

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MYND ANALYTICS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

87-0419387
(I.R.S. Employer
Identification Number)

26522 La Alameda, Suite 290
Mission Viejo, CA 92691
(Address of Principal Executive Offices) (Zip Code)

Amended and Restated 2012 Omnibus Incentive Compensation Plan
(Full Title of the Plan)

George Carpenter
President and Chief Executive Officer
MYnd Analytics, Inc.
26522 La Alameda, Suite 290
Mission Viejo, CA 92691
(949) 420-4400

(Name and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copy requested to:

Jeffrey A. Baumel, Esq.
Dentons US LLP
1221 Avenue of the Americas
New York, New York 10020
(212) 768-6700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Emerging growth company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share	1,457,969	\$ 3.53 ⁽²⁾	\$ 5,146,630.57 ⁽²⁾	\$ 640.76
Total	1,457,969	3.53	\$ 5,146,630.57	\$ 640.76

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall be deemed to cover any additional shares of common stock, par value \$0.001 per share (the "Common Stock"), of MYnd Analytics, Inc. ("MYnd" or the "Company") that may become issuable under the Company's Amended and Restated 2012 Omnibus Incentive Compensation Plan (the "Plan") by reason of any stock split, stock dividend, recapitalization or other similar transaction.

(2) Solely for the purpose of calculating the registration fee, the maximum aggregate offering price has been calculated pursuant to Rule 457(h) under the Securities Act based on the weighted average exercise price of the currently outstanding stock options granted pursuant to the Plan.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 (the "Registration Statement") is being filed by MYnd Analytics, Inc., a Delaware corporation (the "Registrant"), to register an additional 1,457,969 shares of its common stock, par value \$0.001 per share, issuable to eligible employees, consultants, contractors and directors of the Registrant and its affiliates under the Registrant's Amended and Restated 2012 Omnibus Incentive Plan (the "Plan"). Accordingly, the contents of the previous Registration Statement on Form S-8 (File No. 333-215434) filed by the Registrant with the U.S. Securities and Exchange Commission (the "SEC") on January 5, 2017 (the "Prior Registration Statement") relating to the Plan, including periodic reports that we filed after the Prior Registration Statement to maintain current information about us, are incorporated by reference into the Registration Statement pursuant to General Instruction E of Form S-8. The Prior Registration Statement is currently effective.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by MYnd Analytics, Inc. (the "Company") with the Commission are incorporated by reference into this Registration Statement:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2017, filed with the Commission on December 29, 2017;
- (b) The Company's Quarterly Reports on Form 10-Q for the quarterly periods ended December 31, 2017, filed on February 20, 2018, and March 31, 2018, filed on May 14, 2018;
- (c) The Company's Current Reports on Form 8-K filed on January 5, 2018, January 22, 2018, February 20, 2018, February 23, 2018, April 3, 2018, April 9, 2018, April 20, 2018, April 24, 2018, May 4, 2018 and May 15, 2018;
- (d) The Company's Definitive Proxy Statement on Schedule 14A, filed on March 1, 2018, used in connection with the 2018 Annual Meeting of Stockholders that was held on April 4, 2018;
- (e) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the report referenced in Item 3(a) above; and
- (f) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on April 26, 2012 and July 13, 2017, and any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed with the Commission by the Company (other than portions of such documents which are furnished and not filed) pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the time of filing of such documents with the Commission.

Any statement contained in the documents incorporated or deemed to be incorporated by reference into this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference into this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

See Exhibit Index appearing immediately after the signature page to this registration statement is incorporated by reference in this Item 8.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mission Viejo, State of California on May 18, 2018.

MYND ANALYTICS, INC.

By: /s/ George C. Carpenter IV
George C. Carpenter IV
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby severally and individually constitutes and appoints George C. Carpenter IV and Donald E. D'Ambrosio, and each of them, the true and lawful attorneys-in-fact and agents with full power of substitution, of each of him or her to execute in the name, place and stead of each of him and her (individually and in any capacity stated below) any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, in each case which relates to this Registration Statement, and all instruments necessary or advisable in connection therewith and to file the same with the Commission, each of said attorneys-in-fact and agents to have the power to act with or without the others and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and he or she hereby ratifies and confirms his or her signature as it may be signed by his or her said attorneys-in-fact and agents or each of them to any and all such amendments and instruments.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ George C. Carpenter IV</u> George C. Carpenter IV	Chief Executive Officer (Principal Executive Officer)	May 18, 2018
<u>/s/ Donald E. D'Ambrosio</u> Donald E. D'Ambrosio	Chief Financial Officer (Principal Financial and Accounting Officer)	May 18, 2018
<u>/s/ Robin L. Smith, M.D.</u> Robin L. Smith, M.D.	Chairman of the Board	May 18, 2018
<u>/s/ Geoffrey E. Harris</u> Geoffrey E. Harris	Director	May 18, 2018
<u>/s/ John Pappajohn</u> John Pappajohn	Director	May 18, 2018
<u>/s/ Peter Unanue</u> Peter Unanue	Director	May 18, 2018
<u>/s/ Michal Votruba</u> Michal Votruba	Director	May 18, 2018

