG&'THY-"\LF]+TVN&C#8%_FYJ:*U MY-%S+R3:6
MQ,#TCQI9W._!R]*C2]H>WQ,KVV9&N\N7;FZ@H'.E3+W03LH"F(7C>7:64A>; MN' *AX5Q="/U1Q2*=OPU[48=\.3?!);- M8_:TR%H_9-(.4Q %89[9$2^QF#OS;'A:9">Y7_B
_UD9;S5IFU616U-%,!%/ M]]G8,I(6%CQAZ ^SB8";@**..(GMY3RV@P@TV:3,"]LKO"Q(,_CT79'[J_E M"AO,?XM)?_L >1Q#PUY2*'0'9Y'_L(96/&BWFN'>!!L.UN'-9Y%:>&HES07
M6%,%?V-'7,3 JALKP] C0,U$4)&F6A2L'>%?5E6'M2OKJC:[3S=6.=3UT16^ MF[FQ\H$U5G;GQLIS8^7OJ4]M,R;R/.Z7CUC!=X9=WD4)FR4B=,I5M.N!FE>= MLC-
1P:/[XFMFBJQOA=TT1*TC-BG;8_@;M;?$<\7[%_#3":>2.W+8X@-8659U M)6MIB.:>5&=8?<1E-6LKGJ 6L;#.J:@NXPTOJUQ4OK;GU%@$T 'KA^4NQROP M=]
[UI]5*5(K*EDC8;K\6A=#9A7B+Y5;N1NC*'!B MGT><@]+C%780N[&=%J!"LRA.O33$\8OEC=6?=^U:J,I56WQJ11WFN'&]{W'; M$U7&[GG^O!BZ@EW<"U5'[L&%:RR 1:_"P
U!=ZNC)I9<(XN0Y:Z@;J$8!E$V M);Y#T\<=0* D*7P[]="I"#&PUUD9V7F><2\]XC1S,A1&)(1\R[Y4RV%Y!0Y> MKZO%U>.FW
/SN_QT]%0BW6;IF;_8(WTQ^04;3C63,05C^\C1%W[2M3U*T3;G MO.C'8J*=:08'9^G&09[Y3NC:J8O^#BQI25F,5.)X0<)2[@=;XRO=G)5>$&1V M&F/(L'
#.ROSU.8IS\HPY6413\NV_X8@^EU"">YO9$V%EJ]!"4-I&MV3@NO MRIX&P_: B$OU3INV3P'YCQT)BHV.0@>'(QG+$M<+4P!OXMI!GOI@\CBA[3B1
M%Y=9Y+OAEA\M<%/N%&!)@-7PJLJR#Y$M1X9=Q$MM>7M!,/ =XC._9 M49CF45#F;E!LY1%_$\Y]3ZX$,G]_+O$]HM]^F?4TE(+?C60A!,.E&4O3K"@P M?9$2L6%/U:\
[V4,#W;1"Y#?6:\ (ZZ/M6\]>8P><=^V1Y?N^[<5^E$1C3WX@ M9L"3FJ$\&-O0R19,'U^]P$<=#R=#O[92I;KDV*5+]0D#^I8%&M390ZX'79[& M=IXQ,;:#>O1CNZP"=-UF=$-
UXZ->9N\/TB$BNHR1(^&<-B."/;]6[TNO,'L>[7/H$<@DT$3,8_A MPP!O=X-_;<XG..<^+V/^KX81PA;("<$>F5P F+&J;_2D/U;NCKPQ,[0>\RI MG54C0"E0IK-
60U97.3I*SEA5T[:K1O RA)+L-4W2^1>\'N" &2:&AV4%=GRG M" BU9]FRC,D62R+)EOJ!W10+9YZTS9-0TK=PJKGL=BX+;W>$W7YM^2GB.2# M&_AO?
O[X9LRH!",J_=DE@[U0U$5/NQX)C$S*B M&%!TLAYL M$('9NAX4!- T]5"B@Z(U0#Q26GAFS]OD2YK&7 "+ Y' 5*,&^3 M^FY)=H3]R]
Y>2DS:7/99XSOPUJ=6*7I7W177.N7C9Y0-?E3- U$GY]5B\(M[,:IUK??,CWPDM0K IL5?F'#]Q.N5/:7NIB26SDI\Z6NR\O71:5L6\[0ZW M"_+29KZ7V7%6)"[SN>?[.
[TKOVN/T_M2Y-R3KG^L(??" -Q_]RNZW&Y.DY^ MO)K73]=*^7PF5 ,0*:(A'FP['T1)9G9A#,>1E#BV=)P\Y937V]Q72B+$F*/ M^**8* H%&JFF'>9(*-.
PF[AIF(=RN,^606Z(R_X>@RJ@IKQZYN19Z!V)0E< M<8Y1%?*D+K1;)LSU+M1]>6W#L=AO6?<9P"Q*O*SWRMP$ ^BD8\LG(5/?W$:9
MBWDG1B'LZHM]6A4%;YZ__E>>>B$K4FZ'J0MF:QIP,$'#W,XSO\P")TG\HKR? MO7\$:/>_+/8968--;[%6\LB;=8X3,J/--L>NHBNF\ "R=,APM^
M^^V%5FKTM_KBRPM&4#DG#XTN%5E(JQGS2%!%JY;43U8T1QQ?.C+4]J]C] IDT MO4M,7EOAB)BU9/8U.P>."-LK5!/R1NV>"?)>$ICD=D9O$ILHUV11!&Z(OI_E
M4)\0>QV'OUUM8.B1['CY_:%-7WVQJ(H+QZVCH#F8WO*'IML!GL5)FKJVST/0 M[8HTM!,'TUTC)XE"F$6QEVUW16',S?+0]M,DM8,H]>PLR;F=!"IN%'&\S*Z
MD_*>S:@9!7E!D\,V'#V6Z#7M 2EQ7T';TG$KM" <(SL:^41W4P9&PU7W1&'O MH<7J_;)<\P*%!06%G3AK;/ W3B'F%4[+M5(DXC\J0 M.;8?Q7@/*^TDCB.;^Y[KEZ5?I&/7(5T^,-
I*+X1'7U*6!TXZDWF="6075;(W^TU_#KG;E1"C! M'L_4;(50&ARZ^GYK867?I[+^<%IRO]GMFMM$/Z1P$P"$2J94AF[,"7[GW_M!.XLK-=50UG*J-72Y6#&PVNL?
V#AV87U*VL^3Y3DWU!1,BNDA9*KTM>(@,@=_M6_"HW$(3G=:F3%*Q@%>;6:S!D4@^$.CT.S')0=QNTRX EH,[EC,S\K[1C^ M"AV6>V&Z-0HNC)/
S_S<+G"&;^"!_I0D16A[ON?%8>+XH;<52?P-E.SWY0NJ M5'_F&0BN__"J-=GU^4"KM M6NX+9=W_L&; H)H;HA[H1IL32(5+#[Z2K&5WW?"AH8GOI9GO>JG-"\>Q@[L M[#0-
73OR,R<*HS3)W"TT"1S.8\[?G+1]^%CIVY<$_F!BS)F>^PM/B^=<)7 MYQ>&"^>@\@LOKQ.^I.SGX 1*G\"6L"RPX]3((-X9*=.ZM@*\TL\U(>N-NI M*;>%0;==,?
PU*!4$1ZY_0"@ETA'&^@>RL8V0M%GV18$+5=JU,"8'441N1_14 MQ2$!:"?(W#!.D?\Y5'VEIKIAN84L"Q-#F.XF&3_SPQC0R[,3-_+L@&> -1%*
M*Q[Y21"ZG/G%E@?'S8,4NQ\D#K9=2CDPN8+[MLN\B#F!D_B,;]0BPC[WCD> MTRFP?=+[MNK%-\XM/57]6M"LU,1=_53'E-PVF=J #[?<:5BRRO+*> M_SEPFKHG8TC$H!
[.J*H>++JI :W[7%0],)!<-%"+]TSE-?J3HGC[:>$5=I1G1> Y><2*6]$=/N:GO!BH;:K6 M$$P=@O8LMMRK<9M/>+"F0 $A<,8YFBB4^')5MQ=<)H'#>=KC-TIH'6]J!"9?
MLUY.#.WOB_#-$/GR+UR6.8-?T^/HNC& SN/O)L^(CE*@QLOXW& (CUR MOW*$ZCS^=)]Z_-TU_W"DGS] Y5U?_GK&YDZ3A^,HA;Z3$*5_I** MQCP)=B:RFJ$@2[<& U?<9\-
R$!GV&,JO]Y)L,'+MIN$ZNLF1R_#7"?VK4D ML#= ;U735E]^@>K!VXIJQKZA#7P/6N*F>H>[O#42^G\OJ.2>]N+&>%XG3\W M#8#?=![H_<'ECOC[XQN4.8^$G313S[+
Y4%]!UG*[8"[V)$I]NT*ET>N6[F M\ZT1"WD616&<<3O)]\.6.9ALSFXT2^Y4^!$;VQ+MZ,-_U88XQBS94XH?_[7 MBZU<"(KE2-^#0;LB3_/&.9CNP@WCA>?
MS\.!NM=6\9YZG#%UIXDX2C6]G%,5?7??(GX=I MS[QP/M+#88%[DE *SPE\#C9>Z@#_\M/ SB+0WK*L<$M0:M(P33;YEY?FI1=[M$5Y98BFT8ZE]9.'90Y-QF1>'-/"S#A)5Q
MSK?;%M^SWJ?]J.1"W5N9$]Z1OA76+YQL+]L^:$2RNWZ5\CG>@A,M-'N[]K MAWT.@WE^G^-]@EN>,?I1'^\3W/*,T8_Z>)_@EF>,?M3'^UBW/&=XW-3N_QLV M7^#%
[.IZ,A,\4_5PR?8(\Z'/='Q@1SJ[K&>"G@GZ!@K^@VZ[\#D9CC,!#$C MPA.&P[?9QBJ-]O&/^BZT]DZGO6J!\$]9F5ZUAT>'1W/UO%,T#-!S\ TQ/G MLW4\$\1]()CA<,
<.;ZI@O$"NU;CM)>_O&ZD[DE=S%'G6L!X('[D!UC_[QM\W M7]ECP'<#-_,#._3/]FT.R+UQEX$D7H2.\^C*+.YGQEZK MP<_0A_DV>,Z-M7$F?B/).&
[-9Q0M@O2..W1AYYWZWPQ#9G'LRBR M0]]-@<<%KIT580H?2S=+OVJW?DH0%;M ..0WZ:3J;=,#@, MKG3[G5RSO S3@MN.GS(I\#FW,S?/[2#+
Q[G09IM1]5+MPCC(H_MI(S@2B=Q M])0EGLV*./?2(O"+-'T(4TN&-F.E_LV,$//3@LOL_,DCMS?S+SN M81SIK!3>9K0P9DZ1A=R.HB*V@S+U['ST"@8WRL(BB*/-
RSLPI?!.!I^X\:SF MW<"W.R<+;G538N@0F7V[LV]W]NW>6L54Y(8L#QP[RG L-4]!_"RN M^3;#?QT$<9W7(T>W:?*%N]=_DZ*_$WXHL\#?T0G;IY
M6F9VX*:EG3@ELFOB(_+9+0VTJ%OF>^>.^>W?0HF!/^9D8Y^GA\?=GET_M9:4;.,PN6('5';YG9X&:X$]SG1>$269ZY_! \N_N9VS[/KOL=/+O143I[=F=>
M]S".=%8*;S/<[SA^5.:A7:;,MX/8C>PT*!R[*($!^FF6.'E^:TKA[?#-J6?7 MO277;C2K>3?P[,Y9NR-\C\]859-?%Q#.*@=LB6.=X&"Y6=S,KMW9M7L#:94' M'JCI?F@7?
D'2BMD,O@%!Y!><.VGF)<&]NC"$(_=]2;_VFA.\;CN:+'ES#V\8 M+?S(G3V\LS(_%V8]"7?' NO'7>__BH???E@ZR\(XC)E=)$YB!SG8 M=&GJA'999E$2<)8YR7:#8S\ MB[)F!#M\Z-
>]U?&:(7FM6PNV8)_Q'C]-:8FMK?O;TL%0+O^N^XQ5:KKOT'1[_F M]<7A$7*0^G[D9Z'M.FD&A%RD=I*DA>VGB9LEH>\4V\4U?L;#V,U&+S@=QFOM!
[]>;A/QJN:K;"\X_\NZLROENNG[7-@*;B(1[0D?S]Q> M?^_;]?_EL!*%H7LC"=$DDA!>097>T?Y8PCV@#EQ=XR&!.+(4A;_LN*Y)+J, M6P:!GE?KTZI!'NL6J!E !1*LX_U0
[6VP.LIH6BK83BBC@B2L$;HN0/NV/[M/"U#%@2.S4('X_1E;+.2>W:6)#Q*X-=TN_J >WD:15YN%[$/4B5.4BSP#^PB M \3*@ZQT\^2[(980&:_;3GZ%U]UF6/\6T,0[B]_(
+@'U$5H]$>FDOJHM=Y.S1$_+\.=V2Y3KRX>WP0E^*3GU= 756^'T.(1FTB4DO];/>'KZ#U #3/6CBOG]]6%P#J M?EC2<=%I%1P/5D&>?X&G-^K43BO0>E KK,T'2!Q
_L*:"V+A^M<*UH0!QJHI MAG[=70 ;!O:()1>+Y^W(I=H/4E7J(=PK+;#B*KQ6K"GUQCR^J MUKB%Y;)MI.*)3R]:@&[3KN$#V/O5"F$&3\;3NOSF2JP<#H;WG(LH,G3(R*J
M#DW"^F(Q.59<'4$!=GYH2EU%CYQ\+,3L+4L9W(X6&>>W'DL7NU MSK3!=:SQ"-N&$O:]E$?U 8YOHMRM!L/DLKW+8G DF4"PTR&GC<__+5I#TF[MTWA_4?&Z((:_J 4;7+4]/
)(0PH)Q6FF?@N3+N]6T-+E!R-K%>T-""0$PJ\U MRS_;'_/3MH9OEFW!:]20E83= ;JIF4J>(5X0W^FX,-B:=O=%%FAZZCCZZ@N\ MK5F?@C1O"OAM8G(2,X(__-V"(R&,H,0X;13_M
F?>\R/H;<)8^%YUM;%W:@ MH%L3M3:YT@_^P)F!)%$4X?R3HH_>E?Q).Y/O&.AY.0!VP(I(?=Z%1#W 9F$(. MLH8?G!)!BRCTHC?P\]+S[2#QN)WD46+S-$@2-
P_+U'4WA4R616[DL,A.O9#! M/8EO9[D3V4Y69AX(WJ LLDTA\X(D-2&%2-!X S*#7]5OW[G"WD]#?Y$F^\M$ M[DJBUL]J(:C9HH+,2H^!= #!"T0H
<&GKX#B^\/'1L'I>>'62%8\-QYS;S M>>BG/(_\>,M#_#7H0;W*#=QXI: !%OOO'S[^\?&&"!+$T2*ZI([H'A $MP4Z MLG1M6Z#]=RA].L J<&V#;=!]/&)!-.
(8JVZ%H39TGIFF)P*;M;OXD=I>/XL M<"Q7 Y)9)IDD,[8?LWZ"J(7?"!XW7:_O"8,%93R'D[+8)+.R N+%Z^%P8.5T M^U:X5FO[D6LE368-50-->>:WVZ6"KS1L4]6 FY*2>
:79_@&$ (66-#R MT_R'<K[Y&B/"<,4N$%?* MH:XO3.\H(W[ZDN<<4_PLWUU<[Y/ M[F0MV&O"6 ->X@B4/H@CCZ>BDHAM8?EJ!E8ZV'5[&T+.LE+L1(:PVSX%?X:$/
M*_CX^N4QW)GSU9JNDR]_!\BGG1M/:"#N@"&!NB!E"_\V8N#DW-Y&!9NZ(6V M&^6)'3BN:V=I4M@)YJLZ2R,H[#F<@2YI9% MN*4&?7,M!OWG'X)
/Z!>WX/VC1D/[.3:]O55,93.VP0XI>F,3,\P"G@01 B^/<9D[BV7X>%F$! MUC)+MS2_ 2\H$$ MV '8"UC(QFW/P2+?),YRS[L)JI"1*;).^*0K'[7-B\ 5)NAO\?-!JMQ_T*3
MD]\+1J>\6Z,^OJF%"]U\ZRFH;RTIX"#T+!%!R'FO3=BIYXV#HF UL&Q\[V)R MJ]R^4"X[=54OC!"YQ(6(9>]VATYUF0W32!M 2@?=L8QJN>1%)5@J*$UXX<2\
M(60YNL>L%HH,J7)S0TH)?$#F;3F/ MOEEK^I8(A:DUB4R W;%_'6&X!XPHJS,NPNV'EP7 RK6DU:EO4Q SD?I]$M,Q
M,9T#210[/*.FR)/"RTLLNO,=.\BSW&8N=VS/+Y*D2(H@<[?DLA. J@?B'#2^ M@-L!RT$N1VEL9V&8>BD0.5;>'GE*"]@_1%)/4ZC@X:<6O_K: 1Q7^0(],*]
M=W"+MOOR!5JG[(Q+4^7PD,C+7-<HP X>^X?OPXQ1QCL@)*[>12 "N>X6QE@ MWV('W2)7K==R2L,]_?7'.9]);XX@"[)(:$+(4K&>3-Z:Q?DTCTTI%^&KM9 MEMJ)
[X"0]PM GR!AMNNX4>X[21)QYQ XSYVP&&?_0(I[P!GIP37\M4?WN!K3 M8PLP I6^'@K^U_\]JC,KKUD/,%ZQ$VXW+=B/\KX?Q,*K6O^Q19>3(#LZY>^_\&@6!Q/1I07R?
^:QV3\+4J4_NM4=RFAO -N&M8GS-[,4 M$A[Z099PV\]B#_/"#LI,X[SA9(H*E.WC+=4P6_*)3'4_'VYZ9T!^;S- MBHUQU-(/"%?+%@Y,;!V?TO]Z@8'&3Q@9_1+_15N^OR#Q?

