

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

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* TIERNEY THOMAS T			2. Issuer Name and Ticker or Trading Symbol MYnd Analytics, Inc. [CNSO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ Officer (give title below) <input checked="" type="checkbox"/> 10% Owner ____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/23/2015			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		
85 ENTERPRISE, SUITE 410			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) ALISO VIEJO, CA 92656								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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)			

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock Warrant	\$ 0.05	12/23/2015		A		10,800,000		12/23/2015	12/31/2020 <sup>(1)</sup>	Common Stock	10,800,000	<sup>(2)</sup>	I	Trust <sup>(3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIERNEY THOMAS T 85 ENTERPRISE SUITE 410 ALISO VIEJO, CA 92656		X		

## Signatures

/s/ THOMAS T. TIERNEY 12/28/2015  
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).
- (1) The expiration date of the warrant is the earlier of (i) December 31, 2020 and (ii) the date that is forty-five (45) days following the date on which the daily closing price of the Issuer's shares of common stock listed on the OTCQB Venture Marketplace (or other bulletin board or exchange on which the Issuer's common stock is traded or listed) exceeds \$0.25 for at least ten (10) consecutive trading days. On December 23, 2015, the Issuer and the holders of the 5% Secured Convertible Notes due December 2017 (formerly due March 2016) (the "Notes") entered into a Second Amended and Restated Note and Warrant Purchase Agreement (the "Agreement"), which (i) extended the maturity date of the Notes to December 31, 2017; (ii) provided for the issuance of certain warrants to prior and current
- (2) investors; (iii) extended the time during which Notes may be issued; and (iv) increased the aggregate principal amount of Notes issuable. Pursuant to the Agreement, in consideration for extending the maturity date of the Notes, the Reporting Person received a warrant to purchase shares of the Issuer's common stock, exercisable at \$0.05 per share, equal to the aggregate principal amount of Notes held by the Reporting Person prior to December 23, 2015.
- (3) Warrant to purchase shares of common stock are held in the name of the Thomas T. and Elizabeth C. Tierney Family Trust of which Mr. Tierney is a trustee.

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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