

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 4, 2019

MYND ANALYTICS, INC.

(Exact name of Company as specified in its charter)

001-35527

(Commission File No.)

Delaware  
(State or other  
jurisdiction of  
incorporation)

87-0419387  
(I.R.S. Employer  
Identification No.)

26522 La Alameda, Suite 290

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 7.01. Regulation FD Disclosure.**

MYnd Analytics, Inc. (“MYnd” or the “Company”) will host a webinar for investors utilizing the webinar materials linked in Exhibit 99.1 attached hereto (the “Webinar Materials”) to discuss with investors recent developments of the Company, key industry trends, growth drivers, the Company’s proposed merger with Emmaus Life Sciences, Inc. (“Emmaus”) and Emmaus’ FDA-approved sickle cell treatment. The Webinar Materials may be accessed by visiting <https://www.redchip.com/events/40/MYnd-Analytics-Webinar>. The Press Release announcing the availability of the Webinar Materials is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K is being furnished, not filed, pursuant to Regulation FD. Accordingly, the information in Items 7.01 and 9.01 of this report will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by the Company that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company or any of its affiliates.

The information contained in the Webinar Materials is summary information that should be considered within the context of the Company’s filings with the Securities and Exchange Commission and other public announcements that the Company may make by press release or otherwise from time to time. The Webinar Materials speak as of the date of this Current Report on Form 8-K. While the Company may elect to update the Webinar Materials in the future or reflect events and circumstances occurring or existing after the date of this Current Report on Form 8-K, the Company specifically disclaims any obligation to do so.

**Item 8.01. Other Events.**

Item 7.01, above, is incorporated by reference into this Item 8.01.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

**Exhibit No. Description**

99.1 Press Release of the Company, dated as of April 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 have filed documents with the SEC, including the filing by MYnd of a Registration Statement on Form S-4 containing a Joint Proxy Statement/Prospectus, filed on February 13, 2019, 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 AND OTHER DOCUMENTS FILED WITH THE SEC BY MYND AND EMMAUS BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTIONS. Investors and security holders may view these documents 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 has been 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.

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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.

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Current Report on Form 8-K contains “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, including, without limitation, statements related to (i) market opportunities for certain of the Company’s products, (ii) general market trends in mental health and payor coverage, (iii) the ability of MYnd’s products to successfully produce objective data, improve efficiency in the treatment of depression and other mental health and psychiatric illnesses, recognize patterns, predict outcomes and personalize medicine, improve patient outcomes or reduce healthcare costs, (iv) statements relating to the Agreement and Plan of Merger dated as of January 4, 2019, by and among the Company, the Company’s wholly owned subsidiary, Athena Merger Subsidiary, Inc., and Emmaus (the “Merger Agreement”), (v) the transactions contemplated by the Merger Agreement including but not limited to the Merger (as defined in the Merger Agreement) and (vi) MYnd’s or the combined company’s future financial condition, performance and operating results, strategy and plans. 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.

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 of MYnd to meet the 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 ability of MYnd’s products to successfully produce objective data; the ability of MYnd’s products to improve efficiency in the treatment of depression and other mental health and psychiatric illnesses; the ability of MYnd’s products to recognize patterns, predict outcomes and personalize medicine; the ability of MYnd’s products to improve patient outcomes and to reduce healthcare costs; and 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. The Company’s actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements.

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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.**

April 4, 2019

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

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**MYnd Analytics to Host Investor Webinar on April 4 to Provide Update on Recent Developments**

Mission Viejo, CA – April 4, 2019 – MYnd Analytics, Inc. (NASDAQ: MYND), a behavioral health company with tools and technologies aimed at improving the delivery of mental health services through the combination of telemedicine and data analytics, will host an investor webinar and live Q&A session on Thursday, April 4, at 11:00 a.m. EST.

The webinar will feature a presentation by CEO Patrick Herguth and Chairman Robin L. Smith, MD, MBA discussing MYnd Analytics recent developments, key industry trends and growth drivers, as well as insight regarding the Company's acquisition of Emmaus and its FDA-approved sickle cell treatment.

To view the webinar, please visit: <https://www.redchip.com/events/40/MYnd-Analytics-Webinar>

**About MYnd Analytics**

MYnd Analytics, Inc. ([www.myndanalytics.com](http://www.myndanalytics.com)), with its wholly owned subsidiary Arcadian Telepsychiatry Services LLC, is a technology-enabled telepsychiatry and teletherapy company that provides enhanced access to behavioral health services, improves patient outcomes and helps lower the costs associated with behavioral health issues. The MYnd Psychiatric EEG Evaluation Registry (PEER) is a predictive analytics decision support tool that helps physicians reduce trial and error treatment for behavioral health conditions. PEER provides the physician a personalized care plan with recommended treatment options based on a patient's unique brain markers, reducing treatment time and treatment costs. Arcadian Telepsychiatry Services LLC provides a suite of complementary telemedicine services that can be combined with PEER, including telepsychiatry, teletherapy, digital patient screening, curbside consultation, on-demand services, and scheduled encounters for all age groups. MYnd's customers include major health plans, health systems, and community-based organizations. To read more about the benefits of this patented technology for patients, physicians and payers, please visit: [www.myndanalytics.com](http://www.myndanalytics.com).

***Additional Information about the Proposed Merger between MYnd and Emmaus and Where to Find It***

In connection with the previously disclosed proposed business combination involving MYnd Analytics, Inc. and Emmaus Life Sciences, Inc., MYnd and Emmaus have filed documents with the U.S. Securities and Exchange Commission (the "SEC"), including the filing by MYnd of a Registration Statement on Form S-4 containing a Joint Proxy Statement/Prospectus, filed on February 13, 2019, 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 AND OTHER DOCUMENTS FILED WITH THE SEC BY MYND AND EMMAUS BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTIONS.** Investors and security holders may obtain free copies of these documents 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 or Emmaus Investor Relations.

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 has been 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.

***No Offer or Solicitation***

This document does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval 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 offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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## Forward-looking Statements

*Except for the historical information contained herein, the matters discussed in this press release 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's ability to successfully expand into various market channels, the ability of MYnd's products to successfully screen for or identify patients responsive to TMS, to successfully target objective measures and to successfully increase efficiency in the treatment of depression and other mental health and psychiatric illnesses, MYnd's ability to expand globally in areas where there is an opportunity to improve treatment in mental health, MYnd's ability to continue to protect and enforce its patents, the ability of MYnd's products to reduce healthcare costs, to reduce unneeded or inefficacious procedures, or to reduce the costs of treatment for mental health, as well as those risks and uncertainties set forth in MYnd's 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.*

### Contact:

RedChip Companies, Inc.

Tel: +1 (407) 644-4256

Email: [victor@redchip.com](mailto:victor@redchip.com)