N^$_L44BYRY'(OI_$+MTJ'D[/Z'IV[HJF"@&@G_H M<-#,DD4)<,%S W-5I:)8R([<*#:L6]76 J&!5 V$1X'>FA)&88-?>/&+V&SB M'#D_J>MS+---:]?QYSU<,DV?5J5 1IGCT#
[LZ)IU5?951'N]S]8Q]K9#HK;Y_M%*7^3\BK]E_D'D7!59=<];MWE/JQ,_[ORAOF-3V2-5W1W"NY=&K#+E[R-0V_MOJ:(/GE -?2/?'NZ14#TPYZM[FP;!%K4:FT1']_5E4JM_
Z!)W)R/S^?_K!=R<==7_6O2L MZ>T>%-URIK,[H,:/U9>9RFZUJ<IY&-$\C.B:&5MNFOJ%'X1VX+N1'<1.8#,O+.T\SQE/ M>)CYH,\UWL%WT]A-
"SOTO<0.W#*SDYC[=IX$:5EPOXA*=EOE/M?/P4J"A7M) M"M9#Q?;OVE5Y9F S WM@#"QTB]B+\M".$L;L(/4R.XV=THX3GT=%5D;.=B,3
M)W$\'N>!'8=A#DP/\Y2#N+03CEV1\QB3EK_-/2>!&'U"TF8,=_)'.'.PV MYT'F8>([26R"BA10>B&=IH4@9V[491%;IF'_E:E!3"P.$U";NU%?NZD65F4;*N+6U#F+]Y;*THY(X=<%
>,YZ&=NZX M$8N<-(S3K;@ZBWC("E->69ZB!IGFF!B4VV$1,<\M([=DJQ!7#QUOD:3NS"#G MA-/OYO>E&:6S_'F4\N=^0H=/5A!%9>8X:1K8<9KE*%0<.TW=S([C."F9PPN' M;?
44#'GHUD<@7;/ CMP/-].LRBTW2Q.%',TR@/[L&G$3G)(G7#F5/.G'+FE#.GO/V4V] O@35Z M=AIYP"F3PK4SIPSMW'?RV O\F,7;SHUO:(MZ]YPRCI*%&\4SIYPYY-
>ZGFVZ_N%'3#X#POSW';BHDA]EO(BW(Z3I;D;)< I>92ZV-$?[F&8 MY.L6OAMQ)V%HL7]O3IDFX<*/[[@XX5%Q2M,-#'JCZ^-_;@\ITAW,M[Z%6P^#
M9VZ\^]+771=2N+E;;=4>IP&+T]RQ_<#)[:"((SOC46QS3.%QX]R/O5O12<3, M6-%[O0$BH]F"O,DKWK^L^KQN<:+:C7JL?V\G_%;GD5LX[W?O/[VR$AJS[7J_
M6"_>OWW[YM/;5^\^?;2.W[V$S^\^O7GWMU?O7KQY]7'G.&*Y3>J%[AV!+?W3 MYK(,B-W7A.)O!)JX%%_UO%K#*O*]8/R-G[:1Q'FG./XAWXGK X/,#=#GM== MN[1HDCM.
(81_%Y-AL$MV867<',1^QKJJ"7JK)G"M1G!1X4!>LVK9BV%_<"&U M\Q?#N#NXB'47P!6&KM_!'KHJP8G.Z+$.ZO60.EB*J1:4-5;30O//@?12U.@
MX3MZ*;S!JN&&$Q+""S4!/&^7=!W +S]=6%6I!Y#C.@"1&./@QCE"$;YEH5U MW@YU(889,0OGWW85[):7)4*AW3V8H(0- F]"J+2]G$7=R7'2&^,)=H\%G^E0
MT"%H5)KX#G*)UI-@#>\;ZWV^;G&4<. ,< MH,5..BYFM>-\3^L#/P&F =?)7R>3I0]M-E@9%&$:NLQVP3RP@S#,[#3T/3MR M@]0KLS1)7+ZIW_A@+
<0X12R/$[@G=JEFH[!Y!G9$$:5^DGI;ED3'V?OR V?U M*QID L('6,3Z8CKBZ\]R_95)=H#. 3/IUZ&H0,FOD[&^/+<=-''_W6,^;:[\R._3#)T\QQ MPKB8S(HF+O<2%-
:NHCEO]T+A;QKK?U@SH%C&7I&+C3GP#3^GP;W<6L(MI\#* M/ICB\)QZCVJY]LEPD4 MG"=Y4=B1'\.I)*$#=)SFMALGS'&\,F.EOWTJ+\1N:&LO 2VG](9SAP08\#Z[M8!=72
[G2X[,$,Z%T(_L\$#N',:S%8"WG CX?&^F2%+'+ M8SC6K+"#*"^!C!-NIU[*RSQBW F#+1=2X 6AD\8@)_(0D"S*<))H9I>N PPD MSW@>A1,D>RL \0$98_V!$.P&K<064;K?I?
[]CWNJK9^RWN(U#\?S M]J2!=Q!CV>0D4K7.6(W30ZW^%*6%G/F.:KNR&\8[P"!P/8%\YS':<_B<<[C_W?=68X;_]YYG./><8[?Q^U)S!7VM?R7=Q@> MLS?W8%WN6PN Q?
*.K!N-J+][@_B!"?H>A2=Z?HX;5E_T%3DZ M7FM/NR(NV*80K!*_Y,/I"WFM?R(:C^L&;T]>'ZO]M!Y!PY&D"/B8T[7%N9C'" M%\VEH3,<3/D$K#M=3.AX@\O^/31"P2$M#)^"]V*
JIA.TAP?;LS4Q*?CJD!P M"KMB.!_AKT%\MU[+_3X_0Z M6 .61VVQ 79RK<68@T'Q LE!HT=?AB\T91_5 MBK*JN5P27OZ1YT-'3D=:ZJLO^2D.?[4H#B&/ EZC5&
[TAZ#.C3H/[+V8$@13 M!($'SBHX$5@5#O:VZ[;]C"=L[(T4(X*(2=GAV08[5O0NVBH&;SN!JB6> ZRUA36T':]FS\(4\1GCF$=;6LA(J()F@+&F$/:A^\'2\/P,SI.+G#P< -]OO/\%>Z-
"1G]=50X%P0&0@ZZQJ5Z<,Z"7G P7(M:2"Q0'R@9$ I:8X8;=A%E_.]!!WRI^H_8G@QL-Y5UZZ VM;(&>#O8LC75H[C M[)&ED>MS#5Q^#?8OT %-0AZ0&I&NB
I1Y\;^2V@C(DWU%SWJ!L!5R"%^9/T& MJ^C8"7E9@/C['!^#? +PO4<$42$8L4F#_;$&YS*8D?\Y5.BS!?: H88J5Z(M*!A(37(BN#SC=04O%+=53=.>42\H:\F1*5;]DN2-L#>UH(#
(U B-)"WRL>M M6CP)P7% &>\PP(-P'9HET'G#>4$/TY!1#!D8@=[^$T-6B7)XV!W8E7B21=MP M+=D(EY0?I>$GXG#ZB^4*]D+"?PK-/C^M_@/HWO&F8G1<=+
TRKW'6SN!08"F M\M5;F,ZMMV_>V,[C[E[$[ZP#(=&WC=80Y=D=66\://9*!.;.:1CX&6/],I*I]>X?"PMA(7T!.R^JI0\"93E<]S_M M*2[-^O_9%.3 B(G4X'#Z==K3&LJ53" MC2B+
H5:/X $:,B?,#"XTX0S[0$(6&H1].YS%*)(L>M:.&YP0CE&/KOV@M6D M'\FP[K(J -^;DQHI]:1");09R=TJA_4 CSION[H 9 <$9;4X$',)]*D*#4&I M(,A3I..P:>$I'?
(60RMLLUH&>@ECY;8%%$>'MDN; :W2@&$O0[T EG&9X[;@ MQP_TX4*BD[6J.N/ M:AOJ'9 ;8D,=(V(+I\$(#$"\$A7 RU P ?B$B M;V=PS=$]!H6>"C,'?#P>3H9^+:.GYY1*
HU>CYC?3A$S M$2I@DIBV4;0P8DJP&# P^H%V_4(@+D=WP HHF(-F P 9&>.+#[_H0/F,DP= M$3H/P(269R[XR/I8H8G3@8%7G>&5%,7Z\-NH]>"!5,T@>)E4:."%2GG1T,5E
MZ@\G+3*:4BDL^._!R!(NJ5CQ)HE%X27/27]A" H??D @\[8KD=MC M_5-KS?G0H;)M&O320P/85+? GT'/>S%_ZRT1P=5=\?E!>I:PN\"ZVM 99:W
MXJ6:,$GFE'5[W@OXC"\::EN!'^HH8;[B*\4IL3FW)D?"CK M^Q;.=ZU<*:PX8S(:O.?#$E_/<3 6@+,2 M0<3]8\B+4GQ,3_Z:724J*\6J-H@/ %*]06R3P&#OOJBXD9\,C=\7(]> D:M
M.KS&@#Z^VS7>(UX-B_'VO/GAL(A;=CB\."HPXA#?ZP('QX]7*[O$MXG&Q\. MB&Z<+#;V0,[5$);L=*)G-"ZQ)J#;GP5$Y<]9I"K8D,M2?[\C EW%E MC(79->AL-J_)>B/XP>KU
$XS%30X"KWDIVE#2;=K^)?O% M6"?HCI$.=AJ18/$2UW$VGWH_R'Y24G!G]>B@NK&?H8G$=]X7C_PS8 M!.))Z!<%*2F
;81FHSZ!CGZ!I*NN6B+5<,RK8SEF9Q:K%O3T$KV%85T&4Y<:&3OC!1.D9EXQPL1*43@+&Y MY*P!-:$E7Q]02B,YS3&0!FZCEG!_R1G1C.0\8RX*OS$ M/7H2VEY@_ 19)$ MR0-
+F(P>HNW]J36#\QA[-ZS9T0"F)*!"YPDL,;HA.-7(,XC#C)$N40]YQA>6 M8E7*TUO7M(.XXN%M(& 5?7#BO)UA(^7>!^Y14TK!-G<-QC]Y)ZE1;.Z,Y$! MHIECKI84!8J#:_-
KQT*$D;6YAKRUE>)*I7'"'SI1,)?<"'%N[+7->MZA0WVL M--U612[3//*VZ\AS5)#OG>U60Z2F(PYAQT[K%JD?T^WEGF6D?2(MOL&=>2_5 M]M\]5/D =VDD:*A2Z)T^+?B
%6L9:AY9>\9'KF 2DTP;:2@;) ,D.O$:BF$ M3$]KF8GRXS+^"39Y<+'2H %A$7:WABXT,+1D@:L!H5 \@E^!#R@ZZ'RR 1P M,TM[W3]1\;IV+;G)SP\'7#?
&:_+45EU/6(79H,C,A%OYG*LD"G(J:YRB' K0 MJX$>2-158R$T)0ZC]3B)'Q*31&9>\XYEEF,PJG"#G>W-6O^PU9P+ZZ)%4.]'C5]$@M+T+T%&P?!@OF"_!JVK,Q?
MWMC_LW'I5"\OU3=JJ:[RL ',#[RH8[YU"(R=;&LS9(1: MS_"5XIZ?1>QY"QD,DKM N272 M"V5H2*!^U8]))#+Y'1N#8(X?2"UU"R>-20.5[#Y"U(KKW'NOUMGLH>FXB&J# M\D?
I]+(OB87I#NLC.'V3#YCJI4$W -%-H.#+10(%J^4NB!8U%]J23M-:0R-R M#48G](XIFY0$B P\V2\$?93)>"4 ;%\Z?O#LA^)GK[:UGGUX=O^P<56[QY MV?
9KW85%/!DPO!!P0NP I15+'X3"C/F-/=@) !5.ZKI6BV'!^J6&9FOF5U"Y M:=?FF#5$>1N4'@+:2B?S%K(&2R1JD,I0#)W*&)*8O?$Z21(,^==Y"YMLJ#9G MO.TJMEWC?
Y\I1(:UG)]B4IYYBI1YL!ID$AD M6V^PW4FN4\;7YYP+L;@&HL!L%WG6(J.G!M$&2/=P>.XT)I'DE2$UB80W+%QKNQW5(9M9;1MYCZF$/%>MZQ.?8FZ@'M:^2 M-0\-
%D2P9K.NJE,;:[L3UD@:[XWLY??]6$DRVDE PZ".4!:_TBS[O..D4"Q, M#074C,^+,=:SU*77B[$3G?FEF1FBBDX7FE_@GA9FXB:IY16CLC !8H2E4D'1 M*F UZ\CEFX'R"(>*?[7-
H#).>]!V/]NX-E$WIAK?BNW)Z"J\H[W@HE"DVX<) MI2Q.?DC^FQMF0HY%&P+[QA, E,1ZVHDV"]B>[:@F%&HSJN<5.J+1#;!&[QMZ MEM>DPJ(AC/2R1ORAVEW5]E!B*R/_L-
#'=8(S/F3H^H'KPN\:3PN)!XZ*LO#1 M6TP!/#IE-MYMD9R#_YZT>!V@1Z4.7R0R2K^B4;8XH:I^R'/RZG=6"?;A(-H[MJC=L5BS@DY"NEDS4CO?K?IHMO4'^:I&$YE2K);
('V1F\B[*@T0(9NIR2T,<\ M;V-'#)-^>\5,=B],E[Z-.L"8*DX')6 M3M?0I>)04+NA+K?U1F?;^[="YKR4>\Y+B>:\E /+2WFTTOEUV\$KFK%ES]^H MX\ZSWZA4Z\G$.Q48N
+#B0"#J%C[F60P=R>,## &ZU]J3&H'(P!&UC*KL7_VT,!X)7[\:NE;&_$4! MGDQ,4I?C-7\T5)#S<4WFU$O4C+M>I3>*QO9HQU0R+BLJ(806B- G-
KK7&\"GZU)!94.I/@!TP^0";+NP]2(\"#0 Z!A^ MGE5P,YJ/V@;!\@W&O9Z,']K8>$4;5[IS+_J2T%= =(UH641=WK :F/\Y5&>L MUJW<8'.?N>S&K76\&<,F#G^;($8=(4)>A3
MSTWA8C-T?>FFVF#7NHN*K";.N05:"+J416\L($LX4PR#=;(I8%N6V/$SN[#J M%L Y=:R-=H,6/N2$FUZE0X*Z1^PU-DXGYQRYTY-SCOS;.KD'))UFA_E].,PW M<-
$["J:XZ!FM;6[.17"PQ#XFXHQ]:P03T=<"+9U<9P>[V,@MTO.UUB IVILI M^CLXV81W[;$!Y-K.-=D'2N!H:^*-5PY\Z, M>5,[W3#?=ZK4%*E:MF [C_E;^WVI:K5B]@?
U\S*C6&K2FO3)CG$RP\J_%%XJ MRC5FX\':!I$DMW4Q/"SC8_H[)I/0S9UT[F+93%L\(#[SG9V8'ZLONUV8LP=S M]F#>U(.9&#R.F%YP%&XQO6LWS?
T:_Z4_ONBV_)>'H__/:6CWG(86SVEH=@R>%SD3E8,@V6Q&ZZ&4+UG>U@R5T(?=>= M8R5SK.21,GJ1&H[L;UY"'@(]H_MZJQ3A>U>I2$5%_*-H'J*X!X_#*IE4/ M[/>U-
Q.LCJE9XE?,ZU3+$S,[L8^,T0>>VITTV(Y4/T+?H)Z"G1WR4QI*3^/E MUY(![QPG.1[S1JC)-:13)28U+[8T.U5SVJ^[BGICBLM4^TI@S36M@TX]PQ:K
M>K(6;&S)^036."$.@%:M14]LA0@-4,@X76,<:DIUHGC[..^:>NZ+NZF-!LW! MPRZLLM"OP[5W\HK-JESJ2($R#B@?L*W?;#J_T29K.@Q8;%FZF'ICM*?L!T]= M==:G']856!T
94/U) MVF&-]A#=/>W&W&/A\-#(>FFA^S# @J68.6L-*VQ\IM!3-"9D:GB\4C@$\FP/ MP2UD<>B%0.5QPCBY:N3+\O6 ?D6ML="#3:PB6J &5@6GKV%3M*PELH*2PB7]
M8FQ+LK"R84U,HP8(" 5J(1&RIVB(9EB&/NK2J:Y :#%B)$2_C3S?5_D0_6\ M$K=53=DQ('9@-[*%DB(09O([BF)2\?R.!EF:6'4GJ;&[%+'5G,:_8VQV@SFL M:L14!3-
Z8J^.KS%Q9._FY='C\8HN8'2J!'T]',CHX#7I#R6>Z8D-B:<]+S1(/[7O7!ZQ&?L9$32E8ZNY4^NV?5SZ1(GIS@H/HU&7[N M(O#"!4#+ZD]9QT?"$8Y>;'J4IK7;[M?4)NB$MW7X$-
PI%!T]I.+X&"U8-UI)IT;!W" O2Y9A"/^!%N=(T;^1=DW>:2 MJ7%?/U#WOGU+W@:=\2Q2W*GKQX7H+R*ZQ\/;*V#J707$)>>2Z#99HNE?2ZX& M4-- D*^K6J^-
=E8.=;W)%>?,H7O.'$KFS*$Y<^@6I9M*RB7I-C8!UWSXI&O[M7I@0O$!]OY!>OYU*PX^>LY&Q.;97W)O4@+RF1?\FJH)C)>;OAC DE>\R64O+ M+ZN:IN; TL?
I!]I.1<7U==LMK8^V;SU[#==:[]HCR_=]VXO]*(E^UM8T#98! M-M=Q8\ ;EH+C.CZ^>H&/.AY.4&U.%?AR](+.&$326--3:CH:)3(&K"L6$P,-]U6*^87/8H&J;L\L, P
K<$&73#SQZ+K%4W M]7UJI,V6%.][='2Z#Q%?&@.%+HUY+FBZT'X#D3*CA*,7/=]D 1D0GZ+H'A?X MII'WHV>VDT#)RP%QW*-SYJPU-8.--<@WD_=/"^NMU@"@.O. A-
3>\]:@< MKT'F\B\(Z0]/K8GTP*F: MQP['M=$^D=KD-]:P NT#W?>R12W*B&AJ4PXK2RA/AM/QQS0T[%<]6J%D"K",!E;,QU=,;Y"Q%/-W8+:LXF(-3 KTZ"
(W@6+9W#YZ8]IVF8"U1PJW*A M\VAT"LC^ S(27GJZ7Z=/;'$CG?&G]JZ>N*O-[%?!:HNOFML3@7VZ.*-J+<
M;;F0AC/_O!,4@/&+O7O&Q"TS':^UI[R31VJWYDR]684CA,WG#@SO&WO ML5UR2.:1Z/69&+2="*9/K6R[*4XM9.]ORKL CCE@/H;0A"DS LVW*J. Z0,2 MFC<3#G\0;5$H4)! 5>
($XVZAD)0U!NF*PMVU2/#81[H;9R:49SXV9&_(KZ_< M.VPR]A=CD*)IYPP/5)$ME8Z.'TA!O (C0E(CW3T]6G5%3:2V87*\EAL8X>! M EMG;E&<\T2EF*$?F)X\'32V,!
(Y6"TF!HFKA7BC)QL/.K(^"6D ITVI<3)7 M3^)$Z#_3LUCJBF95IZ=.@K 3YD[WLO9$&(T-G(^ZWF5K P9MC#"?X "AJ4XL6L@EG>'T[%&5D"\?1TQ'?
NCW$UP^^#M[KF;R;:*^4";6V2O(%/"E2)6E(M"H@VP!_@"91I11,(!5;(R81KGI\VP =/Z':E1TG.TZ-?8TES/65^FT[:G!0'5"%LK !;T%**)D9ZV(H,%-0T]I$1U7^8M-2ZF'';$V
MNE7@Q?3D=J"JO%^(19G<1N]G.<:IQA) MP#+MIOGCZ..1R/[03A?A[L$7:FWUQ?M_O'EINRE@"FC4L$)@\;Q=M3B?/J=L M[Z:$ UL;U(>WG3,*%O[QN6,T(AYSL$%UJ>18>
[F$MU51 $Q?L7Z],+BZS,54 MA,BH9%#?MX.=:$'6F+^**P:0<_RST3P5:^TK()4,)4Z M38@C5$T<7DL\X]JIV%@6$&D[WUO*NDFAA\BS[[>S[#2+S8($ MX-
TKKBS540E"K::1<6)AZ(_E#),,?!(W>W/P1R?! [(Y[[[C(\JNUW5[_G2\ MM(ATJ'^@YQ$V;N$L$)#8TK]D^CQT907ZQJ1'FX2]\G6*NMAO0:COR@R_%51; MS! W)R>ZB3?
+A>*BGK-AW?XBI0*N!84$+!TOMT'.MP/(Z^H++WX1KTJ<(^/^\YD#L0O@(!F2GBT3_@Z^']6K*=57TE-/;GZGYY$5Q5:.#0VZ+H M* GBGZ34VW&!>Q1ZE_U\V6_^D1-?
^NQ+WQLD=__>__K+NML$GQ3L"2 'ZL\G M8/DVA:W;W^#_=A,AF!B%T"B>"[T"O]@!>?*? +^7F+LD^V"/LI!\;_+X"@5@ M75QS:SO6<8=;W:U[WN9F 1?PE__]0_3#GHV+=?
VB=4&EO*^0>=9582EN?@B@ M^1:ANS>C9E]OY*_$G*L!*"C1\0\"A+>$73,[FMG1#=B1-[.C#6Y& M-1(@CVVS,]5<1C7^3#6SO)[E]?V:#X>P\=OD*\\*=$>09U3ET$T:]3Y-:70)
MR/U387R8&/EOFM1KX7=\-H@"_I_1\8T9#1AU?OYM MW.90@C9WK=;L1.^[W#FY+]!?7T*VYVQ^%$>ZZ/:[M<+/J4^7U/&[5SGP=#+ M#03?^S$56D=OKT*HZP#C<8C
'8]LVD,^^WW[_/$VSO2@.,<-$1TTIFA>?!4LWM[>RQ\T=L N1Z\V$? M*!.;Z7:FVYEN9Q?.3='EM:KGFC6:6R"6JW,T'@0Y?2/F?U6&RLQ=KYNH\IA1
M9N8/,W]X3/S!38_BF3G,#J?;3"UYIH;5_CSMOL3ZTUE3NQW:\HX\)*ZB';!X M[AYY\?=WY%\'$ ^>+=]NT.Y2D-TG9YY#>S/7F+G&[2ESX9TIY1]\U*TH=%ZW3.LV
M6W]J8.R8$>V:HYB*Z\Z V#VUOC7F1HMI>-%1,NG)S> [\WU\-!%8GN.$UAX[M!(NN:]2"CM4U]97$SAK9Q=@25W<,EZU#MWH&;PVFQP4%XQ2)A5A,8O0#GRRF MP_D5JB\I-
M)K\\^VF&V*_5/AZTGK4GJ\,SYNH?;K&(,KS/W"X:]8-;[B 762 MN1],#;X!4?WK(JI_Y$T1M=D>1;;['+\3WCH3O/6/W)V+Z3AV,!1-&&F"#
<&4V>$(X"4.Z++WX!PCP[/;@[$'5IG>A3?EC 735'7X_11 M:E&+(GY[^&@.$E\H'6)H]\/B"]_8P6]OO[Y.MNH]%BH,35]L:^Q**_K4O0+^ MBR?V9/C"&S$PY+AI!@#+!
[YJNW$8G.O8_V>@0-#R@HGPF![M94!N,<^$Z*G=W\"2ID7\ G1@$]6 %KSOTE^LD[8ML&LQ7@ZJ('8_,+A9M4W M\]M&J> 4-7XNAY=-8%%P[*U-?;9E-V/Y!I
S>9*#6!B]%'6XU[?JWIU(#FQS7@,^N 6G^EF<5J MYNKKXX^_ZG&K9#=UV 6^74P@\F,:6SU?61]Y#B7$N2;IP8R MW [CHB7)!U>-G/0 ES;"&&PHK$^$OKO)^&K%Q:0$7O?
\G!KP4UOWJM?K^;OH M:X[#H8&"5VJ,B.QD?PG@5RN@;=WQ?8M!JO$=F^W:<>>BN?[X&NRW3V>XL+)A M31,$+OA:G\GH8B, LY-[8AUJ^0O?:_ FC8<%Y,7\(M7JC=C?WJ M-
[G4W#']?CNF>],0[=PQ_>EV3+]EJ?QQR>H:V+'@XLA^7HAY72A/0 5*E+Y MGV+ !U-COWL)ET[#1*,-6L@;'/TIY+68H@(#@\!4Y.&!^DY,LC4]VU"*;]J/(BZ?ON%
M!S4HV<#GK5ZGA ZI>7'R03O4UX7RFG-RA*4 M>S)-0'[3>#^0J(WUHQ>.[O@E9[B&0DF^&H>59$,/9P'7%TP/B^MQG$VAE) _M!]:M<6Q9*^9R,Z&^J%E!T_>YSD[W/UD!6J
C,&LNI.RHYRA+Y2[!$3NW!8Y[ML4? E/S?/P =+__E_^M??^(8]6I-$T+Q0ZW^ENAV&'SR#:S6\F\TQOG.1R)8 MEO5W YB$9G\7 #WH==-B7YI,+,.9L&\% 7VH^L]/3@KM%3^FW
$N\6&HN>ME MMJ=$PD3R*&L/-7TY$H7\)=*'*@R5!ECY4H3;]#5B;"T944BFASXFXM8TP.^S MN9']!0?"W.Z!/>QE!L!G@X/GLR_@0]?60HWZ';V:!7*NA\.G;OG47M%X1N59
M&7GYPP?4C1GZ$A1V4MJERC]JT31860-GI8&SV&UC(*_O+==GMAL^X*7YX:% M_*18]E0$+.1XU0YGP>*$("$ >$/OE]-/=P@ ,:10+E6(&J9%D+1WA&Q2,U1Q M]BH-
'>]P"/"R6O=[EH2J+*C0Z%(H%I:,".".?_;#$6-M_:.)\(1^//^"@4/E. M\IO*X46&LU)98*]>4!EB_ N\@J!%HR=A>_V1B91[X*X&P8HWH@I"#\M!Q$74L/,!1Y?)0 E%,EC#Q A6<[2G&*X-
GZL5S:,%6U;KD./W MHS>QQ8&2O.N%58OQ5KB*9D*V./RU/:>CPK@IG%%/,S [?L*Z0LSYEN 8:>$! MQ45NQA'>;QR!G(++Y?QW +/BHG@D+TXK7L(QJ^-X+\!N/=MU5O),!&
<0=XZ1 M@AUW;IWFSPN+"T;.A0VK@P"-&E4W=-;5#$P&%*:!+^M7RN^25BJ?"(QO?^SB M4C!=!@AX"5&["/PMY,-I>BRZSA?7712%",=H"7);"Q/16C$K=IP!7&.<\P'A M^6TG
!"GHM;B;]"3CC-SI79@X=!JXXBT,_+A .O&H_T B0B3FM;*1TA5"E*Y M":F1<+5]2/A+R(OQ;)0%^S2'J(["G*,PM%X;DD=%R!@/W,1@-JZ01#@M0$PAZP.+&3ESB&K M
PM9W7BZ CDN4$_Y5U4=AE#Y_8 \%\YD'8;LAJ[7X3@=)3-&;%O'-=K^)Z?2%N^'>DV600V_ MGPB+Q7A7SAKTKF1&/W',?!IP%G;.!G&FH/)2N1#-9.?K=OTK*W/D""M9J!L M4I--
$H?-^ 5F2LA< M5#0[CZPWR'[D0V3*N6 5H\7ZR_AT_I4YZ!>P>1)QM#&D/=@TJ>0&IBA(TSJ M,;<45T8)*,#^X$FLH7=9%^V "*LSPJ-=_+U@W$^]++XY'=8@?7&?B.(QC#Q
M3SDC=ZP,3)C8JB(0U;5K%"XO3@ 1B&[L8G1W&ME25/VAW TOVN6RZHE-JR0I MZ=:G!&9\-\^Z 86YYRG7XB<)1L6WC8, Z+7GPNU@7H#G"H"FR+IPMRPD DBE
M0R'70E3XK#??L,*: E!%T,6MW?GHVY)@OM4DZ9T ?/7B\3L3OXK+D)I0-8!7 M&%O J$Q55CG2"99>PW.!,>1NJ$:5>]"1U*[F=1/'7 MES6@%WR49R;P%[&FP6]!ESPE(?5#F.
<2^#BSAN0(]FN8Q*O04EV'[WX6_61];5^D'JV_%1 M@E^0UQ;>VW[+-LGB$-78)/Y@8=N7 O84 ^"G65,%HN44* JX#T9!,>2'P0>E M"U=KX"2 >37ZA+,>906*P6$%O P58I#
:PH=87E7M1;!E69*,\3MA"D%=L:J MQ4.MC-7 1045&8@TTA+>AE13\"5(HC6)>U;P/S&8I$V CK3X'&F/@B,]*SG8 M,D0>V,S@A%%; =U+@ *+9QB@ZG!O**@QI,F[7(C]LPH?
0S1,Q-^T:GDR*'G& M*?YKW"4*Q7"S\HZU=<(;4D*VJE*""6VKS:+-_6T/0H-4?(L-XA>/4+?H)[2 MC@QAR@2LXUW!K'/<2"&AI$.YZ,K/J_6N-A6N/W:*>#*,!3C#\7 R@"H$4/,(
M:B(V3F=(#WC9#2?6L2C@69O*Q+N7QUJ9T++TCZ./1R"96Q$U%_<6\/:*$-F\ M_;5Q>RDSB6O0H[;)8F&!WCA@KD+1-O!)B?LUF,^"V.$X&S2JD7+[B^4*($Q! MGQX0YC_
!#K>5$PH-_!:HF2@)Y%[#'@K4A^&7A<=74@;G@I[B,BD?E&+QA^B M"G)!A4B4ADP=/ "U$;'IJAJ,9HP1*XWPTVN]6>QX!)J/8,:>1^Q9ZRGB&,H6 M __BR9\N5MPZ!G;-
*7N1LH;@Z%+E/>$"HS;@^,MJVXI(_P:E@="E"A5DD. M0B<&W$K):P0_G*C8G@'N(^M]8[T%\M0*%#+X1M15Z5)/\6*A5^U[$J[Z>-4! M<_-
B\2QQ(BJO0<,.'R<>@%"03\1,!XJ6H=V!9D*-VN)J6)/] :_1_B0J9*N5 M)\0$-<)"[RHJ[DUO=.?63AFZ3WB#06J1P*P3(S* M""6VB!@:R82U[KPR 1\^Q+C_]\ZHLB-
*^J/'X"X722H*M7Y_^2IMU-#:@:&.F4.(;OI$ M!14H^5Z-:0)8&CR:5A(&A.DO-*97>$Y8VDQ4\E0X\OMF^]A&TI;5JXQJB[!B M NRA?
M6BJ^XWR7'P4HD:+S[\IA'C$A*_&4.%EXRM)#;PN3 J.S#?2B*4)$U< MBU ?MJO'J[5T3:JA M7:(VP!NL.G]N/:M^!NU3NJP1+/UZ*"ZL9V_?O+-=QWWA^#^;.EE!=: @U^A1
MH[Z77"#'A1_R"[1)5VU%Z6*D=U9-/Y1B"631XJ;:EJ\ 1#)]7AR M/V 3!G,U_%\C GD6!M3P1V@M< ,H+R"?7DST+@#I:='1UHM@(J[], M?!M1E,J)"^VD6J(V)O8R/I76()UF:#FT?
84076C#0&G2=6U+1UM-&(H8C/5K MPXK<)J*_T&'^E=L9J5] UL017:X:#+=5$6$L5K"E0V#9GLA@D0VUY"WML), MWBES=8JY2XP6B6KKQ72O +X6-+WN3%?A(PULH^-
EV)>W74U&18GM M4JAO;Q6K^VS*)Y*;EBQP@E"B-0!!1F306.MJC<F8#/9"^V[QF@]C0.Z]+E>7LT=>* XI+M16Y!\K5"WT57MD MD')Y(OXLVVY2&0/8@M
M"4KN>)FG"]*]H>I(T"#96=N)FE X^U[D;2&AU&2U,NDZE][K'=:Z:O.RZX5D M;C4DW[#"6)0V2E>&]G^#=5$: =#-C6R2VZ['TJHK@:_Z1DJ+J]D%)J-5DWRU
M&U7(W4QWLN;,M#]!<5[-(M"AO=<'N(M/CR#?(*(=>J$F;%5C$B:F/3&&:.M8DG9)!T8?=N\>#*6\17AI1U1*AT7;-%2 MY(0-(F:M'<_JB:2?
R]O$(T4+7(9E">/;A"=J3W>VMJ3'_@4+C#C_O$N@TYH6 M&[:%SI6Y)#30DR!'K[H,AVY?(0('.+5':6]K1!2S29&D@QT+4T+^TC=0YI.* M!BQTH$*YY66?!AF5 UDL<>U;
[CT92Q">?0Q!&'2\"Z'OU)2U$FJ=XCD,=VQ M P3Q5L"07!C:^:O*WXZLU[3*C=KU8)$W=S2?$(MWC.R!9DJ8;2H (M?&.<]
MT";7=3Z3MA2*R@U.0IJICB6)W=N<\IH/U%_OO_H!$"9"J*Z2GG;2=>>@PHOGZ7VL@M4FS@$2WDO"NY:'6$F@U*E MT\DWR)](0Q5Q(=FTQ60DF]EQTWP[(X-Q/!4S-
T98Y=*\.F^[S^1L$J?Z@+CT M]T@P(-#+XD735:!H@$(!#5-)!B:\Q]P21?%FHYZAQ^,R J/;AI=![)(?4GY1 MPU&:4VJK7,3Y*6^4CPO?!\0&ZQE$]!():2'*6O'APGM)6&VP3E,Z
#)1,6JK M5(#]3>(.&#EN7K*YH?!0^E0%K!%8I_D;4)G,2L"K="*![^%% ,]"%)B)G0!MM#WC1[ZVVT+ M!1.K1!OTKWFT:B-
EN(6QH(MS\4RZ!H5)M1;M!R>>1YU3HUV0%IE38[ZT7ASY M6*JET>IP=TM(W2]3,'SEC< $88Q'35K3"B<*9@BC_UT=+2C6JD^3S$D6)[2A
MHN";#)\%O@Q],M!X]!$#JFD#CJ:,V0/0J;AKFA99F:EE*)&.?C8I))8!?FYA/DAJMT7 M)H2*H=.%O%)N;0!JH;R&)YU11[Q7(Z4+V5+>5C5E!XC2 6>2_$^Y2IF9UD$.

