

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): **April 3, 2017**

**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:

- 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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 3, 2017, MYnd Analytics, Inc. (the "Company") announced the appointment of Donald D'Ambrosio as the Company's Chief Financial Officer and Secretary, effective March 31, 2017. Paul Buck, the Company's former Chief Financial Officer and Secretary, who previously notified the Company of his intent to retire, retired as Chief Financial Officer and Secretary concurrently with such appointment. Mr. Buck has indicated his intention to remain with the Company as a consultant through at least May 31, 2017, and the Company expects to enter into a separation agreement with Mr. Buck in the near term.

Donald E. D'Ambrosio, 53, previously found and built Oxygen Funding, Inc., an asset-based lending company that specialized in providing working capital to small businesses, where he served its President, CEO and CFO. between 2007 and February 2017. Oxygen Funding grew to fund over \$100 million of client receivables. From 1996 to 2007, Mr. D'Ambrosio served as Senior Vice President, Controller and, ultimately, Chief Financial Officer of BNC Mortgage, Inc. (NASDAQ: BNCM). As BNC's CFO, Mr. D'Ambrosio played a key role in the company's IPO, raising \$35 million, its listing on the NASDAQ, and was also intimately involved in taking the company private through a \$52 million management acquisition by Lehman Brothers. Mr. D'Ambrosio played a key role of BNC Mortgage Inc's acquisition of certain assets and liabilities and the origination platform of America's Lender, Inc. As a subsidiary of Lehman Brothers, BNC Mortgage, Inc. was ultimately closed in 2007 as part of the financial crisis. Mr. D'Ambrosio has been a featured speaker for the Small Business Association and a writer for Commercial Factor magazine. Mr. D'Ambrosio holds a Bachelor of Business Administration degree with an emphasis in accounting from Temple University. Mr. D'Ambrosio joins the Company with his skill and experience as a Chief Financial Officer along with his IPO and NASDAQ up-listing experience.

*Mr. D'Ambrosio's Employment Agreement*

On March 14, 2017, the Company and Mr. D'Ambrosio entered into a letter agreement of employment setting forth Mr. D'Ambrosio's compensation and certain other employment terms. Pursuant to this letter agreement, Mr. D'Ambrosio will be paid an annual base salary of \$215,020, will be eligible to participate in the Company's benefit plans, and received a signing bonus of \$8,959.17 which was paid on March 31, 2017. In addition, pursuant to the letter agreement, Mr. D'Ambrosio was granted an option to purchase 18,000 shares of the Company's common stock at an exercise price of \$5.90 per share (the closing price of the Company's common stock on March 31, 2017), with: (i) the option to purchase 15,000 shares vesting in equal monthly installments over 36 months from March 31, 2017, and (ii) the option to purchase 3,000 shares vesting upon the Company's successful listing of its common stock on a national securities exchange. The vesting of such grants is also subject to acceleration upon the occurrence of certain pre-determined events. Pursuant to the letter agreement, Mr. D'Ambrosio's employment is "at-will", and may be terminated by either party for any reason, or no reason at all. If the Company terminates Mr. D'Ambrosio without "cause" (as defined in the agreement), or Mr. D'Ambrosio "involuntarily terminates" (as defined in the agreement) the agreement, Mr. D'Ambrosio will be entitled to receive severance in the form of salary and benefits for a period equal to one-month, with an additional month of salary for each completed year of service up to a limit of six-months, in each case, subject to Mr. D'Ambrosio providing a release of claims satisfactory to the Company. In the event the Company terminates Mr. D'Ambrosio for "cause" or Mr. D'Ambrosio voluntarily terminates his employment, Mr. D'Ambrosio will not be entitled to any severance.

A copy of the press release is furnished as Exhibit 99.1 to this report. The foregoing summary of the letter agreement of employment with Mr. D'Ambrosio is qualified in its entirety by the full text of such letter agreement, which the Company intends to file as an exhibit to its Quarterly Report on Form 10-Q for the quarter ended March 31, 2017.

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**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated April 3, 2017</a>

**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.

MYnd Analytics, Inc.

April 3, 2017

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

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## **MYnd Analytics Announces Addition of Donald D'Ambrosio as Chief Financial Officer**

**Entrepreneurial CFO with Public Company, M&A, and financial leadership experience**

NEW YORK, April 03, 2017 (GLOBE NEWSWIRE) — **MYnd Analytics, Inc.** (OTCQB:MYAN), a predictive medicine company which brings objective physical findings to psychiatric treatment in order to reduce trial and error prescribing, announced that Donald D'Ambrosio has been named its new Chief Financial Officer, effective March 31, 2017.

In commenting about the new addition, Dr. Robin Smith, Chairman of the Board, stated, "Donald is the right person to be our CFO at this exciting inflection point in our Company's evolution as we are poised for growth and as we pursue our goal of up listing to either the NYSE MKT or NASDAQ. Everyone associated with MYnd Analytics is pleased to welcome Don to our organization and we thank Paul Buck, who is retiring, for his many years of service as CFO."

"I am thrilled to have this opportunity to join the MYnd Analytics senior management team and equally excited to be involved with a technology that can help so many people suffering from mental health problems," stated Mr. D'Ambrosio.

George Carpenter, President and CEO of MYnd analytics said, "As we expand our footprint we are excited to have found a seasoned, entrepreneurial financial executive such as Donald to join our management team. We are activating multiple sales channels and believe the Company is well positioned for revenue growth." MYnd has been designated an Emerging Technology by United Healthcare, which permits conditional reimbursement; furthermore, the Company recently received CMS certification in California so that it can bill Medicare and Medicaid as it commercializes its technology. The Company is in discussions with other healthcare systems and physician groups to utilize its technology, thereby improving patient care and increasing compliance while simultaneously reducing overall healthcare costs.

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The Company is well positioned to launch its technology globally and to have a significant impact on the mental healthcare challenges in our society <https://youtu.be/eWA9XF5nL7I>.

#### **About MYnd Analytics, Inc.**

MYnd Analytics, Inc. ([www.myndanalytics.com](http://www.myndanalytics.com)) provides a unique set of reference data and analytic tools for clinicians and researchers in psychiatry. While treatment for mental disorders has doubled in the last 20 years, it is estimated that 17 million Americans have failed two or more medication therapies for their mental disorders. The Company's Psychiatric EEG Evaluation Registry, or PEER Online, is a registry and reporting platform that allows medical professionals to exchange treatment outcome data for patients referenced to objective neurophysiology data obtained through a standard electroencephalogram (EEG). Based on the Company's original physician developed database, there are now more than 38,000 outcomes for over 10,000 unique patients in the PEER registry. The goal of PEER Online is to provide objective, personalized data to assist physicians in the selection of appropriate medications.

To read more about the benefits of this patented technology for patients, physicians and payers, please visit [www.myndanalytics.com](http://www.myndanalytics.com).

#### **Forward-looking Statements**

Except for the historical information contained herein, the matters discussed are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. These forward-looking statements involve risks and uncertainties, such as MYnd Analytics' ability to successfully expand into various market channels, the ability of its products to successfully target objectivity and increased efficiency in the treatment of depression and other mental health and psychiatric illnesses and MYnd Analytics' ability to expand globally in areas where there is an opportunity to improve treatment in mental health, as well as those risks and uncertainties set forth in MYnd Analytics' filings with the Securities and Exchange Commission. These risks and uncertainties could cause actual results to differ materially from any forward-looking statements made herein.

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