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
<u>4.1⁽¹⁾</u>	<u>Amended and Restated 2006 Stock Incentive Plan</u>
<u>4.2⁽²⁾</u>	<u>Amended and Restated 2012 Omnibus Incentive Compensation Plan</u>
<u>4.3⁽³⁾</u>	<u>Form of Restricted Share Agreement</u>
<u>4.4⁽⁴⁾</u>	<u>Form of ISO Stock Option Award Certificate</u>
<u>4.5⁽⁵⁾</u>	<u>Form of NQSO Stock Option Award Certificate</u>
<u>4.6⁽⁶⁾</u>	<u>Sample Stock Certificate</u>
<u>5.1*</u>	<u>Opinion of Dentons US LLP</u>
<u>23.1*</u>	<u>Consent of Dentons US LLP (included in Exhibit 5.1)</u>
<u>23.2*</u>	<u>Consent of Anton & Chia, LLP independent registered public accounting firm</u>
<u>23.3*</u>	<u>Consent of Marcum LLP, independent registered public accounting firm</u>
<u>24.1*</u>	<u>Powers of Attorney (included on the signature page of this Registration Statement)</u>

* Filed herewith.

- (1) Incorporated herein by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed on April 1, 2010 (File No. 000-26285).
 - (2) Incorporated herein by reference to Annex A to the Company's Definitive Proxy Statement on Schedule 14A filed on March 1, 2018 (File No. 001-35527).
 - (3) Incorporated herein by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K filed on December 22, 2016 (File No. 001-35527).
 - (4) Incorporated herein by reference to Exhibit 4.5 to the Company's Annual Report on Form 10-K filed on December 22, 2016 (File No. 001-35527).
 - (5) Incorporated herein by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K filed on December 22, 2016 (File No. 001-35527).
 - (6) Incorporated herein by reference to Exhibit 4.3 to the Company's Annual Report on Form 10-K filed on December 29, 2017 (File No. 001-35527).
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May 18, 2018
MYnd Analytics, Inc.
26522 La Alameda, Suite 290
Mission Viejo, CA 92691

Re: MYnd Analytics, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

In our capacity as counsel to MYnd Analytics, Inc., a Delaware corporation (the “Company”), we have been asked to render this opinion in connection with a registration statement on Form S-8 (the “Registration Statement”), being filed contemporaneously herewith by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Act”), covering an aggregate of 1,457,969 shares (the “Shares”) of common stock, par value \$0.001 per share, of the Company issuable pursuant to the terms of the Company’s Amended and Restated 2012 Omnibus Incentive Compensation Plan (the “Plan”).

In connection with rendering this opinion, we have examined (i) the Company’s Certificate of Incorporation, as amended, (ii) the Company’s By-Laws, as amended, (iii) the Plan, (iv) the Registration Statement, (v) corporate proceedings of the Company relating to the Plan, and (vi) such other instruments and documents as we have deemed relevant under the circumstances.

In making the aforesaid examinations, we have assumed the genuineness of all signatures, the authority of the persons who executed such documents, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as copies, and the due execution and delivery of all documents by any persons or entities where due execution and delivery by such persons or entities is a prerequisite to the effectiveness of such documents. As to various factual matters that are material to this opinion, we have relied upon certificates of public officials and certificates, resolutions, documents, statements and other information of the Company or its representatives. In addition, for purposes of this opinion, we have assumed that a sufficient number of authorized but unissued shares of the Company’s common stock, par value \$0.001 per share, will be available for issuance when the Shares are issued. We have not independently verified or investigated, nor do we assume any responsibility for, the factual accuracy or completeness of such factual statements. We have also assumed that the corporate records furnished to us by the Company include all corporate proceedings taken by the Company to date.

Based upon the foregoing and subject to the assumptions and qualifications set forth herein, we are of the opinion that the Shares have been duly and validly authorized and, when issued and paid for in accordance with the terms of the Plan, will be duly and validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the laws of the United States of America and Delaware corporate law (which includes the Delaware General Corporation Law and applicable provisions of the Delaware constitution, as well as reported judicial opinions interpreting same), as now in effect and that, in the exercise of reasonable professional judgment, are normally considered in transactions such as the issuance of the Shares, and the foregoing opinion does not purport to express any opinion on the laws of any other jurisdiction. This opinion is provided for use solely in connection with the sale of the Shares, and except for its use in connection with such sale, may not be furnished to, quoted from or relied upon by any other person, firm, or corporation without our express written consent. No opinion may be implied or inferred beyond the opinion expressly stated in the paragraph immediately above. The opinion expressed herein is as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect our opinions expressed herein.

We hereby consent to the use of our opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Dentons US LLP



CERTIFIED PUBLIC ACCOUNTANTS

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of
MYnd Analytics, Inc.

We hereby consent to the incorporation by reference in this Registration Statement of MYnd Analytics, Inc. (the "Company") on Form S-8 relating to the consolidated financial statements of the Company appearing in the Company's Annual Report on Form 10-K for the year ended September 30, 2016.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ Anton & Chia, LLP

Newport Beach

May 18, 2018

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of MYnd Analytics, Inc. on Form S-8 of our report, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, dated December 29, 2017, with respect to our audit of the consolidated financial statements of MYnd Analytics, Inc. as of September 30, 2017 and for the year then ended appearing in the Annual Report on Form 10-K of MYnd Analytics, Inc. for the year ended September 30, 2017.

/s/ Marcum LLP

Marcum LLP
Irvine, California
May 18, 2018