M@Q4F_2]D/\Q>)$R8%RD.5S,XMM/QO*DTE]9O%!;JK'#%J9\,P[N>J-,Z"'6, MRY5OTSC)Q:7>0:JCUK:#:8IJ=/H&BV.,2+ +M9:I[GUD_2K3I,31-R="B2-K MFD+Q8S-
Y(.0/C1+^BA-LU(T(SZ6@<)RS MTFN_KCH6Y*/F*L0HF8LQ\TGH]XI.MR$*7O9/N.=V@K9(IK/:_'56=3F0I>] M2P4&+2]28!;[+8@=V"79WJ8O0S3,.*G;# D>*]=@OC5[@:3@TG?
-'7X+:J^ M&R1/IK*9PCIK,6/.M,MR+-\1,!R9@ !@KQW,F"8DU>2Z.,> D5"O\84Z[^+% M^W^\>6F[*=@.(*=@A0O0_UOL$ZXR_YH2%$U*/<>";=D^\9Q1MA$A
M9N!AN,B*ZR6\I9FTUBO@B(L=]2ID5D@FC$AC=-M8"@$.G ;0^)3X)]RN0SP+ MT_3!PUPB*FV+AN?[O=58LV+7H$#87%3>$$,"^OU!3]03W XYV_/@*/22GZ;> M:H-S1L"
[=K]E0=)WZU^(1=KXQOXY"E40.'R+F8[\#5[FQS_=%W<-CN+0<^,D M"E+/CX/8"\=]5PTNW:;M7[)?]* FGA=I%ZKA7Q8O<1UG\ZGW(SV$T :LE1E#
M2NXKI6$A"K*4*JFL4UR"UALP!*Q* S:U+I5VMXOC-MITWO'K5"B,SNBIAW]& MZ!FAMQ%:ER8:BJ]2,=%MJLV%3)65[/:C*B'Q:NC ;(2=C/4N"PP7+Y2H7C$1 M@D5?
&1SOY"#&OAW)5QE4XDW:D;4H)?$RWBUF-(AE >E)@$V8YA;A+P5V5&7 M69'OIJZCJ@I*/15.JIE\9O*Y/OD0J9@95PM='+- A!*J:R$J>(5-UN= (,I6 M1-._KKG0AC']A&,--
%J!)>A5[2892(M8QLBH]"34.:9@1W]BUV;Q%5!0/@@Q:!8G\X:\ M>G#:S@1"=,R6"0 M85#.:#:CV;53'3:"J(JM:5_$MCX^8]>,75^G08CACE2F2?)52U_1J42--<*T:
MTZ>DHK^H+*OBP,4^XW%DBW+HW(RC,XY^G9:+10Y*RT5LI-+1Q88OML":A2H; M9(N;E7"*JC&"^S)EX"<=3C(TTYU>=EVGA6FTJDQ%N.W-G"_JAT2]-D2S'P!6
MS;)61G1(QZ75P&DTW&R(,Z6'1QL*>5-N.^SWNJTO\XV30WP2XI=ME\114G3P MT@C]1FS%FE0U&S$3F;Q']OS^K*L=\7S3B-)^!-G>8CNQ!XN.VA..SY@T1UF(M!(1S3CD(%*
[#3A\3>.FYO+^G",^YXC? B*9J,+' MC:JPPBR^,W('B0QJ(TM89E!?H]65[%-.M?+]&'^E?,[3M@8$4H_YD48I$6I M@))>KJ)22K5]32*S0JD]R\/A?
@>F8&R#>2)&)EP871]UQU4]LMB&=3?K\MM MUVF-F8&Z3-W,!3?O_IBA*UJI>)NVK8Q5I-&3']PEN5 M=)>$<:QG8\TV18Y652-5,\H.H$2X-2?E["T6@5:-Z/DJVM:@DO_?
VP)^R;H MJ5[J-?(&V/KQ"6_RBW&0Y%O=3>%G"B2-&IX13-H=1"+2IDO_/715CUU,5:X$ M:$RU<$]+M*WZ,9=%9ZC1W$CJA?5D\.J?IZ3Z[L0ME0]Y AR >@@@S&1[6#$3
M@B(=F&@ADP2; 6@3^]INYUNH(G&=,8KJ>,?7!DKM/M4CZRWP .Q;ME!M8'0@ M1(VV%@U#VIW;,-< =[S#V"1<^6LEO,:]]1MY7_C.+CN__G9LM-R2H_SP2<=B
M@=)XKPJ+CPV2.J=Z)I&6L7941()$::%;?#-BFI 2Z MI!,96P>(5$L*>INOV=FO:B^SEU$G689J%8,>+HXM"O;E(.+0/KB1K"6UT"=# M:VJ*L[?0>#)B0H2)RB@$=?,CV?
I+TPX)5]')HS/J@0C!WA[O9YJ71^"E(V8: M5%>5 MR+"L7J2>X>0.6#&P+IR?96H)2@=1740W($O]AU13(NR7IQMOZ29$NIL4&N+4 M$6FC@&K:FXJV M-NWP-':YN*(WU(B5-
VGVM DWT7_H1BV?]JY8=T*Z=LLGL6"+&C9=OU$3-M5X M<-V:'E@G"[F7MV(OE_>ON&Z#I@^_7=Y6[6%!Z-MZ?> >"8'7TZ:_.)<8O;1B MRW?
O#+R^!2K!_X!ZX*H3N#^7JM?)1-MFU):%3[S?Y,4VI*E,D9LDS)O9JM0V M2,Y26&*7'%V571AYK[*B54]\W&N@FCYLI6H(6CY1YR/0UU 4,7-/51N-E2M3 M#_UMJ#RH9XT]Q]'E,
<)C-)VE;B,:>4U[I6\F()>).=2M]-R,E+^=?9N7A4B M2[&J6K+D(5:S!"N&)$Y<$ MX#&Y(("N^HJ":(A$#86\5/6;+&#<'?,R"&7Y(FC+DQ\[++. WPL^)>D:%KI
MNIAH)$V5)BQ"7O(Y3P9!W^\VAX4#6O5DN,P)2K):-&C&*J,M'XG6Q><*E3E7 MXVJG\+;\NT38P:+92/KJQ'75IMU"Q]8*@LDX]!SMK940#>SJKTC,PW0&9"+TQJEWWU M$-
&V.DU>&JR7'5"FS:UT"R)*C!B)P8AEHL.MO<2#M+L9-MS%ZYZ?8XOO&=-G M3+\^IC=,91I0D2>Y4PU^#$C^Z@_KK9B^I%JD7Y>1ZYZIQDB3,2U!NEMS+J)$ MU(U&E;.
(8===88NIU48N0R?[Y.N*%IH @1V+2Y/I3Q/RB?!JC+]<31MS8OQ] M),8"BPN'V=LOGK[<9QNOC,+8[QK(3)JQD/>Y9P7PZ8$V,1!%"T7B;$2Q,)Q M*L&*XJ-
:FM4CE$;:5WH1,@5==[[<679]HIM9RD2[.&GI113KW1@%(5,&S!:M MHF+IDDKH!Q0TO_/BH_>;G?K'!'.3D2_5,3BV4 M,\;&X2&"#N5X@,VA
%BF#&105'(>K^WI2/\T'='XW3WJ8'$[5 M&XW4Y '!C_N/9T 1*@CP8@E8I#(MW[WZ\ ^=1(>WUS+O127SDHS?_UR=:B4< MSK*JCWI^;)!1&7
M(F*24&.1S/SZ.>M=0)"2O&DA\A(W10(7%^>>)3O?B7,$$#> TTAUTW@2V2 ^ M, 7W2&++NM1Y"%N=QZ3>9=JE^2S>#IE51\SOBE+UER'SAQ=V8$),; *TIAWW
MAQ@[PJT/J%&K96%MPX!;J1[UW00#REH9CHH46L.P(4G7D\W62K<@,N)1HS10_H?80]Q-*"%]@2E1#Z5;XA M!XA:R^R\)']=
[>EI3\]M3X_5TA:-3=UZ!0;/V%Z!PWEYOEG+1M9*UMWTLG:= M>"$9]7D%W2S.TDM\B2*S2Z](L) MO+'IBDW+=(B=DQ @G,^T_H44 0.0U&QBI/G*3"['V5O$ZF
M<\D$AX&]JL283XE!.]LS(!FC,G M5#&#(N0Q?Y63\@YW=KZ^MK7./6B#098GE("U4'H]6>2RX?7Y.ATW M-(M[@2EAD6AZ\R+'D)EG8>*/^L]][T0"GE(&S)EN6X:#($EZ7-
JX_LWVO>#JI MEXDG3>*':C/'Y_Y.-Q8MZ-^\$PQDA9;!.3="#SDO- MFR,C AU@JLS@_-(2J8,9=42!KH9 T:5@*YS?ZWBFJA(3#'(TW,N M4>+J#J=3G,[PCCP$=]>82=SO[?QVHV;
(^/L!">1"_!42"9V.XSI5P8?SYO'/K[#B'K_'1>*?'Z2=CLYB-R5": ,_0B,695E=- M/%;1.1R4=3748BCO&4.YVV(H6W+A'P,?^=W4XT]70Z&T$GAL5ZA6[.Q3126-
MX^N08X3I+KCNHEAN](ZR\['@GPJ?G01L!QSZW(,#^ --O1\Q2H")6 D["%K] M*AXPYD3"OQE//M4[YAA]25;&J_[5IH-JG<7<421:XYC*P78R6 1_5Y&M\%_ M'D1C!^U:
<\X]Z4Z!5:V+*<%YQ_EY6LI@A<3 :TK@"D,B/'(6POAF3:TV* MH4V'_$1!1"%Q#?VXI*OR>(1.X#+1%>:K(/P6?;FZRCIA66+]-YQ M@9D)RB0RC:0WW"'/X B9DDAVIHG-
,%/:V4L[XJ_8&RRPF,!(QX:A=,+OY+8* MB=*JD@&4$D&G\'9YD')]A-X<$:9;N-\YPLOQ,]WT$9][40NT(UX5UR*51;LQ M<98EVUVH3$*5I4.:%4LTI_A
,"5Q"1*LU;#+%$^E5X6RKQ/:?<:;NS4HZ]! MPS!BB9*4'--B+;EB1SOHK>M$0Y,@95V'N (D!S'.4/8N,"Z;=#O1F7RV MJ^"*WZJZ#T=58^(%S[]2ZF)$ "8V2I$2)H^?
XO$,C"^3N9:I[Q-,N5GX\Y M&@<4I.I'ASQ#L+^_OV>CUE].3@]]IF)+C$C>[8]\:[+9JVT"0N MHM6OTJ2BL$\)2RF"&_&* J9($;-++-\,02B)"[CA(:<)A(V9:1T8G*$X,HL
MGZ:@UGY+\0SAOX[P>,1)AO]B/3FHQ Q*..17"404?1J:AV>C&R%%HTVFB"*6G_I9>4Z3PL<.=8SZ,_)OA*: MG4A]>[!740,,BP3;*#5PI*K?'&Q67%6 :SHA2$(!_I49:K#8#,=
DL;4H%N M)!]6:6LWP"$@\F',;IG/"'ZW=/^%"9Z2D=B!$TC7=.D'+3)Y:/E"=%1^A6^E M&QW)([$PMH!6RF(<([,;(Z[@PXJ\= MMM7K/V]07MXO]0?
O^,78WVWUK'XZ.GWGF.MKWH^Y>C4?27F3E9Z@8%-X*(_M+10$S;[TG-);3#1V98K0&8(#-LHHE/,6;4^?QX#OSKDO.7N1R+MW>(B*P9;H)[CS5H/A>X7;I$?M?
\UN&6U27>X+^>=79[M/=P^\JNF2HV>9F./NQJEI^!]HT11S(8KY%P>O^[@R+/Q-E(R) T9@+.=%";Q M)+X@-EBP#5EUP0EM6K?GB3M)AAV97,(%LHD)M(OK>B(?
YG/9P'W4$=W@3^B- MAIQ%E$+> &_DU?1T@AH[G@P(@A#W GU*K"OIK'GY.O/3XCY7A1N&@DXX>_'& MMFQG$RI(9OFG57(I'8/N[H 1%I4.'<29(F3@3?H/.K=XV
M7]2!$@092WJ?YD@4R (-SQ[GO-H%T*XG_C[?5F61BO=0BQ.HTD&G!>V5*^0V M1'Y\LNHQ'P,%EH9B=>"7;<7]@-." +-_3SY1:&$?K.V1!W^MME\^5^QA/N^$['4A:@Y=
[^1DL[R MPGD])(USK3 V,5:S[:Z8@>OJ2 ^3HZS 4AAH6W"GM:<1K >[*.(^TE0HS?;5C ^8?D5!X-QGJ,)*\D>CF-F\Q"&)DFA,"%30X2:Y6!3H1VTT)[D?[/>@]?*
MEE3\%W'V%8.X.@E']&G.KB'8M#$[^9'3^NFV;-VO#E^>=F28AO,6V4W@\^GF M_"UZJ[ZBX1AV0\4A\-3QI=L3A"9)!F[@LM_@]#";3HZ)%B_PPR!("//M#4'$J@CD+3/@-.--
DMHUE4'X5K9=GO:1.D>Z!>U"Q7VVL?88YS8?Q?WTU-?178*1MTNH0 MY"]:.SX^7&1OH[4/K]=YZ2%A!JH^"KR3F]U!) *7*7C7$6 M!^-
,X34GL&=PB6[TMF&+>51RAB$*>XCCF5<0#-G[U"GDG^7?7>!UP",8K'! MY61Y%'U(7%P8-.5(B,B0:DW<8:(M >=QTK"<_QA@Y*&8A'X5;
[*XXG!8,O)V&L/>TJ[!P^WQAZ9Q+N$JI&;2B0+ M(08Z5'B#C?.8E:MOMC&%4)CQ< ,5/'9^UU6FEG)*"Q"R2UO7\-1[7[7*,@>> M\%RWPI06^?!N\J:]66#.F' J&<).L7XD\(-
&@@B%<"QJ)G-3I\SG2TKHUF M$M8&Z$@. M<36K\:JJ*D\98Z-!409AAK,N^5QT3Y7 :YH=7-0@)P'2)/2QU-4,V+$QOY"7 MMU#F8:8L]+7P>>;);1;@:OQ=/)\Y#
[*&^=09GV&6UH<>I%/?H[6TK@=++CD> MQZ"%+(N39EUMIX"/TT('98F+A5)V\:?G8;9)15'$>KBG+%^ZG.S#%(*_@]$ O27_A7#O9&!$UTC'@
M8%V8!)UHKH1(_*/Y.V:27^*=HWSR85BE4%C3^TOSMI($OI9PQ04#XUG0Q7<[M;)&OK^>3R!B(<7G*_I7%RPY*(]1W(,93>-);W;R6]@]SJ_6"G1=MLYYPS<>E
M*R1K$3'$+G&8JW@##ABE,*W%O;R@&91$XU2,[%T=&LK1\RDJWP^!J;@AZ"A7 M< Z#.GO2*+2Q [RQIHP1CV<8X>Y3"'+&,D(OSI.YJG6(/#W1_+6_7EUEYB^/ M9&:
(F6#)56C#<-FA\=_::(\'$308-A)C?P#-Z;RBE/ CMJ_#5:3\G(Q@QC#]SU4%D7.4R]#*LHCZ"F!> M-K"AQE;@RGW%K?H:7Z6/5HK0
MU%FKR>#:6BU^@7V6Q%QE9>@0VT&+"B"I/RH37*94C.?FET)G'0=S216>QC"? M68"\)ATWV]6O:.E14PP1XQBH9C.K%#3<3GIM1/!YV[Z_-,5J5 MLRQ3>-
#7I%]08^(:3Y1UC0/P/LE7P[^:9%U[/A534>LGR!P,>;G=[49N5FMB MBLNT-/YU.YX;/C5CK@0M16 $#/W+6APZ-Y!]+HB'ZB@1Y,&=]QA0XK75 NQ'
M'("W1>ZY$W!!KR1E7>LC:Q?TD=B&1UL+$M/P^CJ,:!,0FUVFL<6Y&-"B]5IF]\-YVH\\CZ.JPV:>C"1%;+ 1!AUNPA!%/L8.!2,5D?6E; MT(,;+Q==U! 6XIYD#H5
_Y^$R46Q1^SF@<6V[(>7' P:>847 D,LJLXW95 MA:E_ETS_!-X1?*C\+T(6"_]$YQ5',M5K99=C=$' F;!0* I3 A>&8#GQ0"C MT3GZ WQ>21YLD5KHJ?
7HVDC9?]]^Q]72+96XW").]"<68,HY.X+\S72J8 #U MX[9Q1!PZE.$Y/!,+ 36-7Z6,5Q[$>3ZKL3K1%.,, >*D=>8NCS8!@W]I^\8? M7V%QP5@DAI: '"S)+J3PB;=1&UZ1C/#AX8GP-
C*IJ4QU0EQ+6<>K 3/R$IG MF%==87#+3YQEL-)8\8"]2-?,1GW:EY>TKV)>FPR0.T246-1"5J>.D%S'&X2X MZ"9WB_O1Z?+&AS,$7NJ!X^9S%Q3HI:@T2X(>
(J\/9!YX2GDQ?!GSL\#I6D-, M\N!!(BED; 4>,>3ZDY?#Q,9P=\G<7:4Z6XKBZDK'[TCLY_;L$1FO[][C*FP' MC4[^S'GX=/HS1>$OM8+T9>OQH25$3@3B[\%F# C8"I-XA@L%
(D^)PZTIB/;8 M22GER*E=>Z7EY^S.K:KWW72ZDNF#Q4@;?Z,M3?AM/#&KW5P[9R?HY12W9'$? M:* 6US1S5@.)6:-#__!2'W7EN[[5/JL7!]I'5[:V#NRWD;"W_]!CV;G>+++
M>/")LI9H;!!TPUVJIA28B+(B(P4B45S1J1X.F>XJ!Y?8;TM5<+E7"BM'!%"U M+0Y61@4)79H+UY-7IRQGOKP&$=$ZU%*USL?)ZO6;&QJB,SP(O&+.V"(9)%(+ MEIV
[RLGW)2#L M$;PK; Q23A=>:$0,847'_Q97I-PW!>R#/G6>(F7WN/YCEW98<_BG7"%:PU(2 MSQ GP&DOLLL1#]RF1EF=<*,0>OUH@S[:D(F9+$Q9KIXX_P>8M&N(RB[$60)
MR+5[052-V_6'HQ1.M-]HX6>M6BA%BWT#01)%]&@F@.-ZP]= H9K036V5UE M/-!NJL8PNK\P&=8!2W*-A/I1#!7J,075L.&9H)%C?Y +)OQ5B@T+XUG0;O22
M(SW.6(/9N(YSS^9.XG]Y99>[.9+*S5B-L==(<#=QQ()OD&Z2F@5M6J%A?[N M-$XY"*EMHHR"JXW^DFB#;3N;:GX:#X9#7-=4"TNGG8:>9V2[0^=QS,P:<$GP M1"% XG#\
(LN2>A?T[W?>%*\X%AAMRXLD?L(-,5J18:8 5#5(OY$*&V^0GR%4 M6YL8=/02H^\.Z[[CMX C)8S]E=ICGAF M;B $KTJ^>TW\,][TO8*8$RGYCL6NY H+ PFY#U(#%,
<"/#NX(M4W,;,UQ4W(MAAM:_K=" H^E!#!%B8,AJ8G>>B/@8Z]4E@DSR:T-GL=%ID-$AGO MTVQ8T?Q?.JPLBF,FOZ,B,AXIP\[X#"X"H-J%_2T$#_JPAKF:0^-0M\#VQ=8J
M0705.)FC G0236U)55W90,B./JCXK+0=T(LBSEWM;1S0:L[F"F6"+[\?<__<)>!!H!J.]F5]A7[[?Q9SO"Y-M4K;?Q@ZBC*^IVP(@]DD9
MQ_RZ1I@FEEC/9'86C"E#OA)C%FD MF.P=$XH .F1F7>$Q*"'.3;J%+1FEYPRW#*Z&#)R'_E@^4DG1'4F;PO9(9@-09^% M)HH4VJZ1$XF#()P2=ECPI26PP
LC8U=Y0YHBTNEV_95T_WFBTD\Y1*!$PO_ MS7Y_*+S?TW$^PHX2TMU4[GJP"V4 M!KFX_U:EJ QX1:GFC!9-)_/\3*$#\>U7IR$:Z=3A%K)*8A')JD3R>"%F&\%_
M@WQVZ9A2*CCQTU+YRIP,=QSIGID0 $#VC,B+J5:*61JM\_D>B76QV/O&5F;F M,R0]3>B!!5O!L)IL$)9+WAV &N17 M2/><,&P)VB)S.MQF^GV
C?!58W4ROL:V1QN!>'/;*3.'YH!+85+ SIH;.2R1 M#JE_O"9/A+&<*DV^.^^UT[?899!S\6CFG"F,:>:&07Q"%U6,T\"-=!(N$HE: M!P/97B_JY+V.RUNFCGFU>'OB?
O%J@:NC057*^<6ABX8VUR0-9P.'C%],+2U% M2>^/+Z]CY*HR('4T!W%S5)X*3*._:W$7 M1T -7$4%)6JKU]_7()XC9I;BV*NW,BM/24<*3DE>I33P0@7R=(1]'J'OU1B.L
MMV;C"N^=9%-#ZK4DG[DTE^'F:A%")M%+7@ A1 GY[G4W4FX<-@8Q8=8-QB_8 M.%E02!I#A]PV>GR6[OYZ$!?P$;*#;GC]M47CM!!:S/SJ]=X$U<&$&9QGPNAX
MK/MR)Z\R#Z8LGM'#"\Q@&6$2@[:/TUQT][&386Z++HDMS-]R!;\IA:29<_;[MT6^UA5MO'Q8USAA[,@U0CO/'8F44BP,V^;/9O.W-YK(?LJ$#[-%OVCL_C^/B M;3]AZ;8>
[)CEM,$^#&XI92#D@"]'S7\V1H33EB6VT:3#4+M*Z%TP(D=>EU(B M>M\3ZW@ MU C2MWIFITDS^)^GM228! T9,UTMVDMD4B?3HO[-=6X1GMW./#F*S=MU7S&7
M#3=45=I%-38V0+4CNFQ7U9P!=6S3&Y:=@KQJK#F0[IRWN=ZSW#)D;92VU5$[M=T0K-[Q7'OOHZ#<*M-*C;)R8/$A+VL2.ZS+UIWQV(K\3E2-UGL:#IWK8Z#$Q MU-
$)%A_:D$Y<#;JC^L5D/$WUH:"*6&H)$N%S@]9Z ER_08A.SIE4:9I9DY[Q47G-2JX9XQXZ?',_;/(MFM?* M?4H!$M#C-;X9LA[D06^/7&?9L>CU]2_#F=<;.SV\>;.!6EN
/%L.F%>D/(9K MB9E,'9VZ=^H.7.K90\PV(!5!IGGNP;#R$]T$?_22WJ 1();ES2Z%5[8.7I[+ MR@<5LAJ$29[3@:C1 _#!D>JZX#(1&S-WF#E!@XM)ZIT/TMW6U,[CY4@N\NS: M*
[&:&L(S;S3<'N99:,4+++-5*)1BFBX7 QYY*)0R! M\-C\C^Z,*5/1RQX2&XQ0BA0&=!\R(QX1FXA7D@Q0HCLBC)T@X%:F%>J5&7]1 MQA<\JE)&L&8;RO7 .NJ#_@)QH4>20N/
MPQ:;+7,!8%&\$=&J=_M^E]0F;EWCSUU$ZQH2H#'@8[+ELK-9@A6KIJ#I[7LY,%&:_.TG.!>3CUL?JRF.V47J:Y/\V":QA7BAKW%?O_%: M8(^BK6X411^\;8K.0-G2.3R&*
P$ZRR<<_^!M>0I-[<7JZ(2WV"EXW[%>?MC M8H8Q6+_B@8@RRL\VRL]+61?#%\[,-4MX>1F=62D]$!A]RPM.Q_197L@DO+ ME-X."NT_T:,]BX>(=WGI$HRML-
Z#L.Y^I$BFE=8F:=U%:67.=&^:82NG,0KN M :3@]ML4W -+P7WE(SJEO->JXR9UO(?J^/@S8?M7QEO 4+##,F*,!=AY.FU M!3W++[-<^X)R,S0Y0^Z1O$[UN[T_Z_^+MOBS,
MBP)Y+>$-Z![0G$N^]D]X?UB 5<9(Y<,)MA?Z>_D2?"NQNT.W>]Y]_B?1T@U_ M[7?[2_[Z?+_;VUKZZYZ[^%\WR[R^4-'ZS^$]-+ZK:]@$MBHOV+;@!PUOO7Y[M&I<[B,?
R+9:7!0;D^3<2P*\STKX:6R1VHI("LU$F#_CA&Q_W#C9QQ1\.%OV8 MG^S^#[QU"M?;I_FXXS1Y]*K@#3!T?=EA6;@KT7\.Z7^]!<%@I]T_H29?X M'!3M?Y%=;1[F@U%Z98I-
DUS$^28B6#;AS?9W]Y_O[>S1/WL[SW;V M]OL[O=[NSN[^9KRUU=_??[;U;_-Y8_MCOSLJ)XME9#ALEA%:96(&&8..7Q J M#&D8%WZM^=J7:*[ND1;K4OT"%VBW3WPA'K]_=
[V_L[^WN;4Y%<;YO/VUL=^ M?^M>':)_S)@\[(M=GZTEKL\?59R#_!.DEZ;9JM/3/[VW\C^?SP 9M;_M]I\M M9%>&IG[LD->SWWH]K=?3>CU/WCMXJL_5>CUW]7JVOV>:]'&H^\?
I!_E. M4']_N[^UNP6^P=[N3F\SV>[O])[M)>_'_;"D4"W_0R[11+]BOBAAA##N_"J& M3:SRK!BD,I(/OM?M.$(MR=D\0^]E:^O+TTIX5S?(O,ISILX*?*OG&Z_OXEH%
M*_MBO^I)J>+6B6J=J*CU S!QS"#BCR3M]@8;O)H[31')HG+>#S_Q_7HLLJ+*F8_Z4P(#[9[6WC! MLS@_CZ>FV'C[>6QFT2'SWV_U>EO?UIEX#.+6>A.M-_&TK>Y3?:[6F[BS-['5
M>A,/Q)OX826D!=[$*TOOU^!-S/VQ]29:;Z+U)EJK^X2?J_4F[NA-;#FH[^)+ MXIHW=KI[S_?]_TNVD]/8KK/X$M*#?B"2-@@O%VXG+^TCLU#<&RV'EV:!$M'
MW\XEVN_MM2Y1ZQ*U+M$JN0Y/];E:E^AN+E&_U^^>O#EK3-'K MB/[W'^]^C4ZF.*QF8**7V: BS DA.?H'A,9(]:^)_C)78-%3IA\S,;%-XQ=/ M4,YB1I6\1/I@@GK@<-
:RX!N5\053XR!D-DD$\V%_[E:DM^H^CO?0NA"M"W"_MJJ9]K@=U58T)XG'K2M1<(2^X./8 MS6^L2N#_<=?HGT^6'_G/E 5*(AQTA>)RW]S&/^:I_Z*#9/WB':>^S@T210^K
M?)H6(]B8(AOC)#J!>>R$5WHNW'N;3P^\NLX!%&]E?/M<'>FV9T_'DPBJ=P*6@U]_?W@FNS&.R M%K*I5-\"@0N#F-Z.);Y+8/OX.#T'A$7YS@GL#ZB!.;2/!Y*#'VM:'4X,!U
M^&6<)V,:BSJD*_PNK&W""R<,2R[0I6%4[IQ#A__3UT\-ZR*^(>O]Y\N;XW6^'T9OC#^>GAV=')+\Y.C[K1"=O MCAICU!^1SUVP@5N/1$K:!WM$@#]9JP)7,J
UC]N)Q/&,KYBLOYC_FP1;/.GGL MA9G-8C-2E1MXNG3P*3H/*=#\F=!Q'] -EZPHQH*_=H7W$<*/]C4UW^8&,?_)']7S+&UL>[Q/]7:J:6%1DUS 8S , !$!N97)V+3(P,C0P-
C,P+GAS9.R]^W/C MN)4H_/O]*_#-WJKTU&=/OY)\F\EF;\FOCG?=EE=63W9VZJL4+4$V,Q"A 2F[ME;_^XN!!@B3XD$B"4'>G*M.R!)R#@^=YGW_[/Y_7!#UC%H7GY8;D*HYB2
M;<+1Q3\LZ/HU.CU5P,\9#N![=1$D&/WX[LV[WY^^^=?3-W^8OWWWWX^?3_/C[M=S__OT^?2E!KQ;?(^C%<4=<1)F2'KL(HB9!A0-"]
M1GJ"KJ/%#VA"")I!KQC-<(S9,U[^(&%^CI<_QI*&)&"/.+D-UCC>! O\E^\4 M)>LPXCV""&\9C1!5N2_.6[;?3; M-B#A*L1+/L\$PP3E&A@_\X6)XA^7"3M-=AL#MW[^&GQ^"
M&.OFV_CT,0@VY4&H'W(#@?789WG4Y.(P/T$Q7OSP2)]?\Q_R=/(?EXEM,M_\ MX;7\43==!&0A&\%:7__&G[;$C'7IV]->&M"#VMFAA^9A&_C=&8^EV92S?O;
M/_WI3Z_%K]_]^_]"2&SE<+VA+$%R1]_0A@PS_@$&KT[^O^+;2@0[[M#D6ELU SW-?=!JWQ'?3H8/0ZPK8_U"%U[H16F&;J[85=:<7;O?)WH]IZF%[CDL3ZF]HYL-
\%A\V!Y0H5?\>M-IOM CYP*O3E M*J>!_]5N"M([.4,;1!%-!"[X2G^YV831BLIO^'=P0GYDE. Y'SZ"#Y]FU^WO MT-=)\)E&=+U[#5U?S_A__J[??/WO)%I>1DF8[*XY8K86(_H.A?S-:-
]/ M>(DY"Q$*VMZ^@?]Q!L/@-=*0/1$$$AHRP/W;ZR*0 OAMC)?3Z-_%YPWCG$$D M)_*&?Z$ZJR8U'8VSL5>_;%B5W=27>MV&7,U[3KG@4,YIM.3L E[R#YQY"Y?\
M^^590."2OW_".(D_1<%V&2; MJ2K>U#WAM5^"ZN= D;_"G8R 2.%'0DP:-7 M*8+OOVV 03; 7\3NOCUB9(E9C$7A\-%F!0V M2$^P&C;)[P_:)";&WR&%\]M^&?
HR.0_BIRM"7SK>)18P#;OD#P?M$L"#!*)O M6^- "2/5.-X&"?^O^0YP\>$F_&T;\EG=F5)&VTX-2_Y'(6ED&L]3).$5W@B0 M.U*8WY;VD*6]#Q^CD-^@ 1<)%PNZY5)
<]'C'SQ0'%5M7MKY'P\+^?Z6%-<"A M#![2 +^MZB&KRB>2;?'R\O,&[DDX>E/.=K.;'@("1]OQ=*VZ-:POO]:6E\% M$VF@0M *L,B ^VV9#[J7<7)#X_@.L_NG &[;
<[I>TT@P2/9;N:Y#P]+^J7PG MXP0!.,3A(0%0/+P"I.32OBWK07=R0/C27&WAQ9O174 J#ZR]9?U"OGU3OH,Y M&%@Z"0BED+XM7ZOE,]:C+ S)=:MOTK!@;\L+9A.!OJW608<-
IG+R$K#E'0B0 M_N2)+\X"(<*LX]=; MR,'2J.K91U3LZ#Z;:W[EUAK%KFN M$!K6O:Q^VDM(^K89NEWFD_FGV>7T:GIW.9O, MKZ>W]Y/;BYOK__IT??$]_WFR7(HQ!\1P_[K
21"2BDO^<'#UV^1=6;DE<:'I M%'0&O:,1;^6H4(9+]21?=LP0\D+Y^>S3Y<7E_]]=WE[?PF7 MPG3^U\O9S?7D[/KF>@[KW"@4U&VA/N$W;*JR4D\A1QJ[N(0$?F0,8_QY-M>
M.U!A5"=C-%]+/'MY1S=3._O$7_"T/U?)_)!.Y]^_#B]1??SZ?E_M?KN3AF)]+NFCNCEA?J M$7[#OBHK-EOM*V,4(&>)<8@[28VD*%M_VW"#;,A[O-@RIFU$U,.ZR=K?
5YL[&CO3@T8J/'AG#AUVO"4"* KG78V30@((8)4 % MDF2@,$8F(=\.QN$F'IO":)^G>G\ #=NMK%6NU$-]>YG=[(?[[(7H=L-UT)2+F MPX1_XI>*_'DW?
2#AX]X[9$^0#7O&XOU8O6<4:OA5(X?/_()1S78H&\"WK=2G MS\X="Y^#!-^18"$LZ_5Z-!Z7!*-A)@^?28OEUJ;G;BEA_QQ92S$XPS& <+JCU";MAO M%C5]U7X3
T!Z!&6+G'U_??]M@_6YP29) O'R[%><7/ZV%0^<7(\[1A]9L.ZX MRSJ'K]]J[RU^K!5,;9*<\F&#FY#@B68_&TRN[B[F=Q.;B_$%V>3^\L++LF#)EV8 MJ/:W)O4 MV$_6?QZA=)!8$6
5I@ Q)>G C,R47_;4N-N*7';3#)/?/37T1D7XWZ]7_#7$L]_];2A:LF$C&#<*(R1&CM30D1@[2BC2HT'

L(?@RBW7USOI,^SL3P MHVLX(A:_]WV/B*(AW>$V#SM%"-*4P.$!;:6BYW=QV\POWP[-@>)638S2/F+6 MH6 :MF'98@*FN.OYQ\O;N72&.9*/ZO+VV].5OQ;^ ^DU12K0Z)R@';
%M!S MAE=(?32W49HV,8R2U\MP_5JU>1T0\AT2F4M_?&)XU3XKY[\8/2$/XU^^BT/. M[ZF\GSV,C'^&5+F

