

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): July 9, 2019

MYND ANALYTICS, INC.

(Exact name of Company as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-35527

(Commission File No.)

87-0419387

(I.R.S. Employer
Identification No.)

26522 La Alameda

Mission Viejo, CA 92691

(Address of principal executive offices)

(949) 420-4400

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

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.

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, \$0.001 par value	MYND	The Nasdaq Stock Market LLC
Warrants to Purchase Common Stock	MYNDW	The Nasdaq Stock Market LLC

Item 8.01 Other Events

On July 9, 2019, MYnd Analytics, Inc. (the “Company”) issued a press release announcing, among other items in connection with the merger between the Company and Emmaus Life Sciences, Inc., a record date of July 15, 2019 for the spin-off of Company assets in order to comply with certain NASDAQ and DTC requirements. Company shareholders at the close of trading on the 16th of July are expected to receive the Telemynd, Inc. dividend. Shares of the Company will trade ex-dividend on July 17, which means that persons who purchase Company shares on July 17 will not receive shares of Telemynd, Inc.

The information furnished pursuant to Exhibit 99.1 hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities under that section.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release dated July 9, 2019.

IMPORTANT INFORMATION ABOUT THE TRANSACTIONS WILL BE FILED WITH THE SEC

This communication is being made in respect of the proposed business combination involving MYnd and Emmaus Life Sciences, Inc. (“Emmaus”). In connection with the proposed transaction, MYnd and Emmaus have filed documents with the SEC, including the filing by MYnd of a Registration Statement on [Form S-4](#) containing a Joint Proxy Statement/Prospectus, filed on June 14, 2019, and each of MYnd and Emmaus plan to file with the SEC other documents regarding the proposed transactions. INVESTORS AND SECURITY HOLDERS OF MYND AND EMMAUS ARE URGED TO CAREFULLY READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC BY MYND AND EMMAUS BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTIONS. Investors and security holders may view these documents and other documents filed with the SEC at the SEC’s web site at www.sec.gov and by contacting MYnd Investor Relations at mynd@crecendo-ir.com. Investors and security holders may view the documents filed with the SEC on MYnd’s website at www.myndanalytics.com or through the SEC’s website at www.sec.gov. Investors and security holders are urged to read the Joint Proxy Statement/ Prospectus and other documents filed with the SEC before making any voting or investment decision in connection with the proposed transactions.

PARTICIPANTS IN THE SOLICITATION

MYnd, Emmaus and their respective directors and executive officers may be deemed participants in the solicitation of proxies with respect to the proposed transaction. Information regarding the interests of these directors and executive officers in the proposed transaction has been included in the Joint Proxy Statement/Prospectus described above. Additional information regarding the directors and executive officers of MYnd is also included in MYnd’s proxy statement for its 2018 Annual Meeting of Shareholders, which was filed with the SEC on March 1, 2018, as updated in MYnd’s Annual Report on [Form 10-K](#) for the fiscal year ended September 30, 2018, and additional information regarding the directors and executive officers of Emmaus is also included in Emmaus’ proxy statement for its 2018 Annual Meeting of Stockholders, which was filed with the SEC on August 23, 2018. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Joint Proxy Statement/Prospectus regarding the proposed transaction.

NO OFFERS OR SOLICITATIONS

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Current Report on Form 8-K contains “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995, giving MYnd’s and Emmaus’ expectations or predictions of future financial or business performance or conditions, including, without limitation, statements related to (i) market opportunities for certain of the Company’s products, (ii) general market trends in mental health and payor coverage, (iii) the ability of MYnd’s products to successfully produce objective data, improve efficiency in the treatment of depression and other mental health and psychiatric illnesses, recognize patterns, predict outcomes and personalize medicine, improve patient outcomes or reduce healthcare costs, (iv) statements relating to the Agreement and Plan of Merger dated as of January 4, 2019, by and among the Company, the Company’s wholly owned subsidiary, Athena Merger Subsidiary, Inc., and Emmaus (the “Merger Agreement”), (v) the transactions contemplated by the Merger Agreement including but not limited to the Merger (as defined in the Merger Agreement) and (vi) MYnd’s or the combined company’s future financial condition, performance and operating results, strategy and plans. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. Forward-looking statements speak only as of the date they are made and MYnd and Emmaus assume no duty to update forward-looking statements.

