

FORM 4

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

OMB APPROVAL
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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* Harris Geoffrey E. <small>(Last) (First) (Middle)</small> C/O MYND ANALYTICS, INC., 26522 LA ALAMEDA, SUITE 290 <small>(Street)</small> MISSION VIEJO, CA 92691 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol MYnd Analytics, Inc. [CNZO] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 3. Date of Earliest Transaction (Month/Day/Year) 02/23/2016 | | 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 |
| 4. If Amendment, Date Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 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) | Price | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| 5% Secured Convertible Note due December 2017 (1) | \$ 0.05 | 02/23/2016 | | A | | \$ 10,000 | 12/16/2017(2) | 12/31/2017(3) | Common Stock | 200,000 | (4) | \$ 10,000 (5) | D | |
| Common Stock Warrant | \$ 0.05 | 02/23/2016 | | A | | 200,000 | 02/23/2016 | 12/31/2020(6) | Common Stock | 200,000 | (4) | 200,000 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Harris Geoffrey E. C/O MYND ANALYTICS, INC. 26522 LA ALAMEDA, SUITE 290 MISSION VIEJO, CA 92691 | X | | | |

Signatures

| | |
|--|---------------------|
| /s/ Geoffrey E. Harris | 02/25/2016 |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

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).

The 5% Secured Convertible Note due December 2017 (the "Note") was purchased by the Reporting Person pursuant to a Second Amended and Restated Note and Warrant Purchase Agreement (the "Agreement"), dated December 23, 2015, between the Issuer and the investors party thereto, as more specifically reported on the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 30, 2015.

- (2) The Note is convertible into shares of common stock either: (i) voluntarily, beginning 15 days prior to the December 31, 2017 maturity date of the Note (the "Maturity Date"), by the holder or (ii) automatically, if, prior to the Maturity Date, the Issuer consummates a Qualified Financing (as defined in the Note).
- (3) The Maturity Date of the Note is December 31, 2017.
- (4) The Note and related common stock warrant were issued in exchange for \$10,000 in cash pursuant to the Agreement.
- (5) The number of derivate securities beneficially owned does not include interest accrued at 5% per annum on the Note.

The expiration date of the common stock 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 (6) 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.

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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