3$XY_:P>1 R,,MQG MIR%_N8J$$QNYS!5AF:VTS('H"\.3&M4M,V>Z'68W$S M,WTEX:R?F7ZQC'*K-.44W.NB: =L%#H;$NSM168K6..\$2T2SNUW],<&.,[N
MK;0%JG)UK3T.VWXZM@^&&JH;L7/7DM.H\SNJTS5NUWWKM!W44RFLS M-^U%;0M(SO=H*9=1ZPU:T=._5V^(U^](7D&=+:'GMS /UKL7\2"JVP/TYW4\ MB-
6D'Q^80ZC^1#8X^SK#IDO]MOOG1&-LTL.S_&PWX[IBL?U2WYXD'G;%[\K MAG'.4Y_AU/L=L/XQ>S>#CN*#>YMWI^-USLOO'[3:FMD_%+07<[!OH&:G63D,
MF0>ZB7ZB$#OH-_H<@_S>6@L79KZ0.S!_.T7[]1AO@Y! M-([T=$SWZR0W\8?9ZQ P-6AIC*3D/Q>HZ'"+@89 6&&ZC7Z^,@%F"0Y7(V M;M=OXL%.Z6W?
PHX(#IN/HJOIGR39$7Z$A;@)'G +)VOP\#2[@9_JGT[?OCM] M^T=!HPU:_7)-+WAGU1K@%XYVO<2.31,H8<)=$C!Y+'BSPF.EKF*G2EBNL@U MY7\"65-JPC?
_/UC\#E<;]=WF"W 0?^QH,E:K4(2\GF(SRDA&%X33'9_Y,R/ M!BY&*Z$?#NOU@33E7&970?P@9G<;GSX&P49ZP&*2Q/H;(/^](%U]\?<)L&N/ M6.]?
_BX&V3=S_BD.%N(4?,@+Y'ZGK MFAB!.(HSO*$L*5!1VW2TE1&JIM)-;,STV2YKV#329]1X>^$"7_## M_!,%Q1,A#-&,[\.*U72!>=QI?6@F[J%(G.)&#-U?03/OL=@,,QPG+%P(9H!?
>)^P,+%?'/OV[GG< MMUN .EW!:>>L3VP;7:E-SV.XP9QF>!V FQ$.MN436=-PM .D=J+V[KSF1QU6 M\)S&27$>6W7I>5H-/XU9&/*$]$GCHMQKBM*M*O&;LZ9B3-
B^+B9$[XOB-&6 M0BM;;FERCQ/..X'!FC/GX,&OK^*,4ZU8G#V!C,>I2#^4GX*%N"?/MPS\K:L8 M$GOCXWO,Q7]^XA3,"#RE'X,"9\Q&F']V%LYOJ8^XUW0J0:LN,Y7E)7O35/>
M)6)$PEO OIL$GW.V U\SX5)6Q7R,.Y:>M\="?L$\D=T,]"#$(FQ6-.IW \0L M,1:?_Y4M//_C[W/0-TU7UUR&>@Z77$CZ6Y@\S;#T_8B?PLV^"?
W;C'JQLWS=K<"C;,DWU"R$#E;1D7:S,1,\H/+BDI)I^=TZ"6#KK M-EXEY1ZCD2'&H$9T$T;X.L'K*M'1WK;G/3B)HBTHZ1/,^'L$]] TTG\ITX=M M7[7I-IZX%,RR, M8%-
VQ^AS&"V*VZ:Q^7A7BU;,X.7%EJ62H)#^;_&+^*7JC+;K.RYIN9W!67?I MPW*_X?OG')A]!LE89O P5,K7^X(Y/F5#6;$LE:!]:QPJ\1SME'T0*C3-(134 M\>+'"]/!8:
)W7<4CB[(.0M@C>]WZP=*+#=B_O?QV)+,4BO=O.655L685+3N MFS61BLP9CG' %D\0%X"?,:$;F7\A3M*./!V@5Z,@.!Q8W_87FH0+++?IG)X_ MP?X^PY%P)0S(](4W
N'I)ER'22[D-V>@V1O(>%LKB)_@__!N/ <$!*I,+0@_ M\'G/?V&TE%XW_(!L*M51QW*>*PEV,Z$ M_":=;_CU5_6^6YNZ%G;C_431PA5_^1FS11CC.[YX5HG%*7X?+O+S8,,//Y$W M--
Q[[!DOKRB3^D=MB&R^XEO"&4/B. ?G=#:G+\5+LJYEW[9L*L-H93S5,O+(ML-A.U;,_AAZ^Z,EJ+3OVMKX,'5*Z3CZ'E4);1>OQ%!.IMR08I, +8Y MO>V(<[]@('-
<8/GO=929[2V9YDI+T:ZW4Y;T'(_*;F.EOCS?^*BXKZZW=BF M*.4#-V4SD&>TYV>6'N \(0OSW;:5TXU;#!:'0QUO'N-7T[P*EKMW16-^A8E MU-
[="2LZ7LYI;1:_G$S1LJLGSWTIET2K=[[?KY?@> 1. MO<*_RV;6:&[O@>'?3#!2D;[$3"9S&3"(T@SR+3S%>@%B4?OJM)(1H]*/FQ@ M/O< .)YT!DJY!A$_W\:O-_:FG=]'5:<1-?EB
X##ISP#?,_35<)G&E?S_@V= M1G_N:_90KDGO5B 195!PF;FB;/Y4G[HW;P7:%\C&I5:%8K;=Y%+#"%<9%P(MY4M<^1P6FHTI=2\P7L;P &F5^Y3)1:[U%&K1<<20
L&KWH%"JI;MMC0<<= 0 M"X67^N6?+!;;]5:,KY"=ND1$8T=OB&J(ZK V=JKR_!A&$&UN'6?Y]_&8U[K, MR8U^R.TZCQ>^(JX/>-5I!*&9=2?8WG;\R)LLUTKMEJ]N/^*170"?
F,II35QE M=?N^W78(9T>B 2H3&?ZD0L3G!.!CSHJ'J*RK9XZ^_0?T63WCZT<6CRG$ D5 M+4("+*W4#D/JTCD%[DSXMRY!UR63 *7RE$K/5!T-."BJHW4WK []S[E@S"@A
M*\J@X_NG&T'XB*TU*;F:&KM5E$NU6 RQPCX/B9!LBW>6HW-??"PD?K(R39Y MHJPF|+*NQYCAO!9'2'O$1[L^?<=8,GRUA9Q'VD20.U7J#Q'&%Z[Q!8X7+-Q4
MN4L>#&MD>;F5Z\$17^FI74@>B^<@)+ *5Y0)C^V^+^XF=*--H,'=7$>;;8[% MJ>5+6W3TX:*L<_PO->OY'N%,4/11)+.%!S!UMH-@U?_(K$MCF_(HMI=;S\ M?C"D%!&0G_FS
M>,D?Q7*H=VU3SR[LO:[;\0:?2C69^%,Q!^C#FS! P/'QB53B4 M6:XYS7/5I)<\%-IXY,O4('AIO\KJA9Z6G4DB#V\QT=>(4?V#5_.6!P#QC^P_2>/,'@A,6R;(?RE(M[NIU/:9^X>E]>
M"?0]B:(0DK@$; ?*B>FJ[B%KTVV\10[2I%]B!S;$DE4V'U_#D1:>KK\XJMN/ MYQ]/H\<$L_4%?FCF,RL:CS;X"[QA>!&J_;V4,?HB@]KX+S5Y5O< M,6ZFKT*]HWJ&N[J#-
^]#P8K:K,.ZK(28SH#1&F1\":41)+XYS;'6=3J2B=B& M42.NHLGEKKK#B!M/!"G%L=UPWL"CM.G;\\LY?^&@=_.GD"481_*YN([/L:W M.T1=5C,P;;L>GR#7Q KW +AO0]GC(Q-
U4K/Z\$+?:WCTY?,W@'XGBZGG.ZU. MB=PC=!=N][7\7D,/;]Y<(5[M(XIYJ1O:7Q/D5C2HC-!HTVW,U!)TC=/D9,UY M)*RMO8@U-JORGNW,7VH\9/8 ,+[A0#'XE_^)[0G$(U4[MF.
[V5K?G.O5M:HHQN\+@T@A%5F=X@4$M:;4OV5MZ(^!>0&:_ZOJX%:U[GDY(M5FO/L%/ZV>FMP-^AY7:1F*%&E<4_J]MZP\-K5O("RI/B2+\6!\73VF&,Z*#T MP,?'#[MX2!I?
U62,A[?%!BM\Z:5^_2MU<=L/8':)C5W M6ZE-SV/0*E_^&M[C)"$85@Y$@^HA-77QK2B(H?^NLE$U=^Q;([Y=KP.VFZZ4 MH,4_S9^4IGLW?2#AHXP"J:L
W@'0T5YCAGX#T@1=N 276%:X@HM-]0/=IZ?&M MA:G;%X.J[^XT8YFJ(7='^?U)_B??,8701+8ZQ,T M-A\QU7%>\5DKL%4T]B@!?R%;0K6]M*'?>'=ISONQ5MZP-O67.VNN^"D?
LJJR MTG4U1T<:A..+9D'9ADI?!6'K%R7FV*[V@JSO-6ID+RB*\V&U+7F"5GU'9 &5 M&T8A"W-=0I#Z/HZVV0V'0>Z>..+*JC6E)J.&VX7+D(NO1N110Q52>WM_;\SV
MZK(AKLJ>L(\VO9#(ZR4DI(+^].8'S($[IG%=@V/<MI<"KJ;FOR,DV)*B"O*U%?0[FV51=/M('I6D[1)B"(SL\(6SWR_;8J3@V%Y MD*OD9,;UWA=1J_!T1YG8B])3%F'!T5#15J>Q1-<
MI3-^!"Y7*SQ,!K#]!S'>Y2B9TEBGC@U($Z]>UV,\>0YSUB(@,"8CE<(S;I/D MN%W?H]4$<,YPA4,(9TKUE@-)_39,/?.A9QN(CF7/-+0G_*AHY 'GV+6:<5/: MF?X1N4K?#Y8Z?
D%6:*IS/Q]!7$3#[7D H+X]A#BEE.'/06UVWU(C'W((FHYS M98_^%AW\RD]L!$8/F*K8AL77=_JP%WH\<@K*[7Q5(\/+JRZ:>S\8OMV 5V'$ M=U0/-V =H/%5V;7:FWPC#W@-.R-
G.H9II\Y:/] > 7LU*2;K:HX]S9$^X??D M6GYW\ 1U0.(X2DY60])JY(6U &1UVS&M,V _X??("L>Q>!(AWJG1%E/7:?R+ MYJ8I]TRYH=.,&8W97@^#,=XNZB8M3=9@VJO:;+W [CO-
N+)#P8K=CW9+[01B/I92\>JW&*M]FH!!3D"^LWO3F M[SZ8JFNGJMS.,[>V"}>>&&=OQ@U];FK-57V\"/F=A_.L5PUB?-M!T[Q7M60/@ M^.I=E9VB\C54JEP&!D0XHC$6;_C%H:
[?>F;-WM:I7VVI8+@AD%>ZU=9V/.&J.L&[NY4FW39\PJ^.3R[SWOC#N:0"[.@'P,"20_C["Z(JSL M44WK4<11*,[;3AC-6OJ@HH9--EVUC0IOT;'O>#<9P'O'[Z5U4)/YPM+,T3Y0
M!W:GK>0P,99-8&TVV@XHE]>3;S"X.?-;_R-=8E++ .T!H.<=4793R+^[PEE5 M/;XRZ[5MPQP 9415]HN1/)K1B'^4?EPJ4*1=J,G>8,9DNHSLO&;1E6K.JZJ# M5T1,MLD39>
%NP!=&O]E0=S>W]]4MI"]>SN(N,$=6W M[S#&TQ^ U^-TI90_4R,*&=<9IFHZ.!6B+M>8/(]\@.C+\D3+%,0%G=>A56Y%VS-CE.G^XA7+1'S!B8*MA$
M!0W#+5]X;0E/KI):M\FHB-07T(L]PJD'-UHGT_F6!-R8VDXA! /P .B#)W% ML,%*H;V^U_@%%'0EY8JY+;<;\9(3OI@@64K#/F;W=)6\2%M^6H:XRMS3NOOQ M6<"N@I
)OL=P>DKK"V"V[MT"UHS0HRS3,PQEV[%446PXPU3'4#;T'",;E_KG M)HSPNTHNQ-;6$UU2G0QF:^ETCN_7 2%GVYA/6$G2J&KE=H!/F) FH3[7R&F0
M\CQ,0"2YCI:0.'H;D(ID^_9VQZ=VL-]\ Z9\:4;HE\8L-[;TQUC]&E>^S@?! M&ML[]HQ&V[BE4VRAK3>5 IK$\OXCV"HCI[0KP=V6+9[X09@\,ER=&;%EI[Z# MDAHJ<%(2"+HZKW
MOZEL/V;:6K-V[!Z$IJ/%(3)N,=U/(4L*1F*%M0$2MGYK;HJJY;\'F4@;I(=B\#!IG\4$E MDZ8UM?5>84,M0?;MC\[P?,&F+FW2(7:'Z)B[62KWU??P]+$V> MO!]DDJ,1?8GW&('CJ"J0
FM"]<3/1\#N=6;S7,_[?VT#QJ]-LIOA#66V(,"J MEGV+7\J.?;=]X-S==,7_$F]^;-^\US5W*L'RV2C:3421&LPVD,&X,A9TO[Z^ M;7U+-JS]MKX-@&/- XY!.68WC=E:^/OP5-
WZ.E=;EI2O95C2D!B=NQ^S<\Y(M/%)6[?V1;]6_7'FUC?C6SV4YA#+1=,T/ 8%]DGR;R3Q$%64L.@ :D_,KUZDK MN-U7,X#-7F)*AO@=& M U*NVSUP.YMZ$
E<A#W#@O>#YE$NGYH'IJ+QL?I(WC3XDO8& MON?CIB7"75K[8/Z$6^>&W:.WGU+1+7X1/QTD#&6=CS,\/*VK=1'&$Q!]H*(SL\(1 .C MVXVX5^*%]K[*,E'N$HX&T+/NU\^P_I-X]+
((POL91D;F]M&!EW1YS7AGZ+' MOWR'H]/L?96#Y;N(;IF]?(GB$OF.6T"D\:.TL.J'>+):\9,'S-7EY^$#L--MF[-V_>OX:?7R^5'46RG?^NT*)- MBA?1%5H(S"@&U"A((#U.E
T4P4B=3'8'=]!JC4V5.^B[+KM0XSA52%"* M!1EH$.!!QM#0*TCN"__;39[W,I3O7>-49\@/6[4O$*#LH.<#Q0Q'M%"7A2% M1'F?HC#I@>TQL*A)RO
HAEA@.E)2^1(^4"NQ#U\>L06YKTPMRZB5O/T6D TK MX U'+JE:5#N9Z-5WH-^.OQOL$I75E92I$-BOQ1..NQQ.^0LDLD1!\WKH)#=J M+E?/CV'4A5-3GO-ASX<*.5OS(@F3)
[1AX3/?>VA# E67X2@H_9.D M-,*/8(ORC%*9TRA\C,)5N @B4:@-]'*?.)DLX1*#R'24]W_LLED-5$C@$@JY M'+9C)I5443DI4HDD)O0+X$("V6"J1A>4%]Z-+ /KML@3;&--
I)LSNRBV)@E MENZ%K3FHP=\9[1M^2Y-[G"0$R^IZ8],]5@9+5UVOE Y/0N5$Y^1%X478>6L M-+@58EA*U<;72!#'@C(T<,N3\%,C 2.60TTD-JT#Q&WQP M16P_HU<+I(
A#>T$*7C>JI/%?WZ2<7_2S>%MIY63D,!6R$'!413R- I6O!5< M5'B3P!O_)<]'?I'I\0_2Y M3YH*[["@C6_RE:2-:?"#/ZPV#1D_:-UUO6Z5G8.00^HH0:_@/OH>_2)A#[OU
M/FU6C$:).M50 KR; *?@P;,HK@G^UQHE3QC%%?O0<^I(GBQ]^P$HST=>N ->* M"P.2Y^!W0*M,I;=41/5C^;#%HJ95L6P%YR9_QDF6QW3O^P. WIBOWD/^-
MO!.4#D@_B;3N(P% BZRL10:Z HS3F+A M0K'FS=MB@5\T,K[;1$J2T&7[<$G!2W5UAW(.0E$%&+ 6-5GA8+7B_M]!2NT4J2T$+'"];,TB]MI&&9-$W#6E9UH7+)_Y;*E76]DR3
LJS6X7)Z&-Q5?ARO*RA*YZ.7%H_ZP0X 1_2)P(E?*_H^=X'>ZNL)9/^%B9/(H0.SOY3 MN)E3F?]'>L9WDAL %=PM&;(CIHQ4$C5X%$%Z<^8K"\2=;[<4'I(A]6 =JZ, MO8'T[#I18S?
3O *&7O$W,A81ER'H&^02Z, F,.W]%A;NA7LJI M0H+\/,9&.ZV4"^0\4CV/.)M':.X:7B.%"E3S;B3)I@G H.KG9R0T0 UCP;E=PD= C'SN=YAY/GPV)"(RX^$!)!P(9Z(%3
M\F=.R.\O^Y\,(^L4F3N[__2[>T0SF%\\^5)4YV\52]0DF"'P02(,+P_X,8Q$ M.#:_,90OJ@.%DV>3=!DMJZ<(1\(]%SY^A1,T@%HNER! CLKW::PMP"-^A!C' M-'ZAVR.>C]#(/>/\PR-
@$\&/8A\N(5D0BV%KRCWI_98<>"YM^4%0H+)/&).W MRF8YG;OB?'_E4SG V9;:K^+A12E(-1%BV(F&CR1NX_O, G7D3-L7U3E4N>9$KAD,U H MP!X)-:1Y>8;5<,O8LAF.<<
6D&#U C]C0C>R4%&3KL?B6RI2_ 4]\FWH*'FW4Z$5SHJX=#8@WMA *3, B(T-[$3QA+-N4$?J(/)'R4 M/B+\Y11FB"5OS^CV\0E21BJ.!O;8)M@)!P(:V:U6_(':=)WP>P5MX;E.*&^]
M@G2D3]$>ZISX8!=+BT)'#QJ) M47^UTW^ @V9\L(?F'7HIZCZQ7H8-C'YPYRM#F7 >;#BW0W2-S)BOE*B0)6.V MM,VZ%S6#0J74#4@C$_*0BE#3^(Y^
G)7'I<00RWXZ20'>%!'J9*SS3G_.&5S MSN7VZ3P4&P!+A'0 H9CPJ9?),&$?BKR2):N[1 ??>$)P!9L($:-DJ!'Q%% MQ"!F8B7&3<:3?JDJ9DO52Q5KZ@(-?WC7_7P$4*=5*D;_:!
[[G/>!LGL]C1X! M/"XL<8B#"TI9[#(D;8'T>N(%ZGX+&$'1 /E49-03L(^*)-)$S>"W@,7/6&F; M>U&C* VNH;(]'D+T'9T!3%W8'>H:<@[X?:[)"/$#'5>B$$?
@8!$@6O8<(7!UB1DF+N 39GP?)<>R[KV M:B>O3(U!F[LYC.]DE5M#A23F M'}6]9K+4L-,0Q:)_LKMK_(Z! 3(1"3<2SG'# (09]!9WNLU3."A:Y%<#H-?1@JZQCK/LLN\RF. + M0(=
[Q?HF@I3&+^&=I/&00U,"\M=T96B#NW,4OIUCA@7O]\8&,D\$&6?\A:P5]J#"E,W JJ2KA"GM)4C\ 2%X>;;3 MA1=4PVY!J=*&4XR!2"@$,"Z>X @^['14XQJ&%-#
[&3(IC';P)%O2<*!N]9W(&X:7 M:I'L]3P4L0\^'R]Y)A$H3I12*!S3@0E4G#(M*]ZX*#LWHDBX])33EHXX?.(NGD R>LAD^)H'2F2K4J?FT-
SM^8.D%#L3#/%SE2I:9SD*3A*PNC6YER"I-D;(- MQ:A%C,YHZ?+A9*,T MRUKII>SDZ KB6#CYHVC)!R>_E-3!MUV0=_#MKHMSZ8['W4C#,P(,)% M"=QIW;+X*6U4!G+0.
[TO&L@8@S?\ 1<8+V/0[>B@R"F3I[I[TG4-72ILLDS) M#.GBY!*'(\9N &+-;"0X01M-<+ "9FB)E]N%4%C$(MLW.%6$<2PR.(CT5*L5 M%@FR9<8JE4GH^*:![+?
YDP1F"K1C/A:S)T%5[H#%D:N)7!A*D ML'SO6H4P%.&F&J$UZEV\O;T2*M5=#))&[B.R8#+9^K)OP2"
MR%Y;T35]/80FEZDX#B(J%V;H&&0(5/P81N%ZN*X^_0]0_X,F1S,>/+^G0 UN MAP\?(^% $27\7 $_"05K*.&G"A]>U35/ROWUA]OKJ^OSR>T<3<[/IY]NY]>W
M']#=].;Z_/KR_CA)S/EA9!A0A@)I',=)(&E%&_K%08UQ3:B4HT#M3R,<)=T] MT%64:@KQ* @@]K$[$YPNUQM"=UA6.)+YU/JX\,P$7SKQW-&0DMM4"FB.E*.A MA-
00X2Q9R@POP+L@]>R[Z>BK4(3GL)(NX5LC$E&1643L1QS$6R9B*,&P 3E: MYYBM.^;"%' 0"5<#%Y8=D")M!\A0("..V$""4GH!S='26ZRH:] =9G2O#;JQ MIINW7]?67?
YCZT<1#RG_!#1.!$2L-[+D.X;&O/OP4XG*F0N(2+N4PQI-5.O MN=3$=S8]?P]01ZZRE M@P%O"16;'/9I)T@+&4"7G&A(4.]BX,E>QS5NAN^M_A5/&T/[G/9-$OBAJ MBJF?
78=:&LD(9+S2#(O2+M$C9&K:=G)7TXD)5$17"AE)T,="$AF5FLH*7)-M M\D09>#5V$Z*$: &Q/:M"D"(Z(AH;ZZ8=]56DK/=(XSXGS@B:6:MD*7^[;J90 MHRR561M,P79F
^V1OOQAFU44WCHJDDB[U1KT!;YC^&H;<7%#9S/)L9CJ#WB0 MY^$:7^!XP<)-#X6\-K3E<"KL\O$A>H)^D^1%2GAR/DRI]B'+>CE:D[4^AMS MD::4*?
#+!DX$2)&!]8N8BD*F@2Y[PXV;;2\]%8=NP;VD)SX&A4.:,$JR",]! M2&";7%$FJAYW6B\-3/C]*=%"UKL^AGKU/<],?SH$(\^68L%R$_W!1?(Q0ZM\
M'6VV.=5R#XX;AAI9@#]QHT4?CCK2CC'G9BM#..A;']Z\>?,V M2YS]9_3VW1].^'?P_[(8]&?TQY,_>?G]R>_?_#%?6UJZ@&=J,E65]C^V$4;O MWYR@=V_>_5[Q@
LQ:>C]6_'M>]\GKQ2[FY.K?I(U>'75<,=!N[V0E@O3K2/. M?7QNUWU?6>V]0)GK8N'46.5ZW.$#,HM3_GK]S%@O^($](JIP:&_A?O)XK,,%=0E[J-ND@2* M "KP:8/6.^Z3%C(>&?
5B>1=VS"Q?FTK,F5#-Y68:"6<;MUK]G@@U#>IP8]OJ M].)A%>#]4F31A[19M:&)2QV',N>G+IL2^LLWEZ,5Z8^ A(R+5%Y4.=^K87T< MTMWU@=)E+"J2LF?^9,1IHHV%U*
HSJFT$\IMWHV1H*-%)-DDVR'#F+3O\ ) M,8\GDL=3H% M8OL4 KT)Y=+)PE<.ZS\Y(IRD- ML2*&3A;,41!@848;2[38@' W$?]N9YEZ< M>^ZK'@]'L P-+:5#Q$)!<,0:64[QUA#J-
ZU"J,PP3?A,\1V)!P0I.Z1G@QG MNX_!/R@3B72[9I/,4)T2P(4R9,B-B\? Q)(2G3=V.AWEC!8[]]'9 ^*AZ $A M_O,3CD$"E!6[[C!'P\E[X+33%4BHHJR@?1538+G1#O0 D6G']33*
<9V@.V?3 M6?2/@&Q8W4/<2\X13M+]T<+J2/#32DV,/?%J:FON^@FX&6V0^_'3JS#'EP< MZVW\EK N#GE0L0*\K6<'R5:89EA&GA/MA;YS1:@A80)C>**0F7@;SM^3^2^^,-
A1WVBM"76/O^5713KM9\ M,; #9=LH4ZJV)4 [D1-C ,V]F+()KA)PY*(%IZM2-&%'<>$R'Q4(MMU4Y=G!8":!O"M5"%^(_.666*-&C(BR?,:W%NKDK@YHF\),N#15OD;27B$*H
M<*D]1A#L(YE#(8/U6E(VRP$HQX1,OY7\@Y2."_IE(U-XOI4R@ MLH7)9X%+'E+&/,"#&6]"&:61,D7/*U2[WL22.J/P6>HSR,4Z#J=D;3874=5/S/K18!GSWE$)6 MFMW6$J?,
&,D^52I7?A4)!GF856.P\]$09 Y8 :<6&F2*%GRXRVKL=S2!/?G MAJ\JO+CTK!^,I%*HK4+R.U42+FXZUA5)_:52R?H$"< G<(LI MO8)P>0:CVX)LA6US_D+EE^@C3I[HTDDUDLQ-
&^I*4-;)%5 #<1:2U6W4>4=Y M"6G8A^+3_16E2XB18]O'R7(=1]+ =N>R/)_0/0+((F 48*,\<#=.F;U39R[0 MU<7D2*DHO-V-:R6Q#!]C4U^_1GA3=XJ0LU:M.$S-65'-:EAOTU7
MYPSS+7$5@.-4LE-2WAEEC+YP+O8\V/!?DEVGE^/QD8F"XF!LBQ;A)B"@N-X. MG\5@2 JUF0&N#O @$TB0QL*?#"7#IHB0QC0XU?RQPJ"0A%VY#0@80;J94@ @ M,B"J?
+NN*I$69+]N5TE)FG-X?32$SV;!L[?!N@P*<[G*O>PTAGAC^,+(WT6<2@*-*/.\C98.PO@'H#,]=D@!1Y7)?IR(_O,7 MCFHW?PI9@G$DN;7K".*\^6UPQT%V7\YW;]Z^1TJ#FX)&
/L8*5,+**$C#=Y. MWU$O84%B4@0GFF L"0Y3@C<!6=H\76R:+ M-T=]19IDXC)5(\EB%W)!UAL]'/7WD@\(Q>F(FCS9W:I]I83NHF#OW
ME67[N64J"^:Z.A7]TD:^3++&+@A<:_SNXK)88_AVXI38"T&5.A]%RU$0D;/= MX 01$/C3J(43R&X/"4UCI5= S-,7\I%3H_Q"EQ3T+\.[C[7(W'$3E<.YHAV
MIL[1@VU,:@[BV0:@<@^;X7$26'BJ#$=ECB,)9.:*A*)H?!NB3)N?QNEW5"NJ M)/PI.(#H2!1YPR3K@I4=QUTX>XM MS?C@-ZHM76?7C,3^)!
[M<(%6I1UUEV*X0]P&Y/3"X."85MJE\)61"DB6#_,@ MF$,.5? 1:>E>SFS UX7<17+(7^O4YTK4S^X__X>/0M40TU(S)*_SX#H'M+> MPOT6)R%413/.E:5E.^;
<+;^62BT6]/W)TE?)'36.FT>Z'=$,8-M+(.=:,I9!BF*(R36 MHF#\PDDE%94B+9I& >_EJT^2Y.]1)CA,!J=9,+(B@E*X:.!E?,7H6F>/@=Q; MX3/?BG72^+JYB[,1_A#01+
<&]H!\W3&G*=B$8^4"Y.@H3 M0E!&^& W&M3V5O5"WSIU.0-NU2+$&J#/;N2A0W L19)SQIUQX5W7"6-)#!^5! MI>S@1'O0*ME)+_'ZQ^U_0\N7@CY=\I#*V.LO5RYI== M82
XDBC?0<"2%-;B3+8:D1QV6&'[=Q'Y61.1A?!TJ,,;IQE.\P MV,(M*B -=F,"QW4GD]N9-<:[RU@*J'BX%=2CH(%4#M^9]KEH3=/6C(L0M%61 M%A.[G]F2G>TDLP-I9-
IX=-1$D_WI=99D!WROKR/.Y(E#WX^" V"B#.B)DT#2 MO@@A-32XJXS5T12IZAR 3UAWFZ,!K%"B!S[*,CW'E-JP\^1HL:E'6[@Q)E?F M[@I'M$ZG)N=
[A@RH;HJV0B*"R0WE6+N_3B*IP00):%X/FI3'ZR@:L^/ BV&7 MD@ " (<5T75XT2U-[G&2$ S'#DQRW7>- GU,PR>YD<>@^$$97&FJ=+*?>J:K ML+U*]&&3P,&}
[2IKM*8Q<5WKZQ4+_89IH=\3G952%8:XE.7V5/6R8Z7?"Y4ZYAB0;ASXLGF!ST"NP>./X>/7(T@V^<(:DTK&V:2HTG)XP#)O0*<'U_M@AX$.GZY?G9DAAMP!M1YR-%7-Q,F]<-
:A3/+]\^.G3 M$$:\)8X3%%;RK-FN&STD3\K .OX>!EQT+YAP[8ZRZ=@G.JCAR-R<(4S-HKI#.^UI4NG\R&(M;(Z[GES1#+C'1 2QC/]$YKGFO!$PUF/Q)D%"VN*X(XGYZR?#
M@5B*!/R;CI"RDI]$!6EH(_,^T8,0R)I6#54VJ)'2&3>BRBE-$.!KH;;GUEJ M\N !,H7+]&>]Y\LWP,MP6U5DREU%VH'HR\4W%HAT6G$*7/8OHP1(62YYF_B. M!$_GL=J4SL,1OH
MB"%[+=G@TE>N>$MW3\5"G99C&#ZQCMP?S\3*D-*"$B2M+?PW'#X^0>(4+BL& MCUC_>G-=K]<KJ^"VJ'1!2TI(P(SPAO'=%%$>=J3U42G$'G=()TH-&:M1I*W0W9"YF
MDT%:4+:A,FVAR/AW#G<6V_7$F>?@G\B<@@BJR$@LSCC;'JDLG$$, M14G@'Y 8GP,"&[-/)2)X@8DP3_A@X#A*RD@#46-H&3-UN4JZ*45_4>0F$J&\ M':/%E58C WA4E) *
(@:.'(<;Y(8N G+WQ/%U#Q80L) -K ?>Q\C)ZX'G6Z= M[4,<+L. [63R>:&LZI)V0&69ESXPQY&JT(AYZ).S*?K%M@Y?\9!%'&<&AS,W M2K%^))90S_H'2I:IFC^"C&3TI#!V GK@P-
*><^70'>*T)?NE8J MS6H)0/UGV'D"JD,C:T'3RX7**>=P&/^:;?'2,)>NN>.JU\KQ&_RNBG!3,& JJ(%I@0GH^#%S.CK%942Y@4R;.X/*G@&RQ M3HW3<9KJ]W@C8!0\
>B1A80!B28Y.%2"@8-V3X)' GZ6XFCPS$;K#:$[MC%72$[N =$LCF0!=2!FQ8/[,WZ'4QBU-?L;)#"_H8Q3^DTM/@OF]HDQ]!>W> M=HKT54+,::"$&"5)4OXG>GD*%T]H&
[$4/Q1KS"0H*&42HS 6MXA.?/_E6Z M_=<]T18)-)4L,^'S!*4#U (GCA^.YP@K)!G>C4E\#V&0,;U%]-L$=YM6Z> M=^*W]<>_8H3N%*S
IA=U=@GDO'%IKJ7%;ABN+_7*6Z2C3N@7,2.F^KNH^D8% MGE-4\LJ0HOLO:RH*;J]=]\?P,8>+)[S<"IWHP0;4SC7M]" @&+5-<>>XH;KS
ML.7A1I\Z4I@UND+=#;R[RF"B0/[1#7>=#$ M[7@S![XADN3G]PLDW/0H2?[P=0'NRX?BTSX#;BX.$RW/27"'D'2$'-])XW=W?7ZB7NN':HDL=11="0^A.#'% M+4>&&N^F,5?
2@-]S:@)-E<#7-B>DO*MJY/S:7>7"0ZM)5,M_83IRB=DJNV4O MR!9LQIV*((G/<,DYH2B>W6 1*\5 M:#>I282*6S#'T/^@8:L^R5X=H=2:'Z/FI0'["9_;>>1%W3U)@4.U>Z3* E%
MY1?^%&1V!\X?<48)+T$Q F=K*T!9.O ZFJ2^.5/K$4[;PX%54]V-ASH5"YXI/0B+J)' MP-O_'+(1<)ZZ:^#6N4A:^#!Q$ P-'IO59<3$Y6#WKW[<1\H.(7RNA)NL_M'C_))!,*]RS\[*H
WSTF"67X<]!'L@(#F-^#)J7QNF$4:@^\F#0X@S<GY"%M*YE%0SI6V-7A2](*!(8PC)8#5JCMGQ]2)T3YTIEFD"$K[HIMU4;%"[K36#_D MRF0SIS+Z+%KJ&@G:--5Q7QH#
O^V()^K'F6YZI4_'-8,!E.V)-[)9A=4HQLV MI=KXLZE5Y,8LSBDJIL>_3M/C"\5XG+%IVB(WUZFQP=,I+8.A1_6%3V+>GQ?F MQ]AA4SS16:&<#G[2S@^EEAZ:K$$HJ Z*53YF9
MM_XLB,-%-R>85'[73M12+U8ZC]20YT_1 R ^ZEDP#VE)AR%1I4YT.6W&"1+X M'!W;0>> '$[^4=-M"R(H[7^39"?;O4(*O@HC_D .+OBO-!H/!/\>26XG^*<(
MW0K^I5C([E[3:0BD*X?G3D,G8XVZP+.FO2P_U6&C*=-(V*N9D!9C QT:' M!TFK_BV-3M-OOKSIL5@_K5Y($NE)-E/NU-]UDV/:,F@2)53NA";A'00P9
MCPXC%APBL3F3L<>Q+!0M5[B7F'<3)"3^/S)2M")-1:KGJ $P[M-.W(01O N8? M.YT9@W$!>$@ =;=S'4Q#F>]R,'RACKP-P+5GNE*F-F @HN5-^-LV7$(^7GYD M"8UYBZ[\OD
#L8,9(J%\35&A#)$1F15]]4J950$,=T$0ICW4N8 M/(E[,58&]I48@*I\.72RAF$G@Z3S(+6$@DWJAW\%Z7@"F8U XD*S+X#NHK> MN)IA;:->=L3@KC#*--W],C?