In addition to factors previously disclosed in MYnd’s and Emmaus’ reports filed with the U.S. Securities and Exchange Commission (the “SEC”) and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements and historical performance: the ability of MYnd to meet the closing conditions to the Merger, including requisite approval by MYnd’s and Emmaus’ stockholders on a timely basis or at all; delay in closing the Merger; the ability to effect the proposed spin-off; adverse tax consequences to shareholders of the proposed spin-off; disruption following the Merger; the ability of MYnd’s products to successfully produce objective data; the ability of MYnd’s products to improve efficiency in the treatment of depression and other mental health and psychiatric illnesses; the ability of MYnd’s products to recognize patterns, predict outcomes and personalize medicine; the ability of MYnd’s products to improve patient outcomes and to reduce healthcare costs; and the availability and access, in general, of funds to fund operations and necessary capital expenditures.

Other risks and uncertainties are more fully described in MYnd’s Annual Report on [Form 10-K](#) for the fiscal year ended September 30, 2018, and Emmaus’ Annual Report on [Form 10-K](#) for the year ended December 31, 2017, each filed with the SEC, and in other filings that MYnd or Emmaus makes and will make with the SEC in connection with the proposed transactions, including the Joint Proxy Statement/Prospectus described herein under “Important Additional Information About the Transaction Will be Filed with the SEC.” Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The statements made in this Current Report on Form 8-K and the exhibits attached hereto speak only as of the date stated herein, and subsequent events and developments may cause MYnd’s or Emmaus’ expectations and beliefs to change. While MYnd or Emmaus may elect to update these forward-looking statements publicly at some point in the future, each of MYnd and Emmaus specifically disclaims any obligation to do so, whether as a result of new information, future events or otherwise, except as required by law. These forward-looking statements should not be relied upon as representing MYnd’s or Emmaus’ views as of any date after the date stated herein.. The Company’s actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements.

SIGNATURES

Pursuant to the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

July 9, 2019

MYnd Analytics, Inc.

By: /s/ Donald D'Ambrosio
Donald D'Ambrosio
Chief Financial Officer



MYnd Analytics and Emmaus Life Sciences Report Progress on Merger and Spin-off Transaction

Merger and Spin-off Transaction on Track to Close by End of July

New Spin-Off Record Date Set for July 15, 2019

Mission Viejo and Torrance CA, July 09, 2019 - MYnd Analytics, Inc. (Nasdaq: MYND), a predictive analytics company aimed at improving the delivery of mental health services through the combination of telemedicine and data analytics, and **Emmaus Life Sciences, Inc. ("Emmaus")**, a leader in sickle cell disease treatment, today provided an update on the planned merger and spin-off transaction announced on January 7, 2019. The respective special stockholder meetings will be held today, July 9, 2019, to consider approval of the proposed merger and spin-off transaction. Subject to approval by holders of record of the companies at their respective special stockholder meetings, MYnd will issue a number of shares of common stock to the current Emmaus shareholders, which will result in MYnd shareholders retaining 5.9% of the fully diluted shares of the 'New Emmaus' post-closing and a pro rata distribution of one share of Telemetry's common stock for each share of MYnd common stock held at the end of trading on July 16, 2019. The companies have set a new Spin-Off Record Date of July 15, 2019 in order to comply with certain NASDAQ and DTC requirements. Those individuals who hold shares at the close of trading on the 16th of July will receive the Telemetry dividend. MYnd shares will trade ex-dividend on July 17, which means that persons who purchase MYnd shares on July 17 will not receive shares of Telemetry.

It is expected that on July 16 and July 17, the necessary steps will occur to spin off Telemetry with the current MYnd assets, effectuate the merger and any adjustments needed to meet NASDAQ listing standards and commence trading on July 18, 2019 under the new symbol "EMMA."

