

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): February 4, 2019

MYnd Analytics, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-35527  
(Commission  
File Number)

87-0419387  
(IRS Employer  
Identification No.)

26522 La Alameda, Suite 290  
Mission Viejo, CA 92691  
(Address of principal executive offices)

(949) 420-4400  
(Company'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 12v-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 8.01 Other Events.**

On February 4, 2019, MYnd Analytics, Inc. (the “Company” or “MYnd”) issued a press release, a copy of which is furnished herewith as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No. Description

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99.1 Press Release of MYnd Analytics, Inc., dated February 4, 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 plan to file documents with the SEC, including the filing by MYnd of a Registration Statement on Form S-4 containing a Joint Proxy Statement/Prospectus 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 (WHEN AVAILABLE) AND OTHER DOCUMENTS FILED WITH THE SEC BY MYND AND EMMAUS BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTIONS. Investors and security holders may view these documents (when they are available) and other documents filed with the SEC at the SEC’s web site at [www.sec.gov](http://www.sec.gov) and by contacting MYnd Investor Relations at [mynd@crescendo-ir.com](mailto:mynd@crescendo-ir.com). Investors and security holders may view the documents filed with the SEC on MYnd’s website at [www.myndanalytics.com](http://www.myndanalytics.com) or through the SEC’s website at [www.sec.gov](http://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 will be 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 when it becomes available.

**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**

Certain statements in this communication, including statements relating to the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement and the combined company’s future financial condition performance and operating results, strategy and plans are “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. 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.

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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 to obtain NasdaqCM listing approval and meet other 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 availability and access, in general, of funds to fund operations and necessary capital expenditures.

Other risks and uncertainties are more fully described in MYnd' 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.

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**SIGNATURES**

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

**MYND ANALYTICS, INC.**

February 4, 2019

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

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### **U.S. General Services Administration Awards Federal Supply Schedule to MYnd Analytics to Provide Healthcare IT Services to the Federal Government**

**Mission Viejo, CA, February 4, 2019** –MYnd Analytics, Inc. (NASDAQ: MYND), a predictive analytics company aimed at improving the delivery of mental health through the combination of telemedicine and data analytics, today announced that the U.S. General Services Administration has awarded a five-year Federal Supply Schedule (FSS) contract as a government supplier, effective January 31, 2019 with the opportunity to renew it for 15 more years. Under the contract, MYnd intends to offer Healthcare Information Technology services to federal government departments and agencies related to our Psychiatric EEG Evaluation Registry, including the Department of Defense and the United States Department of Veterans Affairs (VA) facilities nationwide. The Veterans Health Administration is America’s largest integrated health care system with more than 1,400 sites of care, serving almost nine million veterans each year.

The Departments of Veterans Affairs, Defense, and Health and Human Services, in coordination with other federal agencies, are authorized under Presidential Executive Order to take steps to ensure that veterans, service members, and their families receive the mental health services and support they need. These steps included strengthening suicide prevention, enhancing access to mental health treatment and promoting development of more effective treatment methodologies.

Patrick Herguth, CEO of MYnd, stated, “This is another example of the importance artificial/augmented intelligence can play in healthcare and the traction we are gaining with our predictive analytics decision support technology, helping physicians leverage technology for precision personalized care for behavioral health conditions. This contract adds MYnd’s data analysis services to the range of treatment support tools for clinicians in the federal health care system. We have worked hard to be in a position to provide tools and services to clinicians caring for veterans and other federal employees and look forward to becoming part of the behavioral health solution.”

#### **About MYnd Analytics**

MYnd Analytics, Inc. ([www.myndanalytics.com](http://www.myndanalytics.com)) is a predictive analytics company that has developed a decision support tool to help physicians reduce trial and error treatment in mental health and provide more personalized care to patients. 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 40,000 outcomes for over 11,000 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).

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MYnd also operates its wholly owned subsidiary Arcadian Telepsychiatry Services, LLC which manages a suite of services including telepsychiatry, teletherapy, digital patient screening, curbside consultation, on-demand services, and scheduled encounters for all age groups. Arcadian utilizes patient engagement and re-engagement strategies so that care is effectively completed, helping to comfortably move inpatient care to outpatient, assisting patients in readjusting to their life routine, as well as reducing wait times for mental health treatment. Arcadian's customer base includes major health plans, health systems, and community-based organizations.

#### **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 plan to file documents with the SEC, including the filing by MYnd of a Registration Statement on Form S-4 containing a Joint Proxy Statement/Prospectus 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 (WHEN AVAILABLE) AND OTHER DOCUMENTS FILED WITH THE SEC BY MYND AND EMMAUS BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTIONS. Investors and security holders may view these documents (when they are available) and other documents filed with the SEC at the SEC's web site at [www.sec.gov](http://www.sec.gov) and by contacting MYnd Investor Relations at [mynd@crescendo-ir.com](mailto:mynd@crescendo-ir.com). Investors and security holders may view the documents filed with the SEC on MYnd's website at [www.myndanalytics.com](http://www.myndanalytics.com) or through the SEC's website at [www.sec.gov](http://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 will be 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 when it becomes available.*

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**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.*

**Forward-looking Statements**

*Certain statements in this communication, including statements relating to the Company's future financial condition, performance, operating results, strategy and plans are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, giving MYnd's expectations or predictions of future financial or business performance or conditions. 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 assumes no duty to update forward-looking statements. In addition to factors previously disclosed in MYnd's reports filed with the U.S. Securities and Exchange Commission 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 to offer and effect sales to government departments and agencies, the willingness of any agencies of the US government to place any orders or make use of MYnd's products or services under the above described award, the ability of MYnd to generate any revenue or develop a feasible strategy with respect thereto, statements regarding market developments, new products and growth strategies, the ability of MYnd's products to successfully produce objective data and improve efficiency in the treatment of depression and other mental health and psychiatric illnesses, to recognize patterns, predict outcomes and personalize medicine, or to improve patient outcomes and reduce healthcare costs.*

**Contact:**

Crescendo Communications, LLC  
Tel: +1 (212) 671-1020  
Email: [mynd@crescendo-ir.com](mailto:mynd@crescendo-ir.com)

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