S+Z4&>J]'KVTW$H:,^_=3C!E(:^ \T+5^*PCS54ISLWPB>ETP=MN(5?6DD;#EPW(TR]'SBQ7"VNXKGL)0TFR3F_+G:<(S\H8+B8?;FFMD$ YC:)2JJ876=H'G " MS/3-
^TV!\Q3/@\R"Z3FQ'_U./":&H=E6IZ083'R4E)']%W)H.C_B %12P"U< M1YMM,@OC7Z\8QIH)A@#Q'C(P95B00'." !$"3)D ,'/@
CT%",,Y.&47%!852@,HZ:N#Z>J9%FPB&JD!1F.3ALTIA M8(.5_-Q#^FT%,//B53 =O7+]T),S,$IZ:I)J<]$?#__*]4(9J5^DX8O!&=)# MR6>QAXIW^7S192_-XR*0>$&;#
RSJ=4R,UD_?CM*7>94D3@48<2@R:(AO++6GW0YX&ZQQ]WJ\%7:^$P3@CXVP>MNEI&GPNKTB"AURTO?B MMBV2VP_OL-!YT,3M>,6YOZ,)/YUA0#Z&A$LT-
,**%>UD'3/"_=8:+A037P\I M_=,C^:-$"40M3<^K%04KB#QZ"H[+7X,PY8[PZ8 -2U^^7!A)"Q:+#$D<.M M/EV9T>1='H]"7<^!'PMQ6B3/LKOCK.\ZZ*[I4N"0A.?[R(EMT&
[LFSV,OG] M%:A8"YB#\8=PGA5[L]/9-.$P]. NM\O2C0()"/9% 1EC\/HJ2D,$YGCQ%(6_M;,%4@4%I52Z_BDB,[J#:AUO\HHH1\H-WQVC$/\J2"?$=)>%B)__;BZILAA=B@5-*
(_PV&E5 M>YZCJ.;Q!$DDZ!?UK\-@1[{)5YCOKJ6AZ(4\,'A_UZ2\[41"+2AY)61W%I2^ M2,N;411IJF:EBA(0";4&3[[;'TVDS4J-0.V1K=T&#P.A.]C5[?ZP OK=B;4"1 ^I/5O;(&
M774R[D)B%F73Q\"=Y(S\FYW=?V]7VNM$3;N:A?4X+XDW)*9SUP(6T-[[0(MA9^F*^79/F4S&$WGS"@"*E@HM-^>GGCY:]^11QX45]@>_G^+# M,TG
<97(D,26[BOE_)^AU+EPY:84:+^(N":+Q,7@>REPV4= 98L*HLT%1-W'6CJ>LV(,9B^S-DIXIK.) M,PTP4O3RIR2JTXD@>VV;QG*]0\]-YK<^7>6+0HMX?E%1H103UC5?Y
MD=5KK+7R/41N:8A:+^\Z=*LGBDPI6%.TD2"/@P+2L!R#'RS\D%Q'?!L+MXO) MY[";]RZ'AC)P_@^>6,?-3S:'Y<"!2KBZ$)7>R+S7X$+KPW=&(D!I;JNT_Y[W0U<[+:N&>.EH
MY*H<%?@IR$22F-W35?(BR)/RGV "'QK(;X)&&CS0"D9@R17&LE.9UXQD@ M4<J'(#]6R+S-9P#)Z85VULBR#ML06'!P!^DT,QH02L"QY-4.!VRX0N#^345_M!B6CA(
QN!.43C",SXEN_XF2)5]AD,N2W0P_PVI+SZH-"3N]1PJ8TM3' .X(M*3+M- KR[Y"$#2*O)%':9>Z')#%3$DZ62]XF5O_4X$[T1\0 $;S M%WH4!)%Q:;'[)G9.F%5PMOPS^M]O?
GCSYLU;+JXR:?7_,WK[YLW)&_G_LB_F MGX$1Q,J'%MQ<:+ZX/'_<_F/+&[Q_O7GW>Z&RN< +X66'WK\5W[X_@EDK M*H1+_IS*EJH=I=WJ>7LCT-3>-
I'H7"G;Q^:O\W4OT#>"KWL7+Y1Z3X,*_"*JU^J_*7[ZXU$:, M.&WDJN#:&8VV<2\EX[0KV@- /(K1D_S %3!G!L%BO:1>'.6@\O -C8T22+"]
M7":R[XTLS0:5BCHYS.R7.H;=\29/_#J?/#/(L;OE>\K48CF<;A0 %&L.P52IZ M)TV_D!E)&C!*(;O)F-$[:17UW,KT#4K6A/!Q1 %D%;R.GG&<2(+27-M:"WX!
M#"N.EGTDHTLUZTL%](N@4%_\&3J4X4-F^O*4?HW23?XZ5Q-1+,AD3$B837]J-[3X6K5]$I0&QW^@+2DK[Zj6'?/MR_G:2L$ M-*?;%4M]5,D5/$*#C':F9#1DD=&<5M<=>>
(LNY0BVX<8_[8%EN>9_V?.^W3+KIK"0P(@ M HB#9UG5U%Q"'[K&63UU=:=WO7 CX@>TD#*<6K?\UPZ5#SJEL,@ ME4)V(29+]"J(40#:4\A.-
W[*&M=SD_.'S\W,5S<5+LP314G81:VR&QH]@MB.O_&&@@QO#G^>$[NAGO&%V%R0H;]Q103ZL[M_A7 ^A[R@ "C*C(X@ ,Q;-8D8>$#9UA5%K-
;RGM$"0=&H)FN(.?,F>5@P@MZ M>>(@\\3AHR7]K]"@.K*/812NM^N/ ?L5)^+"FJYNPACR:J02QPP"31D7@B@[MIQ!C+](QB%09G00 B1JM!>XLDQ 1Z%&
<23Q,#0"M*$,+/031<.C24H[GA^2G M1J)5#PF?&HG9% 9GYM2DV-'-ESV2Y7213IO1271]> M!4^HCQ1(WX=(%*D?N(FI1ES:1BMWK2.3T$5QFMU#KM&2*TA@;D%W53>J=M,
(! MJR-1HW!14>+MNP?A1]:+#]W;=Z\>OM?WYZ .C%V'3T89>F_-B$.[*;R 0N99GNT]<8+N.I$F0OP"31<*%,:&L M[:/6&T2^K@A]B=&*T;6R
(J8AQ3/C\=/LL'G"HHU*I"+7P$V3OCW*$6(,HP. MTU#8:Z^7DI04?I=IH[I%G^42CWQ)9!)CE]LKS]LR^)1;N<_1)4O:,?PO"3X$7>482!79*"H?2-
H&/S;]$Y1%K1XY.22WY7*%5$Y+/O)FG_183+I"J>2PJQ^?':3Z>3(M5.,HX\B9J7,%HP\BXFWH0D\"R_&6>1INDO9X2EI7>)*C]:"XDUEJ'IPD.KD6
M:7/"D,XB70=4=3*QI,GEIHA/2[X)B@&VYY#8!!F&[Y/ M=K?!^D#/_;Q>+H.(.114D0JB"&NE?/1HJOI3']^FDYN-SEWY]WSM+W8>)/B1LC[2! IX2 /T?/QDA*%KIXBK;<3O
M>YVW"O)Q@G7XEJ[YG4_.03W$1.[2@<:=W>_%T)A%9\I*%5H42;S@))TA MSO1\P[+Q3F8CN^E\/;(L9YA&AQ0^E$.8Y4TZ_DDH># =O!\<:/S%,W2!Y;_7 M4,D6:!?
6.GWF7FD,W\.+9ZD&ZD@5-@C!EN1RV"SM2D5IUX7,UH:(NQ*O0U!+ M]EW9P1VI^]FJLAB-P\7IO@8.)EEN)0!56:48EWL7N$ADVIV,\H,1YRK'+/$J7#@J MA"-
+"UQL06TNK=A2K"U=WL_+_E<'H9K7^IANH+*2'TDAG"1'Z';@$=(Z-!IP(9]{I?3 M8?A#H=S2IBME<0C('8W#'N*7,X\W?ENFP)&&[K)4-!?/(!UC0"YC&-0=HYR/ M..#Q,_/3"-
D/'FWQA,>_;2%'Y0KCP=^^OJA1RP3@8(4 ()(0D08Y-"D%+SFM M1K^ C(1XV=EA/_^,IPYN@7)PJWC+S1IBIV@IQW+D,V%>X"5'O\Q"H,P"!J(3 MI(;@2#TU\#R0+E-
PY+3;8O=*9\$DV]'6/V=X&297P4(DK.R:OD1"0QJ<_X,G MUG&[S*(82VY5N/EV-'JHTZ-KV,ELI(.;-7JG)F>]T+4#'%7 D7F/@L^0>>@, M1T*>#LCTA7\?/X6;FW
=2H54U^1&$@5Z2'$@JI$@DF(9UB W!)UJ*VKZ,M@H M!8XRZ$='7BZ]6;LU'/K'(]P"LOOD1/[H,?(/-'9 MA45%AAC\19\A+&6-LZE4"Q*A-7I(*[KRV90]?
T&&G,6,^6W90XAW2N?/?CX M;0:=9%S(20HC!5&)Q\8(=;_\S%D63@?D1+R;W7^Z[]$>H([L]+D >UC+:Y]$ MD1P]4OF: D570 ^:H7OT"=T?
#4T%IFYTVI3[PSUHN,$PUV.YPEC#/ 8"2'[L M*;BA2Q;V24.QYE1Q';1#S_")D19/>+F%DL&EDBA!"XFT5+I2.:@B^W%*\,H MQ +OJ< C7)D4ID+IQB]D!O3SJ+
)KK94U/'$,AN_"+PN&5U(B"&69XX73U'X MV[9SXML4(IL-HP&"YE7+H5_'!21=L0XTB]UK'ATTT>5L:H:1WH4"(:!S ,__MM6W[8ZJ;=?"\D993MBI.F?6F<#)EXL73CH
[E7UE3N=/^#Z "_-JFVP9GM%= M0+KZMJ98$)-HM"-$',C+&]4SC+S9;!LT2V-L!F#:>P>Z_(<%"*C]FO,+Y M+XR6:
<63BS#>4'Y"/S"ZW0A^.$[K,$PW*JZDD^,38#YIF8RX^%VN0U:E10\: MB5$KCCH,-H&[LC\[O-:6+R6RPKC;Q.4J8%#F2&JC MM<+OCM%'%JR[Q]9+L*DB$2G ;O)Y]T@3^;+
(*3"LBBRMFH<4#P"[#5LZ88L< M 0%;Z('PCPUC42U>\]V^P)OD5,ZRZ@X28MX*?B>K7P:/,F&F5H%/5BO.;8/= M])P2@B']!":[OW+&,YU;VA&0F-_7(TU!YK:99>GC-
]LMC8+LFSG_%$O?^%CN M"9/X T&,2G8N31X,+93)42$!E4E;73LOUFV0"J)9@69(V6M;:P=H_9G>#FGZ MJPW%56GZWU5.M]MAC#K],A,
9J+>%F\EME'&\X@+]5,4)I,;:,^NXY.I'6GA M>ED\X,A$3+'!^$-6M;'6?)M)@?RB<$UW4M_+B5.MTU]-5JO(0ADC(;6<[?G7M MQU^-^_Q"E?A(H@22+H.;^\GWH,E_&"# K
09EQ:ISW[>[&".CG(+4WN<9(0 M# :^ZPADH?2%R5*@V]9T/PA>$*U,W#\%,D.WLIM;63%K2R^(.)AS$/_Y269N
ME8K)M[UR)A,X'IQMFP5!1Z.53W)=:R]6W_80S^X_50L5M1W&7Y]/&_Y'E*A] M=!>$9;&PW,2+E;A<;PC=8:Q*T=J/#9?A(%\W=X ?D%^C-.9GA! M^3/R3[RTK>)@R,;?
3,,R:/@\9CAQRT78"C;76%LN9Q;-!^?G#N:\'&$ 9&W MR,>0\"6A$=8L4)G5;NC@Q6;/')2*&^J*LO)S8"HR"%$%,3CS9]VV@@L\VT'% ME[Q[D_5U&F,@X^^JC_P"?
(*$X1$_TT6=@KW%](.&C*JB[O!T=?_EY$S)(II^ZU(F+RQMRQ9]O%B;21SC)*X37\T&7@S9 M2.4WB9;E1%4V*IKZC&X D>_/9+GD&R06^5"F3"1ZCQ:YS=74UHL5]G!>$GJ<
MU'?)>I.UZ>@/B;DMQ,4A(RG4.0A0+ 8#%3Q(=O7(GC#\(+R_<#VI3.]5<52% MY(N8NMJZ<>)'T.JG&M,A)G;/(8Q^K+(P] J95M:CY;>QE?>P MM1O_V'0NK5J0YNL2
NRO2>@1N1=[Q7A"SH,-OT:(SG :_D0D>92D:R-[WO M4#L@H_,$.?'IG'^O@!4F&ZD>QAW6, M0W5K+XC):>/JZ+ V'-V.4ZRU63PB56V\F/L[I@JQBL?N+F!3)I1O4CVE ZJM
M/FNM>GI!I)'EN:R>JMMPK3IZ0:).6D&BZTH]RX,M!5A8M9&?MRBMB3Y MZ0]>;,]6O@6UAM?]('A!M-U6O)]YQ>PQ_HW*+WMVA<&O>+4%O\\%!L5TV7IH M;>;%FA0U 1>0;]:>ZJ*BZ?BK $G?
=@KH4'JY#B'4F+O9F;#G@M\;++* M7'8[7MR3NV\>?+Z&RLS"4U^X2Y8L68V-O5B'S'.D8QJA%KXI?6#P8M+*[[32 M!4>/2OJMXY/,]_:"6*'?K--
FY!IX,63K:WS3PN^HHH7%>45667LMCT]H3@Q2I)55*U MDLF31YD+2R%,+C!>QO :A/)E,G=4.W/UMS+"^(4 MAWT'NKQJP:+_54\OB)0W#W ;-((8\\H3
M;VWH!PDZ.@Z$9VG7KSX:E8V](&6&%\#7IG)G+0MS%ZMF%-"=4PBNC!8AP;F7%,*7*3P^%Z"/O%3 M#$XGJ1@Y@7Q&855P\I!XO)A 1_5$9I20%670T7IK.Q_%^ ?5*L*4-
$,-33V1 M)I3"46:7 B?A)$BVN9NSJ:T7AZ'D)3S9)D^45<6&US3W@AR[*[E!JM5A_%/ MS!W#5]N(7Z[:))0[W.H/$3\<">@Y#
PEQ1)N(G>GU,&G!Y,9$&,W8=;,8YCJR:]6[NY05QQH5:&9-3;#/^ MM<19O.ACP'[%";S3J<6@Z[-%=;4S0OR;@,00:>K+)S+1DVYE1>#5_K@F+-\P-;Q MN58ADX;G3)8WL5;+?"
H/Z9!IF/"2_LE62,>MNOI!9'@0[D*HS#!-^$SZ.$2 MSOR'L%1"-CK;?0S^09GP9*@RI^\)P@NR#\ZV;*:0E&Z663+XR@>V;T1>3&%1 M5)GG6K33'5K#UYK+D_$3?%NMD;C#[V-
@"!"VK69-7-.-=,K;E1R;I.RUTQ*FB7EE?>%> %: M^&CWB,B'7:&SETRB*(1,6@';@>IGNJI\3EOT\6-O!&FZ1[&'ZZ)/JHIZ04BJ M%=
(I?.JNJ\K&7!R0Z/'!+/U!7YHX+'M+;T@X@)O&%Z$Z@@L)VLP:?^S4BU9 MT]P+D$(&(G"1-?S.A=9B!YQM,BI96J?^GT ->$%RO[GJJEGL M_M&,__89=
[XJA2>X66T)EA+%=614@JMPT=D'A!^[QH4LZ46M'5G+T@MALCQ M'1HN;NJ\/.M[>$&4]-*DK-JTD&\Q_EG[='J%Z1(,'6S[.%FNPTC$F-A=A]OU M\&
(EFEQGA7K0KE5OT7'\=2L;=?B*W(3\V"_YP;>>HWWZ>;&&^^9P\3IQ"TSM M="7.,)_GJV A8OC5TW1&&:.O,H:6_U*5!+@(EE7[$%-\ M>^HV8E5;+PAI,*-
E1K3Z=!H'@/&"?*#TLOB"A'4M6ZGU:V]H(8 M+GM .&@@%8M2S#"MW2E&:__MT.-/DS6BIIJ)K6_NQ9&P"JNMI5HO2*A1NNVIHQM_@]6+/?8PKQ9]O%@GZ9*: MIK!LR-
]C:^H%&68B!4,O%Y_MS%^JW,/:]_:"V-08I.0>>[[+_3T'#,@R)Z< MP_C)B_U0$E-K6>KJUEX0!5GXY_Y@\5%O(4X M5*4+=H^^7JSJX:5)LO1\T;
(YQ>L0>$:/%+N@BZTH]RX,M!5A8M9&?MRBMB3Y MZ0]>;,]6O@6UAM?]('A!M-U6O)]YQ>PQ_HW*+WMVA<&O>+4%O\\%!L5TV7IH M;>;%FA0U 1>0;]:>ZJ*BZ?BK $G?
+>G8BK^-?C?QYW.Y721F<*.]^GIE0R^V M3%4B@0LH%8\C_1WQ6T>\>/4<055;+PCI7OL]S8LRG,A6
M0N+%U%4H>]HEZ2QU&/_6!&/W!$J=55V=Q0;C#UG;#C@3<(^3A(B!^55#0 MT-Z+;549@98:5*SVU<9>XZ_6_7:]#MANNE(R,/\T?U*FD]WT@82/,AQ-)%FR
ML;J'0_%B97N,L)I10JZK4QML:>1X39.KV;?OWE"\()[+W#$E MX5(<-N'FLFN0V*O;C[_YI&P*MVA60XO+K#5T[='-B_4R\G* 8+67GV?;OJ.K M[B[-
&KQWE%_KY'_"S3E=5N3WM[7TA A1] $NZV=\$22!I>Q14ULOMEU1/5XM M%]M;>D%$N09/(?U-A>&_OI,7I.6]FZO%.5L[+PCHH0J[?%;C?8O CS,";ZZG
M!64;*KUTA'>+J,/+=M67;6T7+_:2RF!0R%O0AKEIT]$+$E-'I$))ATN3GW%23,US19GZ"MJ]M=K$G8Y@?"U1F_17,I,Y')(L*.D-SH4 MD!?[+DO_=+CDTR*W5$?
@H_L[J$CABH)SYH]>K.K^GI'[]?2"R JC])X1#MYP MW\4B;)6GRMK0"Q):%4*PIMJ=87YYQF&B7Q_Y9A@/1F7RQZ%Q>C&QG5(U2KK* M&DRHO2[2J2V>X!:>\=-QN5KA 9)%
[CT"+R9=L<>Q3H<>D%K1H::Y%^1\P)Q; M"0@,ST@Z5Z>XP;L_FWZN@%B5VU")Q'7>$0HA93[T0R@H+FO'9X;,-Y %@HA3T M9%^Z$T M9%^RM_!CS5,>?G>S+AL?
KGP6P8O@:&!Y=HF*GMIT0>X/C=8[UA& MU[:>@\F47\0V';_YFQ>KW#XVJ>Z*WA_*^.?R'I.$,OPYJ,YY7VSAQ8H9"F[3 M8[00?=/<>OP5Z)AEWT@4,50B?PL*+_9_^=P
+/A!5D%"T.^SJ+A@%B9LV(O M %Z07'%S7H41WVQ=[]\:*%X0GQH%JA5=N19^#+I!]V8Z(VI_Y&K_Y?Z@>CLY MJ-NDI$6&YGPJW4MOSMLH@[',#JSJ"-D925%K=%?
E(MB5S;T8MV5B8M?0"L< MQ^*-A6#&>EM930\OB$HOGYO:;&"E5N-S5O49@NI3FQ\P(OUZBA!3M9@O+7N MU3X C[\KM"$2UO*61NF?QI59(0FU[CD^D6DIT
1SGD_7QKRBS)J;K;SQ]^KN MQ;97$DJUGC'78/P5TI'N((25YM_\T8O9-?PXU,B/H5O]+2=<5&!LQR^H MZMKI;3IZ06(Q3'P6QK]>,8SU^07+1_L@\^K>7A![<#'-LB]?
OAR;U6UE.&Q> M3.8=PQM^QZ@+OH91M38<76Z0SN+&O5/2<10%B.8>XS\-UD>V(=G-7AV]V'IV M=K(^8T13G]$WY#E]QLPF3Y1^''^;W=$$TE4'Y&-(H.A)A-7]5>8'JYN./N-
Y MC<#/.& M% =I,R].@F&=@*T\7;5*FM'<:_PMH(/W/$[=AU4Y1TJMQE]4ZF[M9:==1V"'BSO*UL:+[50N7RQY$0A1X._;1[K$I)H;;-][_.U5=OG)LRG"[USQ
M*K+R16GW[0_"BS6^Q2]&X0A&(_Y1^DZJ2+(6@6C[PO"'\'S.?+-<7 776M': M6V(FV^2),G!L;TM0UL,+HB#OH([]F-.S(/K5DC:IL;$7I'2.UK6X8CF/&-YS M#%Y,O*A--
%TIE=V4S6"\E>;1ZM:C,Q)2W+Q<8_;(+]D/C+XD3["'.0;0K\A,U M3,U8DYYB*+-=**)[\DJ1@PY #WA'WR<3/NJED$](4-
)9Y'[T8R_8\Q")NJU@=D]7R8MT5&%)^,^@,I2];5\O"#W8@'D5A$SP88;; M8%H9"+-UO^;21FQ^3&8IG>$,L*% M>9B \'4=+:&2PC8@MD(XUD9>[/*#=2+V:W:H[%F-
V+R83*OZ,#?,],=8_1K; M^8)@ 'DQ!4H)<4:C;=S&7SW?T L2]HJW]3-L5H5;:K>6NRU;//$C-7EDN"(?
M;KL>XQ,U(9Q'CD2DW;7(\"0'E_H=5M2UL535/A"0)Z]DF6MZ:W\L+0W].&5M MLGA-"#]**@J@F*=+Z$MNZB))>D;AQ;1U#)TXV]D!5&E!!D3GQ706/9;%V_H3
M)9P>R#C=WM79VM$+$B&5*_YM"U?:,P1^O*%O+VZ$JK+6QQ^C#2EP=.-?+G<,/X=T&XO]6J%_L+3Q8B5[#-TK.$S.,##7? \73O#0$81M MA^"%]+>-
RFO3W@N">N7!;4&V@S/^-J1>3&UK)QN3S+A6Q=L1I!?34B$*5RL" M-CMX05)G=_8/,@_=6-[T[=&/SD1K-A\DY"(#;?[FQ;YHSRUVXS6]697_V@:, MW\)D-\;RDJQPA7-
QN<(+Y3CQ-WV@;.HTQ7_2W @L<5:4]-V=(&?SV?16B9* MS&&V@13^]CCTO3KZ?*XL.1'W.%>6WJ.O)Y="8M!F6JRDEI^]6)N#>3N=T3-+ MY=HF=G! =*/?
JIE_/COGS,\C915>2+DFX]^F?%M>;2-^M'()=KFH=TO7_) 1 M+MG!MI79YVR%J'Z'XL41L!:^+<3#5#"ZC?V\(+"!#E^&JRJ4%YQ2FTN:UW?P M8@7*SK?
6R['4RI_!E^/CY/U;FOY]0NRJ0'A!-N<[I"A;94K+-?!BR$9I1\4> M!>2.QF&5)6:??EX0" 4;P-DF()JJT7A%2D1[\ ?Q?\?]O[
MMB;'<2/=O^*8\SRV9@V;M]3C6)T@U:=5=)#]U>9E@D9S^EN^=:8:K;28O#EU!W8 MNL(JRDEMK/Z(S6KYW0$?[%VTU5=?X>_1T3T_NRF.K>*_B*'XDKBM>>
M6DSRID05U*@#VYT#B++^Q0&R1ESJLC.XQ*+D@^TH)ZAOJ]^\Z321GX60UWN M$%J$6M5M,>L3^:_%/.K.)+Z0E^<(9DAU(@H!>BY]FG*I,ZN>BKE@^2,(AL
M%\")1+^W@Q..'?OJN/Y;L*ZO!4 \C\^AUAE8+J N%K*\$5MV,(]BERW^0T?X$(=8[W=0(,DYBLK#:[Z M?%CD4D$[]9=#+HL,;$4^Z":
Y.8##9D4HU$:8N7Q%P$.BUN(BC*_9=N#!H]^ MA&=H*8Z.,-!JNZ$X84IB1>IQ^CBI30?=0D0_:F/G5%L-.D!BDHS& *NM!AT@ M,^-G8Z#DUL,B2LC?T02TW&C0X>&(593;*_@/
[6#5C"Z-@5*:*^&@C9($5/Y9 MM!QHH+1K-J41-IH,-+1=:"$5:7LYO0<>85S5YX/2XL[ZMD211.[>3<-KJRDC M&\1(:S\X2V\99ZG)H$-C)$5HC)'45O%@?
Q08[(]*!GL/_[D*=\%7OVVHI98J M!HI]X:L0AQN6ZIC31EMO/O")9 *C!?!U%L M>?_//3/'36P\E/B,OA\"BS+ RN.!AH0N5GCK8^#3>6JCR= :):H&Y*8W7LH!
MYB3MLMYTX*%20N$)(ZVW"%A.(I4#(LA*E6;#VCXX[MPU+2"L3H3AEVVA4NS/ M9PM)Y]_;1]>[!BYWO>!.L#P&H0/"OWWWQ^]^=X;*/UJ@OWT'#^TD@F,+SFE
M,WJ6759X3O&ACAH/.491<[BED0B1S: 94#_(! JNQ'M@/E0- ?K3#!"EK&7%6)^A]>-<9K09:-6]!AM1_MSD@5(A3599&!]9<9+-;-LBM./\\XL;*7%T+G+)[7@:+XD'+ I(KIHP"LZL/*
M<9I%]#I.-&=:CM@LLM,$K)(O+P=K%M<+L)K^Q!RE668O4*JY-G.(9D&]SJ>H MCM8 M_QRQ67IO2N_,P(, AQVN6XTO6OTK$18[0+,,7"#4#0'*49C&>
MX+YIQ*+D:,T2?!.M1CA,#M8LR#=-#=60G!RI689O.)V9D4&YKWX 83Z[]5F_M4#G8Y<]KOJ7[P'=0/6H'9<<+/-=!E[OO+ \E:]@>-8BC-
]]*'#3C+!G16ZKD#FD.2'74.+"*3C@YC@CRGH%M!DPNZ@[,@O1FGDZ MUIMU'3 E6T@S3QSOUY9PAO5QTX,IO&)>Y-"LP;L$]\![&%#3@D'NIW>0(4 M 96GAT)1[^S&EH?
RMZ=IO$"X#?;Q5Z@=TK=@2R=UG/^:FWYMN<[2S\99VG0T M7M_>40>R;Z=WI6+>&6*"RLI"?9]]0E$&24X*Y] /.!DL_[5L[*CTQW1B76T+Z(LYY=@!0EJ32.:N"FH^CWHO
M^RSBJ,5320W&:*X81"9Z.FGAW-JW%J<&4?_LJ+8J-G[S6S]P?XW"9Q$38B4FD!3);)NI53J6W<2 M8-UT'G(82/M("J =B-PG)<7>.B&0V/R>9=*=!$ABK+YI.IX$2%U.1S$;]R1@
M[I'I.,_"1C%3E#&&2DW5CV(+4\GF%K/2"[WR*CSYO"?E&V^ETG)%'96\GAX M)@&;)-UR9EL-8P7)BS7J-%;\#*MPE$T"$+%=Q>.DFP1LM[FIE-P$NAQLZJ.
MX[&7Q'%Z\G&JW,ETA?8!D*<1-K=L.P[U;YQ7(T4=/CWE']1MG\FEI1DT$9&< MXJ[O)9,C$4*#+F>M\:(<0>S:EF?H3:W1QN%7",PJ58A'K"#K=SUVNW,NR#4 MSH,+KU-
N4CB(]R9_RXHD#FI1B>M)I/6@!682-9!JTG0,]_S]M+A0H'@UN'I MJ<.T.#<-JX<^TV!N%UIK?8;?OE$T+A!QJRN,]Z":1"B)'!";>WL27D29X.4< M91+N#)G $9-
:S.BQ[T]:N=ZX[3\2X?RO'&FS)*.7(W?C3.%EG3842,QN@'Q: M>MN(KD^CU7YU!FF61%,S^603\^94[HM>0F]O/,$K@36LA:TUNJNN@*XV2P/@KIPX,;#E=]0"0#V6K3U4C:=
M*ZVG0#\'C4+PK);JAYUO4=ZMK&[(3T$(W(.?NIOM"T[FB*I'/XGR_41G'=@ M#]OLK&^4R8B\0>'V_@ 1CC](Z017R8"_4/# S)B&H8@176;1.2G #P4
M=7$23H\8+JJIJ,NT]T!*$$E>-2%N^7!1U>LAZOHK=#%QN]=*T>J9[?<#'6S ME3RR'=+N_15G^E]AZ[DM\TA,:3.*(E!0_?A Q^.YB$X0?F>9I(DMM4AJO(% MI 7!B,-NME-
/&C4HH\4WEV9X9_=1/Q7(7,_2_K-U_$7#.;>HA#3;3)IG]]%A MR_85"*TF131S,2B-U>Z"-/[K(4%7=J'8[P9I(.(K^(J?T'Y MU3M+=C8OG"\EJ;4HV@74A"M1'.7D4^3ARL=KX?
*]31>TK%?K-.%[_QBA:$% MN_=)7"=-KO.N*](CIN+]:H?,IH#ORN[U+MZGFU+2W-M>IO#H;Z=A//AW M*TJS6D'U$:M\&P"EE@CJA5NX%UP;I/=#LX^/@MK+
(YO7]6;T"QK"VJ&4> M!%^BZ],Y0':08IP=]TSC+7,4ZJZR*__#@:^?W7'W[2Q(8I9(ZJIM^H&GLF M$<7!-!I1[D_D&M(D .*R\U0<,&1$IP56Q5Y*W&1D.*>%4L/>QID-2"H\YU0&
MB*TPU@DD;L;48E.;1&"9P+XKT=RTH&%N-J[;@5*!;GW;T!L M-0!<:3ZF$$#I]@&D_[_TKY=I,YFL/443[PLTFF115Z]2S(MSAN3>>L3 (!W$ MMUT/5.2>78 (=!T&'R[DIW>7-
\BT2RNUL&/W(ZV>P%[M7CZE#+@^_\?VTTE M#M]9G((P=O^-_Z3,G]7#3&;9Y[&C?H6S$=;'%=];87B!U,@*FN/KJ_Z^1DG, MXK]GU>RB,LQ+#G/J\"*%U1:"O1LS
MM*#71;F2SCZNTKPWJ1RI6Q 7"B)Z@I MYJ;[U7X=0@80@[5GV7@'T5>-I[-N*YHFN)"PHJP7&3#IFR=KJ!!@GL;TZP^R M+[$TQ?QUI9CM*CZ",*\KF16SJ\#0]2T*289:/[LLV/Y
76[.[BKS)I>([5KJ MDS@;QA==%(]U[8=I#XJ/C]&/>$1^$;EN=8!JXV;:@B6M3I>NJXCP= M5"^9T-4(<<]--:4EITMD$G=Q^O2@E%%G.APF@,147T6=SW!8^B)W+ R3:N-
7R>DTB0,)280'/(3@+D7BUJ-WB*)U&!2Y+P MP&31DZ!B.<*#"-N>,JR"(H%(H,0DMGT/XD$C)&,2I>7ZEA ZQ91, GG1DVOH M<)5>%D$W/B+GU!,)ID$K(/2=F"I65[;7F;U4)?
^I.I;R<=6,:<4B]BVN[N^38_MSK&D%6=K M5^BF>(A#-1O9H_*2ZE"A*?+"F;7QZ]7A6W8]M;FZ(L>U$;5M:GI[/9MVX)4 M*LOOYS[%7I26_*.^ZX\[C;&<>M;]6
G<@BE)TNXRD.,5$"=1Z5WH1.631_LH[TX+S=8>N>XB M[W"%V_6Q_K7'M^]P<+%9!L"11+EO[2-P$A2>U@S1QLO2:K'G?X$>6UPPEET$ MH$GXU@3"UTW_;Q&
[I7#QR4_CE-_HDIL3D_<8GZT-Z,$B16P.=B6T2EJUN2,JCV^&, M8?J<1\18>P4'D9G7-Y+3R0HO2-,!N5W@OW;'[+.7U;OG'C!:S)/CAA>9=[&C M&UY3E!,Y8\--
%!GG"&B_$5.GJ]Y775.,W]DNT90$NW\8JU R98,;XGRV%%% MH93=15%R2Q:K#-+R(H)'N?4:4PM#E.,MI7X/CPB+160BP=OF[H0"M"F0XY%^E5_GT&&;QA$HK#,-
#?PH$FX6?O/J M:;5^W"QVR]7K M=O'Z\+S\G[?EPW+WSX7CN.F\E_X^"$]X) \@MEQ/!^DS"N/2 M40G_*HY)^,>O]\CG!$)(P?'EU3J!Q3>W'K)(;2,W7&\9Z :7%^M?07CO
M65%$6**N;]%UNL4PJ>MZRYMDEP1G)B*$&QTL8W BUP+G["I[Q,GI'82K_;-K MIYY4&WX1LFOB$&EM%1(/KKP8H5 - ,]@%*3Q #Z %YS1UGX!:,!4]K6QS,1QK$()O%F7[4AH-