Yutaka Niihara, MD, MPH, CEO and Chairman of Emmaus, stated, "We are very grateful for this opportunity to merge with MYnd Analytics. The anticipated listing on Nasdaq via the merger with MYnd Analytics is an important step to maximize value for shareholders. We look forward to sharing with the public markets our progress on the market acceptance of Endari, which is indicated to reduce the acute complications of sickle cell disease in adult and pediatric patients 5 years and older. Endari addresses a \$3 billion global market. In addition to the treatment of sickle cell disease, we believe our platform technology has the potential to address other major clinical indications such as diverticulosis."

Robin Smith, Chairman of MYnd Analytics, commented, "We are pleased with the progress of the merger and spin-off transaction, which remains on track to close before the end of this month, subject to approval of shareholders. We believe this transaction will drive significant value for all shareholders, and we will provide further updates following the respective shareholder meetings."

A registration statement has been filed with the Securities and Exchange Commission (SEC), which includes the definitive joint proxy statement/prospectus of MYnd and Emmaus, which was declared effective by the SEC.

How to Find It

INVESTORS AND SECURITY HOLDERS OF MYND AND EMMAUS ARE URGED TO CAREFULLY READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC BY MYND AND EMMAUS BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTIONS. Investors and security holders may obtain free copies of these documents at the SEC's web site at www.sec.gov/edgar/searchedgar/companysearch.html or by contacting MYnd Investor Relations or Emmaus Investor Relations.

MYnd, Emmaus and their respective directors and executive officers may be deemed participants in the solicitation of proxies with respect to the proposed transaction. Information regarding the interests of these directors and executive officers in the proposed transaction is included in the joint proxy statement/prospectus described above.

About MYnd Analytics

MYnd Analytics, Inc. (www.myndanalytics.com), with its wholly owned subsidiary Arcadian Telepsychiatry Services, LLC, is a technology-enabled telepsychiatry and teletherapy company that provides enhanced access to behavioral health services, improves patient outcomes and helps lower the costs associated with behavioral health issues. The MYnd Psychiatric EEG Evaluation Registry (PEER) is a predictive analytics decision support tool that helps physicians reduce trial and error treatment for behavioral health conditions. PEER provides the physician a personalized care plan with recommended treatment options based on a patient's unique brain markers, reducing treatment time and treatment costs. Arcadian Telepsychiatry Services, LLC provides a suite of complementary telemedicine services that can be combined with PEER, including telepsychiatry, teletherapy, digital patient screening, curbside consultation, on-demand services, and scheduled encounters for all age groups. MYnd's customers include major health plans, health systems, and community-based organizations. To read more about the benefits of this patented technology for patients, physicians and payers, please visit: www.myndanalytics.com.

About Emmaus Life Sciences

Emmaus Life Sciences, Inc. is a commercial-stage biopharmaceutical company engaged in the discovery, development, marketing and sale of innovative treatments and therapies, including those in the rare and orphan disease categories. Its lead prescription product, Endari, demonstrated positive clinical results in a completed Phase 3 clinical trial for sickle cell disease and received FDA approval in July 2017. Emmaus began marketing and selling Endari in the U.S. in January 2018. For more information, please visit www.emmauslifesciences.com.

No Offer or Solicitation

This document does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Forward-looking Statements

Certain statements in this release, including statements relating to the proposed transaction are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and are based upon MYnd’s and Emmaus’ expectations and beliefs regarding future events. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. In addition to factors previously disclosed in MYnd’s and Emmaus’ reports filed with the SEC, the following factors, among others, could cause actual results to differ materially from the forward-looking statements: the ability to obtain the requisite approval by MYnd’s and Emmaus’ stockholders and meet other closing conditions to the Merger; delay in closing the Merger; the ability to effect the proposed spin-off; and possible adverse tax consequence of the proposed transaction. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking. The statements made in this release speak only as of the date stated herein, and subsequent events and developments may cause MYnd’s or Emmaus’ expectations and beliefs to change. While MYnd or Emmaus may elect to update these forward-looking statements, each of MYnd and Emmaus specifically disclaims any obligation to do so, whether as a result of new information, future events or otherwise, except as required by law. These forward-looking statements should not be relied upon as representing MYnd’s or Emmaus’ views as of any date after the date stated herein.

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