

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 16, 2018**

**MYND ANALYTICS, INC.**

(Exact name of Company as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**001-35527**  
(Commission File No.)  
Identification No.)

**87-0419387**  
(I.R.S. Employer)

**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))

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.

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**Item 1.01. Entry into a Material Definitive Agreement.**

*Chairman Services Agreement*

On April 16, 2018, MYnd Analytics, Inc. (the "Company") and Robin L. Smith, MD, the Chairman of the Board of Directors agreed to amend the Chairman Services Agreement, dated as of July 14, 2017 (the "Chairman Amendment"). Pursuant to the Chairman Amendment, Dr. Smith's annual cash fee for the 2018 calendar year will be reduced from \$300,000 to \$150,000. This change is retroactive to January 1, 2018. Further, pursuant to the Chairman Amendment, Dr. Smith was granted an option on April 16, 2018 to purchase 150,000 shares of common stock under the Company's Amended and Restated 2012 Omnibus Incentive Compensation Plan (the "2012 Plan"), which will continue to vest and not be terminated if Dr. Smith is no longer affiliated with the Company. The share granted under the Chairman Amendment will vest according to the following schedule: 1/3 will vest on the date of grant, 1/3 will vest on July 1, 2018, and 1/3 will vest on November 1, 2018.

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

*CEO Employment Agreement*

On April 19, 2018, the Company and George C. Carpenter, IV, the Chief Executive Officer of the Company, entered into an amendment to his Employment Agreement, dated as of September 7, 2007 (the "CEO Amendment"), pursuant to which Mr. Carpenter's annual salary will be reduced from \$270,000 to \$206,250. This change is retroactive to April 13, 2018. Further, pursuant to the CEO Amendment, Mr. Carpenter was granted 34,380 restricted shares of common stock under the 2012 Plan. The shares granted under the CEO Amendment will vest quarterly. If the employee's relationship with the Company is terminated, the above grant will be prorated. The modification will be reviewed by the parties on or before December 31, 2018.

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**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.**

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

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April 20, 2018

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