ND^-2/_+M_BK,%M."FD2F\F^ MOY#:MM=0 SE9]$4G-9,\DK% MMV7XBRL0)R?P LG4Q9-+_\4*OT#TH:Q3>+!)5-?Y79+GE L;^%/(_@60Z!S! M013?W(!4A'Z"JDE>@
&U@6"3IG;K*]6:P-JL#,BH):C@#W+I76GUID[&@&H) MIPX*]J@MXEU4]:)"$U5A'C5F$LPU5:+D4MQ'#:FH04!@4S?YPJB1I%@D\O.D M9A48LB* 2C"
(1VL9I;$>GERVC2+>JFEP&/5FN,EB#C_?&C6.;4:4?,LQ*"_M&U#82U=<'R29@T9-2C<)I'6;51]1%!H=;UVDIMJ1V ="VFP[AAA4-1_-=$+?
M4^W&SE&GN.BZQ\C'81]0Z;#=NE*8B U::B*0GU/L?'! WS"9T,A6Q#ZRIHR! MT#H479:35F4=\073^O5_)^^;C5/(BW>Y[L'?P4(V"4UEJ7--]H0,SP3WI[MA5$&-K+ X]1O&9$0
T#;VZNMW[2,(L@S'B _\0]K /F$@V\+1(W4B53B$GR+ MZ@*M9J?@KI,1*:R4W5:73<\,X"6W58AZ69:Y3*P&4+&;JM9D;9B0T*Q 6U1 M=$L)$D0MM(A"C
H;9;%CK.X:;G&E4;901# 8N=N]6[9'RE$]-4JCQKE0 M-^[8$6K5?A@HC3V^HQ._HHAG(_>""6\X!J9C=9MV/_Z$1.91>PPE84B0PB>1 M"I\+-H(R,&IG0W=PZMI*'_Z#!N?
2Q[Z]N+_?O#T^//[O^O%U^XA25*QV?W_< M/"\7=\OGY0X9N5O39QMI\=8C?S9%E\XSPK^3+DRT*V(=WXLGYFM46, MVX)TVC[F1E.5QEXTH+O 3ZAHL]NJ'OHZ#/8@BC
#0XR/:PZT3JHG\JE*^3O7 M).J-57L,HHR3Y-NNF=B]=5IBK]'C;.9,?'\K QQU].\-6#;9[B1RJ F66Z#P M^4DH9-V@HIXKD]#&NF'6.+XFH9R)8R5X6O82^Q7$EJ=3@!)?
Z9/QA"81"SLT M]/J:B-3225UU862=6.U_L5!FS7@5;MS#,/>6YZ'@VZQ=E#6DS?;6 MMRJ#P_AB-T3D63$TC Y* VE" MI(&X'C,2L+VCLDFM0_?#BL':L]*B?
LP()TICO7;&XS<0VFX$X&!M<'UX942T M8*%N[U*GYJ.$UBTAM-4VZ08-,9-S.>_SW86@ ->0V@*&EYJ-RVZV17_*3DC3P;B]2 M2ZKO#/K)R.>=2#Z?';
[$D/(&.!D;2;P'VBG=S[=D$P((L60/%0:\98JH!7R< MO?EN'-$S) KTUI<[T3A&7D@ H-LMD&L@(R&:VBY /ZV2.(HMWX%KE K)73F6
MK,\;"_!3$.Z!BZXC14L_#>KK"4O2EXR%;2@"Y*(T#>H2DE7Z2M'U6_7F27@% M1.H]LC37L0<#MBJ\E<@C#M5R](!QJ]=EY&CZZR3V8KMEJ!Z52Z'(L=.6I,.@
MW;0P"7>GR!'0AOS8@WC%MFC-JC-V<(A&K K+ZL5TE#O.?S_S.T[STC1B$P11 MZV@DFT3(@OB!VY/I;1)!#WU:V MR%S %YJC+Y, :WF/J2.>#V!M'G:5(W0(0
M[9'#I2V:%-9TJO[/*26(>GWK]Z>5F];G>K^W\@8)/T MZZL]7A$4R.QZ"+2@ M$.X#N!J^<0*%TD;$-$:9BM@[=)MJMFL:HQ6;+/4MVD3 L5:0W%:;H6?@<@X^
M;ZWG\=BSBU_9M8Z,NHMT1N.'C?@_L>!DM_-AU M$-SNAYDJP-8^ B=!_LKR5"A E76A.M&Q(N8E?T1=5/!MH[^[D%_BC'N\8O: M2)W&J9UD4%O#IUN[J5N1T]D++B#-
Q),:AY@W%>CM-5L3]IW2L+/)W8C/ZN^M MW3B#Q0G=Y.P'G>S=C87U/T0DM=S M$@#$"A$538]^3D\EWV[_(G@['YE,Z?2^A"N)K#]72R:Q#MH?G,_]AIYJMR B
M3+QKF,]XXU,[G(UD7>XP$DMTL6D-PO2*J5IW61T=NF2)X:BAY$'3,;Y<'20 MK"42/T8R9K:UEJL%1F%6O*X\N1UEPW -9QWP>Y(M/I])XQ3H+3N#L^\G2%* 7!0"M($?
7_GY7UDB5M*->;H4%B52]:X"N.LLW_4 M^F2;"$7WA8XO4>-%Z>DF,-&EA FBA#1^$.4#D8-$)? 47"FIA0P%72(^/72ZE.H%3A!N-ZOXI91'
MD1Q.W/4MTAU+>83%NFY&8#F:VCHI"WY&:76@)%= R+A&0VZK5V&%AGQ?FT-+ M)QWJ=I13BD(.09D(HX.R262,?XT,0,P[/(2&R@:]]#^0%29DG&NZ)?K,K>/%6S^I,H#L
M#W3N[-P3> "1',I8,R=&C'5]UP3K5D&Y)-W?D%_M@OLCTJ,N@(_- I:W^@H; M14?W_.R>W%27)YM:15\B>18OUC?WE)R$!\[53_)8/X4HQV 8V X$;I]@Y,@
M^^EJ5P]%TI!%NJL3!3(?)I @&KBT*9IL,Z"7;N9R\4*9VKQKS] MWO5<^/WH/H"'&G*: >_R]\ C^GDZOTN3VTC=C'RED*U6^]JH0VZX['*5JX:B M@(^]C J?
69!2V*AA>YL$L='M=F68ZH:RR4'#9W K0T8"=NS[C\]Z-U=@X[2L MS178Y@IL?9R(A,Y&0=>PZ'#H1'MR^/.K*W&ZU1M*D^ MD#*;K&25%QYW6FDQXFM;A3X@&R$573
[X*MYT^PQWYGI',2(MP6RP77*08JVM[$1J!TBL!W39/N-3F6I58E;KG$?COQ[>US*..XS0_LDOGV^ M#=%VOQY_,SNQ/UM> O)2AZF5>NF7&"EIL3J\96JQZP8&= F>;6-
W,7(<@?R. MB]&BQ#RFBHPM$L^.L2,ZQQ,.%_$W..CATN,P5%V^D0<_BT,KHM<-7GD.H;F M3-
A0M(CC(SAA&2UE<,5Y&AQ"ZS1;B[2R%B&N$/%D'2&UFXTFS/O[Y+;JB*E03IA,IMENMD#-^3BNX,+MAQACC;A91=#9?72SI&%! MMZ,AK=97MZF-(\%%B3_=6VCD
M2NE!:Z[7U>HLO67*%2A3X>BHAW9X_5CHFP]B5M"9ED(M8-OOG8L7AR=)<57 MC(1-F7D2 .E_E59#R#@DXTHQ>#(13@(LP8NA;&BGBU@7,W1=OYDOB#:08_N^
M)XB48>X.W>"[]8+>!"%C4EP'"\!T;X?R:@+DN]SSE4.:.Q4U0\9P]Q=U]>ON M0'AZ#BQ_?*4D1N610T-8[>\A#;KQDV7C$BKY7;\@#(.O\#"'#!8^H=KGA%XQ
M0:\=Q9.>;PRH56]!# D?20BH!A#=J=[611FX+\!";#)R4O_G,1(>F8BS.B@ MS23P:?@Y\" ?PB3-+ /\!#_H0BA5MW$*6QLL$CXV"TMBXXG4-P9_E?V'%,]/;: M,
$*\.G36T^QTK,L1+9F-#N7/H0R@212;.^=VT*U.:RJU5"P1S77\?7$2X< M\7PM/=11247L9()+;"H96*3U+!!69.9';C-'\LC>:(SQ$QIJ<^ SADULJLFN M8PR;T%
C&9(Q<$ICV=4XLN1VR 5O'REUC>MMM)&/-F[TY0F> ^6RY4):$N,% M>HD=TRT\5%\R5)C81O5U(2\26FM"1[W6V(AJ2KVMYX/[X3K =[),2YV6EOP. MZ466SFZ8.@A\W_V
2HL57A[P/5Q*L"=W-V6+0K3K+7%!"?+#;&[OC"V4U9% M\"7*)KOP(+/W+90O*2WJD-)*E.0H<^3K*SM+2,M'RYR-1'I"_16-O;9UR?E, MNK[+5$??LY!O9!
(A2*U1DWRNC4E@U>X4*1,;I_=A$LBUN2O*N(EX!B8!'MN+ M4(:.8;*?!%)M]G[6]BPC.PFPYG!P8 MH4EA"_=E#3P'Z?>SU,'!Y[C+WXW[P&7 V7.U8A2D3-O
_OY;R)NQ6]_]8_++8/*R?%Z^+UP?\P]UB M^_APOWI9/[YN%[OEZE7SW E1&)<"/^%?1= G_/7'1H9E$1]!ZUY8GFH_-(& M>'B,J(+P+GCT8]KMK2YOD!O;VC*]-40)PV1W=,;
3PU82Q\56(4< WV:<6^.LZMR>!G7BBI-)I@+0V;F9V,RV*-L M2G=6!!R$(O"C[/B^H:[NQ1-LO-P\=4*G<8I6[^*>?N+S0,EC>Z,/F%-=.FG
MB>9PC779*#&^-.@!LT$#I1XNY:>##NO%]5$D/'5@U>?#(T;@PM5G TL)@9/8 M.&?U%AYF+I03J>(.O:WDP_AM^Q0$#OS,0Y@<%@X49ET4SHG(GGX,MW>:[[-+ MF$I1R:Z-?
T4T!L99V_K&]ZN[\G]5HW#5S>O0L6* 9A/%$1[X>VG@44LVE!M? M.BA/::A%%)9',J>"_:W"C*%11DIL)IGH])0' MK!06A31MZB*)CT'H_ALXLJ4HCB\.*
[:D%_CH8DOEN;I;LIC!LG."5-OH2XS4 M Z28@.]PV29Z^92^P-$F<_6V+:(H.:5J2B5$0_8F;O^@6A#?V^?T3J2(SR"* M7?^0AK% #0]9DZP#$S_IWS*/_LK32=5B6G8,J9]09R\
[G,W@ M(TQZE P#0^ MT=OK8#X?[#7R[72?D8"A"\ "O677&KYRAD]!X)3-(:\!CCI9 M^G;J581"):[W7F^H-8 M5MM'H9[_IT1"GC>D'.3O!NG1%>T"2#MUBGD-XG^">/LX.
SE*W^OC<^"%/B M@:PS^PFUHTDC P_"6/:0B_;7O8E!6/J0[_N1:_?)$[@^;1ZP9 6J&@JS891! M[_V[YD&J@R/PUQ]^,A>YSRF7\YUK5%N ?EHE<11;O@,5K]1VUQ.VZ;K2>0"-
]26%.1/Q>X)!GA7:('!$.!\[.DI6SDH:4Z4P\ MBA='+[5AKS<$+*(86&) X"3R&Y#M]T7B'MZXOTF!1,NW6@=S$J#,%;E;)(7 M2%BY3=Z'-[>GR \#W08T4H87GY"5
+C1LU<1+C[7(@*AB-'H;6&+_K:<@1 M>#=JM(0"]N:\=CV%!)(DC@DEP),3/U@Y2N6MT*A7H#5X,3_A#6QTZ5[^3'=DT@=UPO),Q2V:8"J%WLG MQM]/(FE=GW>-
G9&>L1_CO/8)9J^^ C9@C%3;V^R;&0A?!I\I1E\L6-(J$&$;3EK!9^J!_'==! M/E^1=0UO$NE2-=,4N]WZR,9Z^AWRP#7!;-U^7G>0_JL"N4&8NY5&KE"H"6_MX[O F^05,??
9+C< '8+,G*<%X;VNFF,\J_R")A>>R[4YN%)U=*^.JW&U4DH> MVX4=0W$ROL#]GRM_R'H%$;W^J4\1%35Y"6JFH$],&,3?VP=9+*WS$4'1I27>_SU$61R M
RK!\;C0I!SA$D>@+\PZ9W/3&+8YA7Y/V[KA*5*QL\4&85ZJ_58E9 ,0&<'? M[P,?'Q2)Y:$:NS^R$!]X) JK6@7VES2F]R$)KR'_::QOR=QQ)2.JA"_^(G,W M-L'HJV)KBP[#V,V=30-
)YYQ;BEDS8N"1Z$OGHTR8V9KPO_-!>G9#X'38\.-_MWUB2*QV>@Z0$IW]/,OG1G 1M95\$.P^]:<1HMM.^$/S$&$A?7R/^KW\.!4Y_S$AG BE0*!8+36G(+W-
IE@Z%BO>;WD"@4= L>D+L'/ MZ1+XX(#TOI$N@DI^*!SD-F=K5L81.P7(S>NEE9K$RB0@9XUFEDEFF0KB ^>4 MU#I8E"A)NZ2NBJZ.B5XTWMJ>$@AZG$KF^]Z/HW[B-
J7NC/D5XC_XX5E;-632OC98R.BDJ=5XGL[@C=S!N'UG=Q[6N0]DT&E&]<\$)K=@B M(79X7B$]5J@U5'FXR@GFI?M+3BS!R?W=8WNKZ;-Y:>:[O:L\IT@;8)KEH\CF
O,'UH"8RU$:A M?%D9K(P*T40PZ.T-UY/L]3!Q".*COLE#$<;SPF*RK,GPN7!D?DN9 M80[22' "5UIXS@;+<.ZP>LRN'AUCN,;2HQ+Q5O# M[$@<0BT'PZB9QL9-I%QR0ADTKM-
X$M -=K!)9R2C=LUTIFQ.@6PX\!3:IPI) M M+8R8U30<%W4.X5US__BZ(%H[CIO-=^OL@/*7XFFA(8DRR0*+%:B#V#F5J
MQW,0197!L8Q>E,;J!@\@VZOE_V&JM(P.D@M,K4/PX09)A+](+X!%:J90L\9Z MP=H*X\LNM.!)8K<8-5D]]"'I-A,6HX,Z:U0(+'1R6]YCA,ZL=1B< 4299G^B M-=>-
F)C;D]U"\@Z].R/9-?P(W)"^/YN-M&)VC*U);2X91OR=!Q#9H8NE'1** MC3:2Q[!AR2B+V+Y<^S1T<]$J'08?_0C.QF-%1+3#@93BJEP<'0;ND1FTJ& M\072Z=&[;)!,Z!&"XRF-
E,&7.4K]0[:L$4T*)#340QWJ).*6U2.:X#CVF.)V MF?.:K(HH T["%L+6*JKV(X,;.7I:.I54*]9=JD@X"9KB$BBO>X\@W4T9)9K- MNP74T6_
%IFZ+FYW1$QQZQS9TWM?!+!VV*R)=D>,(E$^@+T1#!33"+?N1@MD8PC?:02O\(Q\+,X"_VDA=E/9O"=P-*'0C\-$)Q?*/D-LJ&SHZ60,?TRTS M/+793CUIU*",&)X4=A]S">=7R
.MQ%.9C*K$\M(A4I>@T5"=9_8:YK*V7'2I MRCJ[4!Q@[@!V'QTV<)I&M92WM7TO-[LH=#;'D*"!\VB%J"04V1?8TECM+FA6
MG,,7@E_!5_R$SIMX^NHVM91R.LZMWEFR*W+A_"N)4L?8+J#L6QQ F9-/9M78 M!=?Q6KY-=&#*>K5>,U[XSB]6F)9"[F_RI*_H1M9XUVU %(>NC85[-&YT$SHK
M#2V\@^GOTFWJZ::4-/>VERD\^MMIF)R\,0.@U!)!52X+VDXGF@5FHP99H2Z* M]-#S9_4&%,L:9\^EQ5@(OD37K?.!S!G%.#ONF<9;E$WW%<1IS/TSG0%4VQ"&
M6IAIB*:NPBV ANG$?T6!*\#YVW=QB'=3]F/@Q^!;_.AA++YOWT7@@/Y!LY1= M34VN'__!<4]70YGE>92K'U0K2;6R<-4LP;"$=4,BCPTD]I97W%KFGJJ#-<3O M3Q4YNG:?
C:5_EN=-,!-H/747KE$$/-;]4YD29H3B M:HW0&I(C?'-H)^_@^RLX+:#0TQ"Q8=,9!0[NP,L2FP:@/B;>/"#4L\46.Y+A M,/"M/]L U0<$/VI("33KE>'S%V ![=:O/K#XR1
L&N:R/L#X#UW D&N%ZP.J M/XT)*J+YK@_4_JP+:C=:\?K YC\-P:;5S-<'.'_1#9S^S8!]P/BSD3"6C'^] M2,1ZJD0B5L)>8-%.4ZA9$_DFG<6"56.]5$6"U7*\OBYV;YO'U=-J_;A)L[DN
M7A^>E__SMGQ8[O]S*4AU_WW:L4X0UB1_!6*!,\N9%1P")?&H11]>KQ=)3LL MV9\E!7UQ=QNTB-A]D* 2"6<4#X\R)%,*(A*;#5NN$9R3T#["TVQQ"$$6SE@=
M%#"\2*SO^*:D/L)JZ6?L#3R['R@%=&SY!Q=2^B**,K?_6+]*PCO/2MB1<") MOD77Z1;#;"UGU^5-TYSVS41.X_)9@>]G*"?[$8@6-N3487$85U@[K:W")5F' M 90((G*"/&: &E_?
N<2QVC*<&I8XEK6(/9U;+<.#1.\D-LY'D:G'$?4(IK>5 MS(6V<*Q!"+Y9E#U+:.0"N%6804&A.F(S\U:XK_-F$UPL+[ZLH:)(LLI)K*L C- M)(_D[0PU9#_.$C*3!E%K,
<*R\K2T>@'4R&/7\IX2I,R]N!Z(XL '>?)J$EBM M?;0)6U_8=G)*L'4^NP%&D1 X.JJ,^[JWHB/^2 MG5HK$X'PI[Y&8G)$3++>7[^)S=)07'Z"PCV^YID ![5I7@.1\DKCXORZV,FN
M_CDN:Y76T3[,@+@V0]:U=B._P<40,$@Q<=+1,",LCB]FLJ,QJJCOX.EPQ#D M6#&6:J SA/CH/J;;&#?5 &4H&A+,A56"XC)QZ0Q6:SBOJ+])8,,U]ZS.2#'(
M2JSXM=:3;)5T&E:]2FEJP^9($V!X)FG\T!0SH-;S;B5DELTP7VX& M/(9,GD;A-\U^%*0O[/\N\O*1[*2&WE:X23ZLFVEUQJ 70:=V5N@_QO$EZJY MV]ER[&3<1>KO176=4>B-
]\B%BZ$65K@0BXLK0&9K>J(1L#33T!L^M5"+B&S+T MYLY-G+:[\K0&SLWH76S:\O*/+M\M/K\FEYOWC=+>[O5V^ON^7KI_7]>7F_M?-SV$40NP>=M(XN7"\^$/#DK,
[$HO;U"MWUU2*PTH^2VZG+0).\1W!$HZ\ ' M2DX /\7*?$EIK=/PF>&L]/;F3T%]IH01#P5$]_3M#=@G/KI$"Y";C36*6DOCXI"X9:BJ9DZ45K2V7?.EX&++,I5+ MM?1#UQ
]Z91A:P-.]KMZIJH% O.0UB:[NQ1M,I_'GLQ =]9>Y;?FEV@ MET_-P'7[E'K[<9WWP,&[=N-\:6%8M4YZL:W\"D'AC[RW/ \YOO.TFTMU(CO^NX5GC96A[JC*VN,C([=5-
MH1@(VNVK/;76FF[ODLSD:M];A^ I09I%_F$2:VOM(YL1US^ <_="D?L*2]"5C81N* +DHS0S_<9N-J%*B@V&.T=H-Q.5#)MII*I;M M7I1\0X!C.9V5(#<:+S6?Z:-
U'XK8%PQ'K$]K6W'32<"^H36>W $T3%M'93MS M*."&0-(62R,1D]$P+'[[2QD@FF%#9S"XPVC:'57U,!(*81D>2B+I+&LW&8T, M)Y;4W8:ISE#TM(%J J?AP4?
\FX;3)FEXN)$@'AWMGX:'((ESVI[LI8;'-'7$ M<1#CJ:$7>=5!2S2;&EZD;W@4.U.B5G%[]1I;C[OGU7:[?MQL_[Y Q;;N5R\O MJ]]?M;G7_C\)D\OC-]A(X@B>X!/>69Z.L%7"D4# !B/'!;?
L!#Y(#:%0H7D2[M(W##Q_T>;NEEM/!C*.![2>Q^ -51@.6Q4&8>R22)LYG6Z:U!.O70-5FO5^=U ML(_29 B=N-E>&)DC^B+IKQMM'?7<@O8,5&]OA%S6!L#?YK[:8N@.]T]H(+
M2*/\TX.$&;!;S^V-5$?4W3C#EJ<4-ZB?9G]NXY-EV%?P23-=E[G%JFV,]5#+ MEE\JHK+DHW\4QNQ^Y*&*_:Y/(4+G->#0]WA/H8J)F'[X:HT&7UQ&_Q)G.VV.
M+6)#+TQ'XQKM\ZR2),7H["Z2S!ZUB.,8T)'4Y>BH"9(&&OI*&1"Q-SW-3)RF M)D<\J8>;N;0"H:3OT^QG/#UD%S E?8UDM&IK/6B1258-K5*M26*S\=61'W\Y
M62,KHE5C*N)Y=Z]WU<*84G"5]%^R.Y,,,-$Z!WI+' MO?#]!VKD$M!@#;PXRL__PLYM_V(>+#P=#/.6B4@ !25A!CKL=:*T%P%5+1. M0+0H-
7PIB:&*+@KNBB%JZ:B8G,Y+>UXWW %4H8J*";(^U@2JJ'&J2XP MB C$A@8[=X&%2]XVVX)72AZ9U8JJWQNJIMWSKU'?6F;@(UYKH%D$.3OIE=W% MN&Q\I5NBD'I>
(<$4OY0NLI'C0[J^1,IA)S?NK^NB!LO0T]9)V:*@JSRK?0E4 M1C@@N>VTZ$E]2%GIXF+Y]B=DU)09,CHH+(6"I8LU$C>9(7Z$ALH&O?0_D&08
M,NFIUD@+A,MD?'34.V^OER1O;(+:.6UE:[NI$@R@"R/Y >MG-/X %$=NAB M&P'1#=KU71-,Q?D.Q.G^AOQ]%]P?D01,?WQLR+"\U5?8*#JZYV?WY*9A>J1! MB[]$\BRR,O?"-^?
J)WFLGT)4D2$,; "<",5 XLO_?KK:U4.1-&21[NI$@Z%(>% U/^[WKN?"[T?W 3S44,5RX%W^ M'GC$TH.=WV5<,(28^7,4*28YHG.[68I*+N)6HY_6"'%=]F!: BO1*)H&H(-
MZ]9&7^",YOJ%.+]AV3$-!X-NEBH#4#L!RFH)U!J8G,A'AR88&?]U -W0KN\Y8]$0J%,G?T-@W MR>8!U9GO!\SZ*0DQ-?F5!\SJR8_3C?X2PU-T"N*D)O7P@,DV!?"HX._I-Z"_M:
L0GRNI#TQ^UA83(9=5+V*QUA8YMK>K%SRT5J"44HJ6*L*-CKG179!(WCW7 M7NWW *G751@TOA.!!]A87W(T3:VM!IF"\8CN+GA\?&E_FSVF%;,NVS._.@/_
MQ0J_@!@9V:ZNT%_<^/C? &\&$#U[-OT^A-@+)@W@I;UX0"A.J#+9QG+R;2! M$M^!B@%\%&8IMA[>US*$>EVJ$*'(]#N\7DC?/=*/
M&JT!&V%LU/!*=0LQ=3F_=78UR0"F'R^M.;KS(HZ/X(0/H,??$CBQ@M$$A] Z MZ:Q STD%YJ0"LO6;B">/ *G=!-7C^0X]&E/*-E'F\<"'B#+OVY+;JF,]A13) MW)?-=@HU?
2;KBWSFYL>>G0 M-B"'IP-PGH(P36B5.ZO:=Q7G>W1@U%P7OFG-],IX%Z;C3+D"92H<'4TWX,V7 MTZ1<3B,*CUJ#,D*;B]:!'2.^:L44@BLCK MI@@;NG'896^_+5)7"G3&Q?P;
%H&?>EPGTCOJQ'B>MGD+D/0%;G)W'<040G' MYNW9@?#T'%C^G#)ZJNX(3 +AN-K?AP!2RY-EX\3T^<6&(R#K_4@BP7/]> M481>,4%;/L4EE6_4UR#>@CCV
"*$>RLZTKU3;5V4@?L"+,26D.BV],]C 0Z M)L*,#MI, I^BGP,/+_\0PV,6_X4= M$$!OKPT#0+ R?(_4YEI-H"_;5I^\&Q'VTH_B,$'#HQ:8;6TNNYXEE+%Q32\< MB'GAB"EIZ:%.?
JU(;$QPB4TE XL4F 7"BLPWR&WF8 79&XTQ?D)#30;=F3NH M9W/U]:8PSD">TEBCP7?2I6Y> M!5J:]BQA$')#VT=R5>U&&VTDUHT;?
7F"\E&Y#J"0XLUX@5Z&PNE6I*@O&:KN M:*-"F/!\$%IK0D>]UMB(,ANJK>>#^^$ZP">RI">=EI;\#NG5-\YNB'GTPO?= M#Q!&5GAYP#?S*'&>W-
V4+0K15+STD;'XR7)#"'10^),HJR+X$G575#$(['T+ M)4))4SZGM(E*%HC+_G\B(:CT&[4+A,(IQ//<$S:=-R(B*N,\-A89NDRJ PO%5: M8\
5L]SFQV+MES)LAB#!*@TA!PI#"D*T,Y VJ_GU4&GSL6@Z9#2 M>M;S=89^@]1);C*=8> C"+KSCS[W,M\P! '6&7$;!(:<#5S$P/)%5K0PBIQE M" (L8K@-@C$1
]TU6K%.$$]20V,/(H3NTQ\3$;]M6PU M*>YHP^=_FSF*Y=_6&9B>9&KR:3NY>Y]:5GX:$+';]A0I?D!G0,9SW5[O.\/Z M% <;$"[Q9@:F^-C __Q:RO.Q6]W_8_'+8O.P?EZ\ M+EX?\
]WB^WCP_WJ9?WXNEWLEJM7+7-]X.0S=Q:D).2*0%Z:RA!%DJ>[2]$D M6[3%5RMT&J10OT9W^XMU*++6-HN(-@W.DFPWOE\N1%$8E^"!?Q70P#]^W;DQ M&O/2=]
F3BP/%+AF%%%U5WPZ,>TRTY=WC#H]-8AB!!O(L? DUJHRZ;K M67[K;F@PWJ!>LLI(5^L;#Y7MZU/9R^X M@#2S8;JDS#U";S_\HA,8??
79P,)FX"0V3M2^A3*1"S5.JM1,;RM9IGO;/@6! M S_S$":'A0/58C>*4ZLR79IK[S2G?Y&D;U%(F-QNW*IA3R(.WZY=A=D^I"P(ML9GDO9IRT\=O]A$QL*Q8(*O4.+VY>7)+'G51F-
323-.+)#X&H?OOPLXG2wI[A M^.*P D-ZG9(N,%2>*UOA#8!G@8L,OU@$>//=.:ILWYA" [N/>+<1Z=.\MHB@Y#E&(-^TEF30&^UB__>OA;O1-
/'9S@CUS^D MT2MPNLC491V8ZR][6^;MF_)T4GV1EHI%ZB=T,#R4ZT&WFQ\JK25O[=)G?(<7V]WQ09@2#V1!V4^H'>T<&7@0QK*'7)B\ M[DT,PM*'8IL?
N7:?/('KT^8!2Q;9JR$S&T99[MZ_:QZD&<%\3O>J[URCLP+T MTRJ)H]CR'2CXI:H]3_3*_7EC 1X*R1%!!@^"/7!1);0K&^L)--*7%"8 Q.\% M#GE6:(?X$8W%
<7:6K&*4Y/Q,\N=1'SAZ&9L:3U[8.5:E+R(.ZTO,M/C;F_P MHB @B0%LAD+!CGPI,O_P1J!I#0/7!7]B0%IE__02!F8^<*0HKTH-2C-GS,J" M(#9E0])@3+@
>OO4>SJ2^P@J,Q1I2N18?O#6HK<,G>00(<65I'7T8#*M$60> M/,1PLYQ.*B2D]1S96Z$U>.TJHW%$E&F-PYRN4?3*K?2[4R39Q?3G' M$-8(#
<&$),#V!8HA(FXKP;""#PL3)4SZYRXZG9C #,. M'W>6P!XY@/P0;9VQ5DNL#"U-YT1SYAU1Q$!XG2%63Y=D75GGG';*R))Z[4!G MM-
136,G(;WAV0+EDQ7%KQ/"L@3W@)>LFB^$Y!S4[=[M>ANEC%7XV?15ZO"/3 MBP5))X>[7H!3;M3TL@HZF4.5,!^^JS:]8*^3B4H'FR#I-DXOP$]7TQ6^L],+
M_L:K=#UD%:&.5G%XO O4"M;'ZD>CEH5[0,U8'XK[$-)DL[*5HTX4=P\,\ MOL!=F O+2/6&&W_G-.STU\\IV1]*>.LL!DWP%G2::M.5@%NP\AB6?\T^T
MG6,\+@TIC$CB"/2%>4)I8>DSH;-6P6!B@W"O,2DK1+!!B#Q%OY^'.AQ-EQ M8GFHLMV/+,0"HG"S/+P_$P#91Z2\]7E0;0E [7*QE191#Q%YF]L0GF3A5;
M6W08QF[N;!K(%,&YI9@9=@<>B;YT/LKT7JU)=CL?I&@C;%._7QW :5_?, (=N_8-CH-%>K3W- M[Y@'67Y1.U4F%A^6ZZ'Y0*$!VPMD(]?VN3GEY2137LX)#O6+%;G9]A3M!E;
M[)CJ:K'92$\>L[&#+>/2NX!K;NQPWN27-3!V=5QYU0;(,&+"38YACT693MJI MKMA01R,W'4QU(0;G\X.E%S;A&I1>C$O0?S_516OG74/[]:>Z$N+,JX/[7^=$ M0M/A3<(A"%-
=MEZY4Z? A*FNQ."BU6"W$DVXZ"R%?2F(I)CJ>@VE$0Z1@L$$ MO+FY4S_A"%/-O:65!X<[<&2]JS64,-6(*YDJX(/+3(2XE*FFN1L.^]8 E^ED M-
4A.)RN\K/:EC$5O$3HH[SS+_K*UC_"UT4O@ &\7/$:Q>RJGK(,(EFP6<\X# M^HOGG =SSH,YYX&!,;BLE&Z]7'QI_Z!<$*,P+@$(_RK HU2UR69:?SKHL&H5
M=1H#JSY71G;4I5$]J&W[W[1"=&P^DQ?+BB2GW'C1E^>0V14(%P3C-SRA7 M#N#^[K![J%I]MKF'*L_'L=HY)_TR/.[P7ZM]O:8,2D4>M7EQ9'%]% Y>.G"GQN7=D?
DL9="!W!"=P MW07/V6 9CA]6#W4>*\Z:!F17%E]GW=:(Z:QB]QG/5'Z%9Y25>,2<&,-;0,B M"6+(U1F\ '\((S&F5&-$S?!D]/9=/Z!. 9;GEP; L'GN=N%*.S\0/P3(RO
MK[&&WIY.9[+55^J)-C)C0@^G?7D1F&>CSE!R*#@#T+#*.D/#NB4XA"@.NC+" MVU#@D9V[O0-R0+G2U2?8#"*9<8: 4I#""039[<&%LE
MX#S1_3W7/\#^+H@6CN.F\UCZ^R \I6@I-E<\!U%4&66;Y8'109G VQ@3RPI M::QN\ >K[6+GDREBM%!:'8367+=U8%(VNX]DXKX[HT,Z M_C0P;
<$@B^B8K/^YC]D@F0R(FA&2C(9J"0O?\TVE1#@86G^L:ED&%\@ MQ1Z]RP:@\KF$(%-*(V7P9>Y_Y M:T3+\TQH:*QMLUV4+RMC-)G9<$V]G2-?
MK^$3I5N=I\]M9F7K0U4[!4-:UAD+'E(0V@T@=MP&+CDQNNF(\$C%6L^?R\C+ MH1-R;(H1&7EE F*(D9>+4-H4DLH!RCAI#$&"12)RH.B7. 8/O^0_6.GPZ0R$
MM%.5HGH:/G>QH[2B]1H>5"NZZDV5V_#$A8+*%5%]-SP[F@ -$.P%?4S^3[I- MGF5_D.C6M"W/3CQKH.CNJX<7SM]!CEJG'(5]9WF6CZ)0 (BC-]]*'!?^2O!G ME@9-

