

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Smith Robin L		2. Issuer Name and Ticker or Trading Symbol MYnd Analytics, Inc. [MYND]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O MYND ANALYTICS, INC, 26522 LA ALAMEDA, SUITE 290		3. Date of Earliest Transaction (Month/Day/Year) 08/21/2017			
(Street) MISSION VIEJO,, CA 92691		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$ 4.33	08/21/2017 ⁽¹⁾		A	75,000	⁽²⁾	07/14/2027	Common Stock	75,000	\$ 0	75,000	D	
Employee Stock Option (right to buy)	\$ 4.16	08/21/2017 ⁽³⁾		A	50,000	12/01/2018	08/21/2027	Common Stock	50,000	\$ 0	50,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Robin L C/O MYND ANALYTICS, INC 26522 LA ALAMEDA, SUITE 290 MISSION VIEJO,, CA 92691	X			

Signatures

/s/ Robin L. Smith 08/23/2017
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The award ("Option Grant 1") was granted, and approved by the board of directors of MYnd Analytics, Inc. (the "Registrant"), subject to stockholder approval of amendments to the

- (1) Registrant's Amended and Restated 2012 Omnibus Incentive Compensation Plan (the "Plan"), pursuant to that certain Chairman Services Agreement (the "Agreement"), dated July 14, 2017 (the "Effective Date"), by and between the reporting person and the Registrant. The Registrant's stockholders approved the amendments to the Plan on August 21, 2017.
- (2) Option Grant 1 vests in three equal installments as follows: 1/3 on the Effective Date, 1/3 on the six-month anniversary of the Effective Date and 1/3 on the twelve-month anniversary of the Effective Date.
- (3) The award ("Option Grant 2") was granted, and approved by the board of directors of the Registrant, subject to stockholder approval of an amendment to a provision of the Registrant's Plan, pursuant to the Agreement. The Registrant's stockholders approved the amendment to the provision of the Plan on August 21, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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