7%/"FD7E1<-FGWS%(I3J![WJ>_BU$WG)%E$$AW2?A&')S%)>I7LK0@YZ M]'^/OR7NA^5AMVU\,X7A!2Y>EM2PD+^^XKQN\,CY_1__R$'$@_XV;7>T74"
M%Q=CP:'UQ\"#HX_0_KG4855%7T,G2ICA1>V'21P3=?6!0EJUY;FS#,E8N+< MJN1MSI0J%,L&1''HHBM.B+G6E_$'-6?8 MA9,R0G\,G3H_9X437L5'$,*?PP0XC#UL
)TGIL,A='5]QC.&1$#CNQ[!>09 MZC@]"O]-E;?LV253=7?!UD+AVD\)RH2^"2Z6%QM&S_R;-_)[-B &5+9<6:& MV">^@S8I,DAXR-MZ>0(-6>A'69AT?6-^I,I M,R1-
[5,0.%]=%,%@SFSX:'2# KE]X#Q:(:K<$D%)*#DE^!!] 'O7=@U?07R6 M/&1JRSIY]UQ[M8=_X2HU41R5+9(B!\E X;2D/5>/H:VT43943JL4<0I\?=5% MM7&>X?4(M[9N.DRH?
>Q:#).]!0@-U6U9BNV.O'?)C17S&R:C49AS@W?CZ;35 MB"8SXJA)+56F&"!9PH@#)[=5=Q"Q[%GDXX?10Q<^PF&IXN$P[:]1N%-81BK*
MEF*%TD1V2SVMBJHQ4J*O2+5.U(E'W2:69]/L6;)-/$]F6'@J%8;:E@R(%,SNI MXT0<9@PR[VGOJ/)<)ADK:"C(:IQ;OH' Y#3DJH55S,-3@I3>" (IN8,4S9=B6&AWROJP&+,'JB
MFYJ>I<,DASP\UC@7L]S,G/EQK69+>A&3/'JMZ_D4A' *?GJ$VN5@Y$^0\:-> M=V /V^RL;Z.:]]+_@$HRVJ5INSR/M4G^'^HD\E6)T8?95,A[I+:T*MM=,VW
M25,O6GHIFX[0V4*G0LX.[XH(9$PVY[-S9-.;=.C*HGNNKA@*RO M^D.I99JI%&ZU,+U$F/Y_6A '[7V$55>0'>+'O=[8!,#:410GPBNY'"RD=V# MH:S[D^M;OLVSVVP
G.@)OG,910FZWK3:KT,(3 S6GI7>:B3B81 8G*SG 9Q# M8+OI>*&H<@K"F/VWE5[G-23@65M&E,H49$9D@+8NG1$9?VWD1L:3E@V*LJHX M.>^IAM?]4-;R=<1 V]U&7
5#HM]O8^(,AVB9H?] C% =QSDI/;$ %:S^$S+ M_-FJ(=NX^*=1@])D.%57-0[URD6+&KA< 4%Z@,"KR:D(B3*#50>O5A M>-&1<(=BP$&8"78?V,U7,H9C;@R-
E(^YD5Z@DKEQ6>QHC(^GL[+),2UPQ!FQ M>NA&B$03F @ADEXPW_;HL(>8QB?RSF%UT3%DO&;LH/!SSN[JKF]1S!?$Z5 : M#^6TOMUC+?>&!V7\7?3_YAPZO$5A]
.G4D\)AN#KK='T&EHZY\3J_?2:4D/9 MYI]5O:OF$2!%B;W%_?WF[?'A\7_7CZ_;Q^WB]6&U^_OCYGFYN%L^+W=+^%,Z MNSP>+[^K5YHMO>S>*D6.MY/K&7C0HWO
C^)V&GS=#1"W8(9KQ9RRWX "&6 M0!B>PS$#0 [EQ/)8_LY\3YB6_DGB+OELI85*68EU1@X!,O.!*,)S>P)-:M S MA\O4+G)3N#IM5H2VDL5D*I]MRL*TIOV,J
OCHXZYP\M4DTB#I,%HI-Y8]>"I MS(@U"5HG;BDV>XK^\PY%XO3G__H#'-]?K?/9]?#&+\!_X9^ FD9 MM]^Y3EY-+(2;^Q:WHOK004V\$%N'OGN=
[YU@B"R6J0P(R3=OY[@D]@*+RB[M_[^_MWOHN0]BMTXP1'T89"<\Z;988'_?<:NAQU^D>M]8=_:X(DF1*1_W?4^3N/_M.Z@?./GE8/(\WR(0(L#13?
1\9M7?),_%2<+,P"%_M,EMT[(:7U3XS'L)_[8Z9F>&R>O?<_XTKO*R@SK-G8S[M@YA<>)P^_1 MOZ*_QOFC03!B@-',KD&_3U<%), M!#K4MTU:LZ/G&>._6:1"HO7GHC)
(MO(MK2H+&:-$"%I,"R_"B_7-/24G[,6$ M/Z5D%D4)(L32O:[J5,5Z:G->.."=[^Q+L^5L@ W<#] X!>M/M9E?.^LK2A8M M?!^./HS@6%'UHM4^]^Y#$(?W[\M+GJ^
O9F_/KT,A5^^ BY[/OU&7[[OWKA_GC'GE M$#@Q 'FUT&E5SF$#5_G9_2UQ(9*7K.QA.G>NIAW.."?^Z[4PX[+'TZZ+\R^= M>9>>!IT&#X&=8.*%6FM\64*5.$R-E(OLU3D.'
VUDW%>$R17KO;/KITZB6Q(ML&%QFM.?EZ?B^C$X@% 3)M\TS%58>/.Q.0SZ:CQ)Q>AV(PNUG38;L%7>!&8!W";9G]@>TK[JE::3:CAL[]!^=7 M[2=R$,,QI\K_+KC'<<1WP,?
I_"QO]14VBH[N^=D]N;%5!J%#1SWE=J1D *Q; M;L^0SJD2>UL[;65U0MG4=Z!ZHV<6>9L6$6X6ZNG>SP=MZ'<$6R,Z5B"2<\ MT>; :>>W;8F#F3JQ=E)%ZP$+*
<]_L<(O($8GY>(0 MS@%S<^_C? .4E!].S9 M59NE8"9E8$J*/%U[L%X(84VX)>BB/=62(J 4!>#J *$6!N'K;%C MJ;AU@ 6D-]^-HRI_$*FA)7,C[N2*Q8K50F-#56Z20-X3^UCB:8W?
Y9HH9,B& MF5M\#;G#R:H2'/&1EI3%:^7=@? D:AE.^^BH>!5>:901'Y?@@C]#E3*Z'J9V M:A?+PRRBX>1&7H*F&_RVMYG#@M'*+IX#RZ\QVN;O6A)]5:4A*SH:+4>[DH,@
MQV1G)R%4-*\2?'5UVEIHN59;]^"[>]>&W'KC1E_0[GJ#J(2H&@0ZXR@F$^%N MVEI0D$):VV:5G[1<-;8AI'3QI>9V$>^GG26%638DM_-
I,KU3#TU0^8Y!A,4'+%%&4$_(S+3E!Q>..;*DU0W,13]K63E=CE*56&U^%B%A9+W9OFWS";+;5/2/6Z\LR-AD.76]!O"LB&,/X.KA MD'-6]UMK,RVWWL+Y5Y+:&Z-
=0*TA"O6HOQD3B$92F_Z@TJ!7_W\69MSI]V M"]+=&45#AQ^!&U;IA/! 2\K8 B\.0O#-:APLS0=:3@->#Q]ND$385UWS7Y$> M:3F)M^U3$#@HH#Y,#N4B4/5K4AP-
M9P@3SK(5.5%[R^$]>MATKF_1(^41BO M&_I:&FEGU6N]ZAB)W77\!>>B ,X"Q2\?0$54Y+Y>*?6;NLJBQ1Y8)R$4OR) MTR#:&VK)4I[3^Q:-2-
F[X/OBO8H=ND)LE"F)&2U^XK_/.R.[IA#("/S@5T MWP0I1^X'"M"I'9SHD(K*/X&3]W_\/4$L#!!0 ("0X!EEP+V9K M1P@ (0X /
;F5R=BUE>#,Q7S&N:'1M[5MM<]LV$O[>7%%SIAUG1I0E M.W9:2?5,FKASGLF?9?8'?RA7R%R:>$,$BP 2M;]^GL6H%XMQXYBGT^-,A/;(A>+
MW>7S8'=!:##RA3[_1@Q&)#/\%@.OO*;SBS^3DVZ[.SB*'R%PU$@,AB:;"N>G MFGX**2]5F5/R-J;?ZBB,M;+TOMU.Y?O1D*BR
M'^[ELE!ZVKM2!3GQ*TW$1U/(;GTBM;HN>YIRSW/P\-DTDY'R ME+A*IM2K+"43*ZO^TMS'F/N3TV&NBY5]ZS3'QSQV//! M487_B%"
(U'.Z:#G&ZSZF1AO;>]4)__KW>SR)3VAH=-9?LVV;$%S\<"<_+GRZO M1,39/!"/#,'#D;_"BD,(/M_$H;W%Q@+G^^?/_NZO*W7_^W<=@$^,=&X_"#BD0KYQ/25!-_
M$!A5D3V8N9 I5VDY[>6:;I=#=09C_UT[GF1F2I!)G)?6]T-,$E;O>D/I2*N2 M[D1OX=";]NG)VV]?*IS-[#-75K*F\ MGBY6U3V"G@A!QSN H)\0_$R84F")N2G-1%-
V3:T()$M98H:57T*/*5-<9=-+C2V!K@1_*ZJF \8[9Q:S3>D&?!KEN M;6I8FBE6W&*)6D, G#& 8)C.!7M2Z48BUV;B9H2R= W46O0C0O+%:#>L;"WQ MPLV,N6/MGAK/3(TW.T"-
JQ4NM8;7_6&M(=$]DTCT]I&A%]S2+G^)'Q5U/&0G%^@6G MA"6>1=RS+8^>*%^9*,=$[.GQV?G;T] M[G9/ON^<;$$XN0.$^T .H07L0M'S,"=:7(^ELG:/'*%T9" [V:F6&J9VD(!
MD#96+J0:2%$9]"!#NDA2RXG.DI:!,$VMM0!]JTF"?%,A8<$69[3*I ^&#IW* ME+2*'5"Q(@RIMV1-M>.J+2PQ+I1T(3$91S#((Q'RH J/5*6UEIQ/X58P8E'M M842L'9=+7OPU)!;$
\-XRIXDQ>T)N34AASM'R$>GD#N\?'SR>30]0>FQRIAU MTIE2[IA)5]@9'<8WO M-^$Q*5O.I8D[R?SA?0HQG/6H83&A& K8TV?E>_**'FR'2#/APC+N_#F;;^F MNPEW-I/H,
[(7%XLF36O+*%ZJS#:I+8SSN,'OHZ#,I=#T5XV@0O?A?6-R$!*9 M94V\L3T%WL*F)>]GEO70-(ET*K2Z(=WL8*[) MM[X\2D_&VJ^#HMOMKYSN
"VWWU\)KXBR&:M;BP3!^6]95XM(W]Y>S58/^ MJA4<^ M$7:9AO_/U?B-EOY'R$+/>:70L"X";W@3CK?SPHM2U11\PV-"4:YGV=-RX8QX HZJU:L M(QV*2%
<7P!AB%+QILOG&]Q'[&O'E*;,+6QWO4 KF%DMY"P"FD(% @?"*M>%* M*Y91JAP;/2:NI4IYW;PIMDW2HJ+29DJX.QF9F*;D"A/!G*>I-=OW8/HY#Y U M#_G+'M"VA^;$VJD@'_9\-
I"3CR/VFX.#; :?(X0;+)X 96A@H?F6LOX<@6U@ ML!D 7[2L'/5K/QC1"DLE7 G_[P+ESB&^0A\W=OYX0GVQ+OZ&L@59RUQW#E^LW+N5] CMS1^J%#\?NH_:&]*5!? :
<^*W@;SBOO M>;/LY*ZS8\^,/3/VS-CXWN66TH?N:4-G J]>%*: MC&9C#E9V&\)^1-QT5:;D-JTNRM4-G-DWTQ;5[Z8OIVWAC- M2X+P,&(!(',POB?U1$Y=R/F#(_X.X?
DW@Z/P[U;WU,C-Q)^SU^A8RLI MMLH#-BQL8CM4D82MX^&2NRT>\BK/]-@Z-*.)I+'Q_?7WM33^@6T60R"';[U5 M"WBFU>KN^3YUMT;NCWRA+
[X1_1')#+]%WRNOZ>+]]^2T:?CPHI!VJLBMD[Y7,,E4.N^+[ZJYW$-1F:CP;U-Q- MO*FZ[-,S5?8*528C4L.1,RX,S%WBU'18Q\#8C&R"*]#4KV9*[DLE)YV;U1!3OQ*$_'9%+*
<"0Z,]Z: K*<[GTBMAF574^YY#AX^ MFV8R4IX25\F4NI6E9&)EU5N:^P1S?W$ZS#51F1]U<^63%))4\B3?O>NBNV/2<$5[__M_?
JGZQL1<38/Q)8A>#SR#TY_ZX=3S(S)L@DSDOK>R$J":MW MW8%TI%5):_%;N/3AZ.STX[=O%=!F]IFKJF1KD*#Q%UP\N.@U7A&\%#C.28A*6QH@EE
(1RXI.QA>BTDW\)DXM_P#8[EM!56^-2165*KB6N MR_1HL:KRBKI85_<(>B$$G>P @GY"\#-A2E%,Q6UI)IJR(;4BD"QQG2(R TVE
M\8)'254*64Y%77I;$VR5/@"#L29%@4]622URF>*2%:907G@3Y=8$2@(8G;13 M%BGD+6'>)9T.US(8@RDUIQ*>@P529=.Z@!AC&99@>12(3SH2KN8?B_$3LM0H
M80<*Y32*,U1+8J+\" ZZBM)@(.L%KI7)X.88PS(QF"Z'8<^65V;+Z2ZSA42N M2N"1H.W 7PM4@3ANVZ7[JLRQ0DNOH$>5J:XSZ 3&E\#6 C^4U5,!XQVSBUFG
M]8(^#7+=RM2P-%.LN,42M88 .&, P3"="_:DTHUKLWS0AE:0C46G0D0O+% M:#>L;"WQPLV,6;-V3XU7IL:'':#&S3T MNO_S:"/IZ= MG)^J4IK+3F?
MPJU@Q*+:PXA8.RZ7O/AK0"R(!X;QE+U(BML3\MF$'.P<(;=.(6N\W#[Y;$U/ M4'JL,F:==*:4G&6!V=IR!\54E#:;T0)$57*@M/)3+@\W3KI,8 F-O0\BQ*U2T28ORXN0T*S,-)#,7
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(“Minerva” or the “Company”) is a clinical-stage biopharmaceutical company focused on the development and commercialization of proprietary product candidates to treat patients suffering from central nervous system diseases. The Company’s lead product candidate is roluperidone, a compound the Company is developing for the treatment of negative symptoms in patients with schizophrenia. The Company previously submitted a New Drug Application (“NDA”) with the U.S. Food and Drug Administration (“FDA”) for roluperidone for the treatment of negative symptoms in schizophrenia in August 2022. On February 26, 2024, the FDA issued a Complete Response Letter regarding such NDA for roluperidone. Since receiving the Complete Response Letter, the Company has continued to have interactions with the FDA with the goal of addressing questions raised in such letter.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company also has exclusive rights to develop and commercialize MIN-301, a compound for the treatment of Parkinson’s disease. In addition, Minerva previously co-developed seltorexant with Janssen Pharmaceutica NV (“Janssen”) for the treatment of insomnia disorder and adjunctive treatment of Major Depressive Disorder (“MDD”). During 2020, Minerva exercised its right to opt out of the joint development agreement with Janssen for the future development of seltorexant. As a result, the Company was entitled to collect royalties in the mid-single digits on potential future worldwide sales of seltorexant in certain indications, with no further financial obligations to Janssen. In January 2021, the Company sold its rights to these potential royalties to Royalty Pharma plc (“Royalty Pharma”) for a $60 million up front payment and up to an additional $95 million in potential future milestone payments.</p><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Liquidity</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The accompanying interim condensed consolidated financial statements have been prepared as though the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has limited capital resources and has incurred recurring operating losses and negative cash flows from operations since inception. As of June 30, 2024, the Company had an accumulated deficit of approximately $413.6 million and net cash used in operating activities was approximately $10.0 million during the six months ended June 30, 2024. Management expects to continue to incur operating losses and negative cash flows from operations in the future. The Company has financed its operations to date from proceeds from the sale of common stock, warrants, loans, convertible promissory notes, collaboration agreements and royalty sales.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of June 30, 2024, the Company had cash, cash equivalents, and restricted cash of $31.0 million, which it believes will be sufficient to meet the Company’s operating commitments for the next 12 months from the date its financial statements are issued. The process of drug development can be costly and the timing and outcomes of clinical trials is uncertain. The assumptions upon which the Company has based its estimates are routinely evaluated and may be subject to change. The actual amount of the Company’s expenditures will vary depending upon many factors, including, but not limited to, the design, timing and duration of future clinical trials, the progress of the Company’s research and development programs, the infrastructure to support a commercial enterprise, and the level of financial resources available. The Company can adjust its operating plan spending levels based on the timing of future clinical trials, which are predicated upon adequate funding to complete the trials. The Company routinely evaluates the status of its clinical development programs as well as potential strategic options.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company will need to raise additional capital to continue to fund operations and fully fund any potential later stage clinical development programs. The Company believes that it will be able to obtain additional working capital through equity financings or other arrangements to fund future operations; however, there can be no assurance that such additional financing, if available, can be obtained on terms acceptable to the Company. If the Company is unable to obtain such additional financing, future operations would need to be scaled back or discontinued.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Further, if the Company does not satisfy The Nasdaq Capital Market continued listing requirements, its common stock may be subject to delisting, which could impact the Company’s ability to complete additional equity financings on terms acceptable to the Company. On April 10, 2024, the Company received a deficiency letter from The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that for the last 31 consecutive business days, the market value of listed securities (“MVLS requirement”) for its common stock had been below the minimum MVLS requirement of $35 million pursuant to Nasdaq Listing Rule 5550(b)(2). In accordance with the listing rules of Nasdaq, the Company has been provided with a grace period of 180 calendar days, or until October 7, 2024, to regain </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">compliance. If the Company does not regain compliance within the grace period, the Company expects that Nasdaq would provide notice that its securities are subject to delisting.</p>6000000095000000-413600000-10000000310000003500000<p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Basis of presentation </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim reporting and the requirements of the Securities and Exchange Commission (“SEC”) in accordance with Regulation S-X, Rule 8-03. Under those rules, certain notes and financial information that are normally required for annual financial statements can be condensed or omitted. In the opinion of the Company’s management, the accompanying financial statements contain all adjustments (consisting of items of a normal and recurring nature) necessary to present fairly the financial position as of June 30, 2024, the results of operations for the three and six months ended June 30, 2024 and 2023 and cash flows for the six months ended June 30, 2024 and 2023. The results of operations for the three and six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the full year. The consolidated balance sheet as of December 31, 2023 was derived from the audited annual financial statements. The accompanying unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023 included in the Company’s Annual Report on Form 10-K filed with the SEC on February 22, 2024.</p></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Consolidation</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The accompanying consolidated financial statements include the results of the Company and its wholly-owned subsidiaries, Mind-NRG Sarl and Minerva Neurosciences Securities Corporation. Intercompany transactions have been eliminated.</p></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Significant risks and uncertainties </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company’s operations are subject to a number of factors that can affect its operating results and financial condition. Such factors include, but are not limited to: the results of clinical testing and trial activities of the Company’s products, the Company’s ability to obtain regulatory approval to market its products, competition from products manufactured and sold or being developed by other companies, the price of, and demand for, Company products, the Company’s ability to negotiate favorable licensing or other manufacturing and marketing agreements for its products, and the Company’s ability to raise capital.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company currently has no commercially approved products and there can be no assurance that the Company’s research and development will be successfully commercialized. Developing and commercializing a product requires significant time and capital and is subject to regulatory review and approval as well as competition from other biotechnology and pharmaceutical companies. The Company operates in an environment of rapid change and is dependent upon the continued services of its employees and consultants and obtaining and protecting intellectual property.</p></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Use of estimates</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.</p></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-

align:left;">Cash and cash equivalents</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash equivalents include short-term, highly-liquid instruments, consisting of money market accounts and short-term investments with maturities from the date of purchase of 90 days or less. The majority of cash and cash equivalents are maintained with major financial institutions in North America. Deposits with these financial institutions may exceed the amount of insurance provided on such deposits. These deposits may be redeemed upon demand which reduces counterparty performance risk.</p></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Restricted cash </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash accounts with any type of restriction are classified as restricted. The Company maintained restricted cash balances as collateral for corporate credit cards in the amount of $0.1 million at each of June 30, 2024 and December 31, 2023.</p></div><div><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Recent accounting pronouncements </p></div><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board and are adopted by the Company as of the specified effective date. The Company believes that the impact of recently issued, but not yet adopted, accounting pronouncements will not have a material impact on the condensed consolidated financial statements or do not apply to the Company.</p><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Basis of presentation </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim reporting and the requirements of the Securities and Exchange Commission (“SEC”) in accordance with Regulation S-X, Rule 8-03. Under those rules, certain notes and financial information that are normally required for annual financial statements can be condensed or omitted. In the opinion of the Company’s management, the accompanying financial statements contain all adjustments (consisting of items of a normal and recurring nature) necessary to present fairly the financial position as of June 30, 2024, the results of operations for the three and six months ended June 30, 2024 and 2023 and cash flows for the six months ended June 30, 2024 and 2023. The results of operations for the three and six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the full year. The consolidated balance sheet as of December 31, 2023 was derived from the audited annual financial statements. The accompanying unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023 included in the Company’s Annual Report on Form 10-K filed with the SEC on February 22, 2024.</p><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Consolidation</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The accompanying consolidated financial statements include the results of the Company and its wholly-owned subsidiaries, Mind-NRG Sarl and Minerva Neurosciences Securities Corporation. Intercompany transactions have been eliminated.</p><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Significant risks and uncertainties </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company’s operations are subject to a number of factors that can affect its operating results and financial condition. Such factors include, but are not limited to: the results of clinical testing and trial activities of the Company’s products, the Company’s ability to obtain regulatory approval to market its products, competition from products manufactured and sold or being developed by other companies, the price of, and demand for, Company products, the Company’s ability to negotiate favorable licensing or other manufacturing and marketing agreements for its products, and the Company’s ability to raise capital.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company currently has no commercially approved products and there can be no assurance that the Company’s research and development will be successfully commercialized. Developing and commercializing a product requires significant time and capital and is subject to regulatory review and approval as well as competition from other biotechnology and pharmaceutical companies. The Company operates in an environment of rapid change and is dependent upon the continued services of its employees and consultants and obtaining and protecting intellectual property.</p><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Use of estimates</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.</p><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash and cash equivalents</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash equivalents include short-term, highly-liquid instruments, consisting of money market accounts and short-term investments with maturities from the date of purchase of 90 days or less. The majority of cash and cash equivalents are maintained with major financial institutions in North America. Deposits with these financial institutions may exceed the amount of insurance provided on such deposits. These deposits may be redeemed upon demand which reduces counterparty performance risk.</p><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Restricted cash </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash accounts with any type of restriction are classified as restricted. The Company maintained restricted cash balances as collateral for corporate credit cards in the amount of $0.1 million at each of June 30, 2024 and December 31, 2023.</p>100000100000<p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Recent accounting pronouncements </p>From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board and are adopted by the Company as of the specified effective date. The Company believes that the impact of recently issued, but not yet adopted, accounting pronouncements will not have a material impact on the condensed consolidated financial statements or do not apply to the Company<p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 3 — ACCRUED EXPENSES AND OTHER LIABILITIES</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">Accrued expenses and other liabilities consist of the following: </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:64.7%;"></td> <td style="width:1%;"></td> <td style="width:15.5%;"></td> <td style="width:1%;"></td> <td style="width:1.25%;"></td> <td style="width:1%;"></td> <td style="width:14.55%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Research and development costs and other accrued expenses</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,964,147</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">777,680</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-

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Roman;margin-bottom:0;text-align:right;">56,450</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">727,302</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">590,769</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Professional fees</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">381,775</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">166,648</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Vacation pay</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">56,450</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accrued expenses and other current liabilities</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,375,061</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,535,097</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table>19641477776802453877273025907693817751666485645033750611535097<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 4 — NET LOSS PER SHARE OF COMMON STOCK</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Diluted loss per share is the same as basic loss per share for all periods presented as the effects of potentially dilutive items were anti-dilutive given the Company’s net loss. Basic loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding, plus potential outstanding common stock for the period. Potential outstanding common stock includes stock options and shares underlying RSUs, but only to the extent that their inclusion is dilutive.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In June 2023, in connection with the Private Placement (as defined and described in Note 6, Stockholders’ Deficit), the Company issued and sold pre-funded warrants exercisable for an aggregate of 575,575 shares of common stock. The purchase price of the pre-funded warrants was $9.99 per share, which was paid to the Company upon issuance of the pre-funded warrants. The exercise price of the pre-funded warrants is $0.01 per share. The pre-funded warrants are exercisable by the holders at any time and do not expire. As the remaining shares underlying the pre-funded warrants are issuable for nominal consideration of $0.01 per share, 575,575 shares of common stock underlying the unexercised pre-funded warrants were considered outstanding for purposes of the calculation of loss per share as of June 30, 2024.</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table sets forth the computation of basic and diluted loss per share for common stockholders:</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:85.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:43.412%;"></td> <td style="width:1%;"></td> <td style="width:10.046000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.788%;"></td> <td style="width:1%;"></td> <td style="width:10.776%;"></td> <td style="width:1%;"></td> <td style="width:1.176%;"></td> <td style="width:1%;"></td> <td style="width:11.552%;"></td> <td style="width:1%;"></td> <td style="width:1.176%;"></td> <td style="width:1%;"></td> <td style="width:12.069999999999999%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net loss</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(8,233,487</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(6,192,036</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(16,802,292</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(13,162,448</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Weighted average shares of common stock outstanding</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,568,981</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,511,163</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,568,981</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,426,150</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net loss per share of common stock – basic and diluted</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1.09</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1.12</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2.22</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2.43</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> </table></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">The following securities outstanding at June 30, 2024 and 2023 have been excluded from the calculation of weighted average shares outstanding as their effect on the calculation of loss per share is antidilutive:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:85.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:49.412%;"></td> <td style="width:1%;"></td> <td style="width:9.764000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.176%;"></td> <td style="width:1%;"></td> <td style="width:9.764000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.176%;"></td> <td style="width:1%;"></td> <td style="width:9.764000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.176%;"></td> <td style="width:1%;"></td> <td style="width:9.764000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Common stock options</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,063,234</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">700,929</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,063,234</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td 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style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">228,209</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">228,209</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,099</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,099</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td 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style="width:10.046000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.788%;"></td> <td style="width:1%;"></td> <td style="width:10.776%;"></td> <td style="width:1%;"></td> <td style="width:1.176%;"></td> <td style="width:1%;"></td> <td style="width:11.552%;"></td> <td style="width:1%;"></td> <td style="width:1.176%;"></td> <td style="width:1%;"></td> <td style="width:12.069999999999999%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td 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solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net loss</p> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-

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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-content;">
(</span><span style="color:#000000;white-space:pre-wrap;min-width:fit-content;">8,233,487</span></p></td> <td style="white-space:nowrap;vertical-align:bottom;">
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">)</span>
</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"><span style="white-space:pre-wrap;min-width:fit-content;"> </span></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$</span></p></td> <td
style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-content;">(</span><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">6,192,036</span></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">)</span></p></td> <td style="white-space:pre-wrap;vertical-
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bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$</span></p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-
wrap;min-width:fit-content;">(</span><span style="color:#000000;white-space:pre-wrap;min-width:fit-content;">16,802,292</span></p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span
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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-content;">
(</span><span style="color:#000000;white-space:pre-wrap;min-width:fit-content;">13,162,448</span></p></td> <td style="white-space:nowrap;vertical-
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<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">Weighted average shares of common stock outstanding</span></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-content;"> </span></p></td> <td style="white-
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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-content;"> </span></p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-
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family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-content;"> </span></p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span
style="color:#000000;white-space:pre-wrap;min-width:fit-content;">5,511,163</span></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-content;"> </span></p></td> <td style="white-
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align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span
style="color:#000000;white-space:pre-wrap;min-width:fit-content;">7,568,981</span></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-content;"> </span></p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-
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family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-content;"> </span></p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span
style="color:#000000;white-space:pre-wrap;min-width:fit-content;">5,426,150</span></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-content;"> </span></p></td> </tr> <tr
style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-content;">Net loss per share of
common stock – basic and diluted</span></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$</span></p></td> <td style="white-space:pre-wrap;vertical-
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style="color:#000000;white-space:pre-wrap;min-width:fit-content;">(</span><span style="color:#000000;white-space:pre-wrap;min-width:fit-content;">1.09</span>
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<span style="color:#000000;min-width:fit-content;">)</span></p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-width:fit-content;"> </span></p></td> <td style="white-
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style="color:#000000;min-width:fit-content;">$</span></p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-content;">
(</span><span style="color:#000000;white-space:pre-wrap;min-width:fit-content;">1.12</span></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">)</span></p>
</td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
<span style="white-space:pre-wrap;min-width:fit-content;"> </span></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$</span></p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span
style="color:#000000;white-space:pre-wrap;min-width:fit-content;">(</span><span style="color:#000000;white-space:pre-wrap;min-width:fit-content;">2.22</span>
</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
<span style="color:#000000;min-width:fit-content;">)</span></p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-width:fit-content;"> </span></p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span
style="color:#000000;min-width:fit-content;">$</span></p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-content;">
(</span><span style="color:#000000;white-space:pre-wrap;min-width:fit-content;">2.43</span></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">)</span></p>
</td> </tr> </table>-8233487-6192036-16802292-1316244875689817568981551116355111637568981756898154261505426150-1.09-1.09-1.12-1.12-2.22-2.22-2.43-
2.43<p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">The following securities outstanding at </span><span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">June 30, 2024 and 2023 have been excluded from the calculation of weighted average shares outstanding
as their effect on the calculation of loss per share is antidilutive:</span></p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:85.0%;border-
collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:49.412%;"></td> <td style="width:1%;"></td> <td
style="width:9.764000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.176%;"></td> <td style="width:1%;"></td> <td
style="width:9.764000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.176%;"></td> <td style="width:1%;"></td> <td
style="width:9.764000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.176%;"></td> <td style="width:1%;"></td> <td
style="width:9.764000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-
word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-
space:pre-wrap;min-width:fit-content;"> </span></p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-
weight:bold;min-width:fit-content;">Three Months Ended June 30,</span></p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-
align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </span></p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
<span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-content;"> </span></p></td> <td colspan="6" style="vertical-align:bottom;border-
bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span
style="color:#000000;white-space:pre-wrap;font-weight:bold;min-width:fit-content;">Six Months Ended June 30,</span></p></td> <td style="vertical-
align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;"><span style="white-space:pre-wrap;min-width:fit-content;"> </span></p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-
wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
<span style="white-space:pre-wrap;min-width:fit-content;"> </span></p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-
align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-
wrap;font-weight:bold;min-width:fit-content;">2024</span></p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </span></p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;"><span style="white-space:pre-wrap;min-width:fit-content;"> </span></p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid
#000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-
space:pre-wrap;font-weight:bold;min-width:fit-content;">2023</span></p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </span></p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;"><span style="white-space:pre-wrap;min-width:fit-content;"> </span></p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid
#000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-
space:pre-wrap;font-weight:bold;min-width:fit-content;">2024</span></p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </span></p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;"><span style="white-space:pre-wrap;min-width:fit-content;"> </span></p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid
#000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-
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space:pre-wrap;font-weight:bold;min-width:fit-content;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Common stock options</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,063,234</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">700,929</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td 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Roman;margin-bottom:0;text-align:right;">700,929</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Performance-based restricted stock units</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">228,209</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">228,209</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p 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style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Common stock warrants</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,099</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,099</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,099</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,099</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table>106323470092910632347009292282092282092282092282095099509950995099<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 5 — SALE OF FUTURE ROYALTIES</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company had previously co-developed seltorexant with Janssen for the treatment of insomnia disorder and adjunctive treatment of MDD. During 2020, the Company exercised its right to opt out of the joint development agreement with Janssen for the future development of seltorexant and, as a result, the Company was entitled to collect royalties in the mid-single digits on potential future sales of seltorexant worldwide in certain indications, with no further financial obligations to Janssen.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On January 19, 2021, the Company entered into an agreement with Royalty Pharma under which Royalty Pharma acquired the Company's royalty interest in seltorexant for an upfront payment of $60 million and up to an additional $95 million in potential milestone payments. These milestone payments are contingent upon the achievement of certain clinical, regulatory and commercial milestones for seltorexant by Janssen or any other party in the event that Janssen sells seltorexant. Under the terms of the agreement, the Company has significant continuing involvement as Royalty Pharma has recourse against the Company relating to the payments due from Janssen. As such, the Company applied the debt recognition guidance under ASC 470, Debt, and recorded the upfront payment of $60 million as a liability related to the sale of future royalties ("Royalty Obligation"), which will be amortized under the interest method over the estimated life of the agreement. Under the terms of the agreement, all payments from Royalty Pharma to the Company, including the initial upfront payment of $60 million as well as amortized interest expense and potential milestone payments, are not repayable to Royalty Pharma in the event that Janssen discontinues the clinical development of seltorexant or ceases to pursue its commercialization at a future date for any reason. In addition, in accordance with ASC 470, Debt, the Company will account for any royalties received in the future as non-cash royalty revenue. </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As royalties are remitted from Janssen to Royalty Pharma, the balance of the Royalty Obligation will be effectively repaid over the life of the co-development and license agreement (the "Agreement") with Janssen. In order to determine the amortization of the Royalty Obligation, the Company is required to estimate the total amount of future royalty payments to Royalty Pharma over the life of the Agreement. In addition to the $60 million upfront payment, up to an additional $95 million in potential milestone payments will also be recorded as a liability related to the sale of future royalties and amortized as interest expense over the estimated remaining life of the agreement. At execution, the Company's estimate of this total interest expense resulted in an effective annual interest rate of approximately 10.5<span style="color:#000000;white-

space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">%. As of June 30, 2024, the Company estimated the effective annual interest rate to be approximately 10.97%. This estimate contains significant assumptions, which are considered Level 3 fair value inputs, regarding the timing and amount of expected royalty and milestone payments that impact the interest expense that will be recognized over the royalty period. The Company will periodically assess the estimated royalty payments to Royalty Payments from Janssen and to the extent the amount or timing of such payments is materially different than the original estimates, an adjustment will be recorded prospectively to increase or decrease interest expense. There are a number of factors that could materially affect the amount and timing of royalty payments to Royalty Pharma from Janssen, and correspondingly, the amount of interest expense recorded by the Company, most of which are not within the Company's control. Such factors include, but are not limited to, delays or discontinuation of development of seltorexant, regulatory approval, changing standards of care, the introduction of competing products, manufacturing or other delays, generic competition, intellectual property matters, adverse events that result in regulatory authority imposed restrictions on the use of the drug products, significant changes in foreign exchange rates as the royalties remitted to Royalty Pharma are made in U.S. dollars ("USD") while the underlying sales of seltorexant will be made in currencies other than USD and other events or circumstances that are not currently foreseen. Changes to any of these factors could result in increases or decreases to both royalty revenues and interest expense. </p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">The following table shows the activity of the Royalty Obligation since the transaction inception through June 30, 2024:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:81.82%;"></td> <td style="width:1%;"></td> <td style="width:16.18%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Upfront payment from the sale of future royalties</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">60,000,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Non-cash interest expense associated with the sale of future royalties</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">26,579,046</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Liability related to the sale of future royalties</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">86,579,046</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> </div>600000009500000060000000600000006000000009500000000.1050.1097<p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">The following table shows the activity of the Royalty Obligation since the transaction inception through June 30, 2024:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:81.82%;"></td> <td style="width:1%;"></td> <td style="width:16.18%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Upfront payment from the sale of future royalties</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">60,000,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Non-cash interest expense associated with the sale of future royalties</p> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">26,579,046</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 6 — STOCKHOLDERS' DEFICIT </p><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Private Placement of Common Stock and Warrants</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On June 27, 2023, the Company entered into a securities purchase agreement (the "Securities Purchase Agreement") with certain institutional accredited investors (the "Investors"), pursuant to which the Company agreed to issue and sell to the Investors in a private placement (the "Private Placement") (i) an aggregate of 1,425,000 shares (the "Shares") of the Company's common stock at a purchase price of $10.00 per Share, and (ii) in lieu of additional shares of common stock, pre-funded warrants to purchase an aggregate of 575,575 shares of common stock at a purchase price of $9.99 per pre-funded warrant. The price per pre-funded warrant represents the price of $10.00 per Share sold in the Private Placement, minus the $0.01 per share exercise price of each such pre-funded warrant. The pre-funded warrants are exercisable at any time after their original issuance and will not expire until exercised in full. </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The pre-funded warrants issued in the Private Placement provide that a holder of the pre-funded warrants will not have the right to exercise any portion of its pre-funded warrants to the extent such holder, together with its affiliates, after giving effect to such exercise, would beneficially own in excess of the beneficial ownership limitation, as elected by such Investor, immediately after giving effect to such exercise (the "Beneficial Ownership Limitation"); provided, however, that each pre-funded warrant holder may increase or decrease the Beneficial Ownership Limitation by giving 61 days' notice to the Company, but not to any percentage in excess of 19.99%. </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-

wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">On June 30, 2023, the Private Placement closed and the Company received aggregate gross proceeds from the Private Placement of $20.0 million. The Company incurred approximately $0.4 million in offering expenses during 2023, which were included as a component of additional paid-in capital, resulting in net proceeds of $19.6 million from the Private Placement.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Pursuant to the Securities Purchase Agreement, the Company filed a registration statement on Form S-3 (File No. 333-273686), which was declared effective by the SEC on August 9, 2023, covering the resale of the Registrable Securities (as such term is defined in the Securities Purchase Agreement). The Company has agreed to use its commercially reasonable efforts to keep such registration statement effective until the earlier of (i) the third anniversary of the effective date of the initial registration statement covering the Registrable Securities; (ii) the date all Shares and all shares of common stock underlying the pre-funded warrants may be sold under Rule 144 of the Securities Act of 1933, as amended, without being subject to any volume, manner of sale or publicly available information requirements; or (iii) immediately prior to the closing of a Change of Control (as such term is defined in the Securities Purchase Agreement).</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Pursuant to the Securities Purchase Agreement, in connection with the Private Placement, Boehringer Ingelheim International GmbH (“BI”), an Investor in the Private Placement, has the right to designate an observer to attend, subject to certain exceptions, meetings of the Company’s board of directors and its committees, until the earlier of (i) the occurrence of a Change of Control and (ii) the date that it and its affiliates collectively hold less than 10% of the Company’s common stock (which shall be calculated by including in the amount of common stock held by such Investor and its affiliates any shares of common stock issuable upon exercise of any portion of the pre-funded warrant issued to such Investor and not yet exercised). BI designated a board observer on August 29, 2023.</p><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">At-the-Market Equity Offering Program</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"> In September 2022, the Company entered into an Open Market Sale Agreement (the “Sales Agreement”) with Jefferies LLC (“Jefferies”) pursuant to which the Company may offer and sell, from time to time, through Jefferies shares of the Company’s common stock, by any method permitted by law deemed to be an “at-the-market” offering as defined in Rule 415 promulgated under the Securities Act of 1933, as amended. During the six months ended June 30, 2024, no shares of the Company’s common stock were issued or sold under the Sales Agreement. As of June 30, 2024, an aggregate of $22.6 million was eligible for sale pursuant to the Sales Agreement under the Company’s effective registration statement on Form S-3 (File No. 333-267424).</p><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Term Loan Warrants</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">In connection with the Company’s former Loan and Security Agreement with Oxford Finance LLC and Silicon Valley Bank (the “Lenders”), which provided for term loans to the Company in an aggregate principal amount of up to $15 million in two tranches on January 15, 2016, the Company issued the Lenders warrants to purchase 5,099 shares of common stock at a per share exercise price of $44.13. The warrants were immediately exercisable upon issuance, and other than in connection with certain mergers or acquisitions, will expire on the ten-year anniversary of the date of issuance. The term loans were repaid in August 2018. All related warrants were outstanding and exercisable as of June 30, 2024. </p>2023-06-271425000105755759.99The price per pre-funded warrant represents the price of $10.00 per Share sold in the Private Placement, minus the $0.01 per share exercise price of each such pre-funded warrant. The pre-funded warrants are exercisable at any time after their original issuance and will not expire until exercised in full.100.01P61D0.19992000000040000196000000.10022600000150000002509944.13P10Y<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 7 — STOCK AWARD PLAN AND STOCK-BASED COMPENSATION</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In December 2013, the Company adopted the 2013 Equity Incentive Plan (as subsequently amended and restated, the “Plan”), which provides for the issuance of options, stock appreciation rights, stock awards and stock units.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Stock Option Awards</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">Stock option activity for employees and non-employees for the six months ended June 30, 2024 is as follows:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.11%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.662%;"></td> <td style="width:1%;"></td> <td style="width:1.22%;"></td> <td style="width:1%;"></td> <td style="width:8.942%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.662%;"></td> <td style="width:1%;"></td> <td style="width:1.22%;"></td> <td style="width:1%;"></td> <td style="width:9.182%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Shares
Issuable
Pursuant to
Stock
Options</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted-
Average
Exercise Price</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted-
Average
Remaining
Contractual
Terms
(years)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Total
Intrinsic
Value (in
thousands)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Outstanding January 1, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,157,229</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">11.36</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">

 </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8.5</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">745</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Granted</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Exercised</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cancelled/Forfeited</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(87,500</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8.33</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Expired</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(6,495</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">48.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td>
<td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-
wrap;min-width:fit-content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr
style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Outstanding June 30,
2024</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-
bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">1,063,234</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-
align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-
wrap;min-width:fit-content;">11.39</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times
New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
 </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8.1
</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">17</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td
style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Exercisable June 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-
align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">439,573</p></td> <td style="white-space:nowrap;vertical-
align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-
content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;">19.40</p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td
style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">6.9</p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td
style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">6</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr
style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Available for future
grant</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-
bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">456,361</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-
align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-
wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2"
style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;">
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-
wrap;min-width:fit-content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> </table></div><p
style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">The weighted average grant-date fair value of stock options outstanding on June 30, 2024 was $<span style="font-size:10pt;font-
family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">8.25<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-
family:Times New Roman;min-width:fit-content;"> per share. Total unrecognized compensation costs related to non-vested stock options at June 30, 2024 were approximately $<span style="font-
size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">2.6<span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;"> million and are expected to be recognized within future operating results over a weighted-average period
of <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New
Roman;min-width:fit-content;">2.7<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-
content;"> years.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The expected term of the employee-related options was
estimated using the “simplified” method as defined by the SEC’s Staff Accounting Bulletin No. 107,<span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;font-style:italic;min-width:fit-content;"> Share-Based Payment<span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">. The volatility assumption was determined by examining the historical volatility of the Company and
volatilities for industry peer companies. The risk-free interest rate assumption is based on the U.S. Treasury instruments, the term of which was consistent with the
expected term of the options. The dividend assumption is based on the Company’s history and expectation of dividend payouts. The Company has never paid dividends on
its common stock and does not anticipate paying dividends on its common stock in the foreseeable future. Accordingly, the Company has assumed no<span style="color:#000000;white-space:pre-
wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;"> dividend yield for the purposes of estimating the fair value of the options.</p><p
style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">The Company uses the Black-Scholes model to estimate the fair value of stock options granted. There
were no stock options granted during the six months ended June 30, 2024 and 2023.</p><p style="margin-left:2.267%;font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-size:10pt;font-family:Times New
Roman;font-style:italic;min-width:fit-content;">Performance-Based Restricted Stock Units</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New
Roman;margin-bottom:0;text-align:left;">On
August 6, 2021, options to purchase <span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-

content;">953,980 shares of the
Company's common stock were exchanged for <span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-
content;">476,640 PRSUs. Options
surrendered in the one-time stock option exchange program (the "Exchange Program") were cancelled and shares subject to the cancelled options again became available
for issuance under the Plan. The Exchange Program was treated as a Type II modification (Probable-to-improbable) under ASC 718.</p><p style="font-
size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-
family:Times New Roman;min-width:fit-content;">The Company used the pre-modification stock options for determining the compensation cost related to the PRSUs as
the vesting conditions remain uncertain for the outstanding PRSUs. All expense related to the non-vested pre-modification stock options was fully recognized as of
December 31, 2023.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On April 28, 2023, the Compensation Committee of the
Company's board of directors certified the achievement of a performance condition occurring upon FDA acceptance of the NDA for roluperidone. As a result,
50<span style="color:#000000;white-
space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">% of the shares of common stock underlying the Company's PRSUs vested
and the Company recognized
approximately $0.2 million in non-cash compensation expense,
representing 50% of the incremental cost of the PRSUs granted under
the Exchange Program. The incremental cost was measured as the excess of the fair value of each new PRSU, measured as of the date the new PRSUs were granted, over
the fair value of the stock options surrendered in exchange for the new PRSU, measured immediately prior to the cancellation. The remaining PRSUs vest upon roluperidone receiving
FDA marketing approval, provided that such approval occurs within five years after the August 6, 2021 grant date. As of June 30, 2024, <span style="font-size:10pt;font-family:Times
New Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">228,213<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-
family:Times New Roman;min-width:fit-content;"> PRSUs have vested, <span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-
wrap;min-width:fit-content;">20,218
have been cancelled, and <span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-
content;">228,209 remain outstanding.
 </p><div style="font-
size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">The following table presents stock-based compensation
expense included in the Company's consolidated statements of operations:</p> <table style="margin-left:auto;border-spacing:0;table-
layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:33.693%;"></td> <td style="width:1.64%;">
</td> <td style="width:1%;"></td> <td style="width:12.937000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.64%;"></td> <td
style="width:1%;"></td> <td style="width:12.937000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.64%;"></td> <td style="width:1%;"></td>
<td style="width:12.937000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.64%;"></td> <td style="width:1%;"></td> <td
style="width:12.937000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-
word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-
space:pre-wrap;min-width:fit-content;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-
align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;">Three Months Ended June 30,</p></td> <td
style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-
size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-family:'Calibri',sans-serif;min-width:fit-
content;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six
Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr
style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-
align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;min-width:fit-
content;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-
align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-
wrap;min-width:fit-content;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-
size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;min-
width:fit-content;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td
style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-
align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-
wrap;font-weight:bold;min-width:fit-content;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid
#000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-
space:pre-wrap;font-weight:bold;min-width:fit-content;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;">
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">Research and development</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times
New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-
content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;">84,109</p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p>
</td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;">297,756</p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p>
</td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;">276,494</p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p>
</td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;">482,483</p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;">
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">General and administrative</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-
wrap;min-width:fit-content;">245,209</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-
space:pre-wrap;min-width:fit-content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;">311,159</p></td> <td style="white-

space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-
wrap;min-width:fit-content;">491,673</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-
space:pre-wrap;min-width:fit-content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;">502,891</p></td> <td style="white-
space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-
space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td>
<td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-
bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">329,318</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt
solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt
solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-
content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">608,915</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-
wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;">768,167</p></td> <td style="white-
space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid
#000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-
space:pre-wrap;min-width:fit-content;">985,374</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr>
</table></div><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;"><span style="color:#000000;white-
space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">Stock option activity for employees and non-employees for the six months ended June 30, 2024 is as follows:
</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td
style="width:50.11%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.662%;"></td> <td style="width:1%;"></td> <td
style="width:1.22%;"></td> <td style="width:1%;"></td> <td style="width:8.942%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td
style="width:1%;"></td> <td style="width:9.662%;"></td> <td style="width:1%;"></td> <td style="width:1.22%;"></td> <td style="width:1%;"></td> <td
style="width:9.182%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td
style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-
wrap;min-width:fit-content;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-
bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Shares
Issuable
Pursuant to
Stock
Options</p></td>
<td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:center;"> </p></td> <td style="vertical-align:middle;"><p style="font-
size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td>
<td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:center;">Weighted-

Average
Exercise Price</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td
style="vertical-align:middle;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-
space:pre-wrap;min-width:fit-content;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-
weight:bold;min-width:fit-content;">Weighted-
Average
Remaining
Contractual
Terms
(years)</p></td> <td style="vertical-
align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;min-width:fit-
content;">Total
Intrinsic
Value (in
thousands)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;">
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">Outstanding January 1, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;">1,157,229</p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p>
</td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;">11.36</p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">
8.5</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td
style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">745</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr
style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-
align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
 </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td>
<td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-
align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-
wrap;min-width:fit-content;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:middle;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td>
</tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">Granted</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td
style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td
style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-
align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-
wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td
style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Exercised</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td>
<td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td
style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-
content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-
wrap;min-width:fit-content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-
wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-
wrap;min-width:fit-content;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td
style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cancelled/Forfeited</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
 </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(87,500</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td
style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-
space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8.33</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-
space:pre-wrap;min-width:fit-content;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td>
<td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td>
<td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;">
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">Expired</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-
align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">(6,495</p></td> <td style="white-space:nowrap;vertical-
align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">48.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td>
<td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-
wrap;min-width:fit-content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr
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top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Outstanding June 30,
2024</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-
bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">1,063,234</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-
align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-
align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-
wrap;min-width:fit-content;">11.39</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times

New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
 </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8.1
</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">17</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td
style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Exercisable June 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-
align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-
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align:right;">439,573</p></td> <td style="white-space:nowrap;vertical-
align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-
content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;">19.40</p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td
style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">6.9</p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td
style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">6</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr
style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Available for future
grant</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-
bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">456,361</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-
align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-
wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2"
style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;">
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="white-space:pre-
wrap;min-width:fit-content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr>
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style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">The following table presents stock-based compensation expense included in the Company’s consolidated
statements of operations:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"> <tr
style="visibility:collapse;"> <td style="width:33.693%;"></td> <td style="width:1.64%;"></td> <td style="width:1%;"></td> <td style="width:12.937000000000001%;">
</td> <td style="width:1%;"></td> <td style="width:1.64%;"></td> <td style="width:1%;"></td> <td style="width:12.937000000000001%;"></td> <td
style="width:1%;"></td> <td style="width:1.64%;"></td> <td style="width:1%;"></td> <td style="width:12.937000000000001%;"></td> <td style="width:1%;"></td>
<td style="width:1.64%;"></td> <td style="width:1%;"></td> <td style="width:12.937000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr
style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-
align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;min-width:fit-
content;">Three Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-
size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td>
<td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-
wrap;font-family:'Calibri',sans-serif;min-width:fit-content;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-
align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-
wrap;font-weight:bold;min-width:fit-content;">Six Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-
align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:middle;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</p></td> <td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-
space:pre-wrap;min-width:fit-content;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-wrap;font-
weight:bold;min-width:fit-content;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-
size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td>
<td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-
align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-space:pre-
wrap;font-weight:bold;min-width:fit-content;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid
#000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-
space:pre-wrap;font-weight:bold;min-width:fit-content;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid
#000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-
space:pre-wrap;font-weight:bold;min-width:fit-content;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap;min-width:fit-
content;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;">
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">Research and development</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times
New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-
align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-
content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;">84,109</p></td> <td style="white-
space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-
content;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">297,756</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">276,494</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">482,483</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">General and administrative</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">245,209</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">311,159</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">491,673</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">502,891</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">329,318</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">608,915</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">768,167</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">985,374</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table>84109297756276494482483245209311159491673502891329318608915768167985374<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 8 — COMMITMENTS AND CONTINGENCIES</p><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Legal Proceedings</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">From time to time, the Company may be subject to various legal proceedings and claims that arise in the ordinary course of the Company’s business activities. The Company is not aware of any claim or litigation, the outcome of which, if determined adversely to the Company, would have a material effect on the Company’s financial position or results of operations. </p><p style="margin-left:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Leases </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On October 11, 2022, the Company entered into an office lease agreement with Regus to lease approximately 491 rentable square feet of office space located at 1500 District Avenue, Burlington, MA 01803. In January 2024, the Company renewed the month-to-month lease agreement commencing on February 1, 2024, with a monthly payment of $8,697. The Company has elected to not recognize the lease agreement on the balance sheet as the term of the agreement is 12 months or less.</p>491In January 2024, the Company renewed the month-to-month lease agreement commencing on February 1, 2024, with a monthly payment of $8,697. The Company has elected to not recognize the lease agreement on the balance sheet as the term of the agreement is 12 months or less.2024-02-018697'"