

# 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 <b>TIERNEY THOMAS T</b>			2. Issuer Name and Ticker or Trading Symbol <b>MYnd Analytics, Inc. [CNSO]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/03/2016</b>					
C/O MYND ANALYTICS, INC., 26522 LA ALAMEDA, SUITE 290								
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			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		
MISSION VIEJO, CA 92691								
(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)	Price			

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	Title	Amount or Number of Shares				
5% Secured Convertible Note due December 2017 <sup>(1)</sup>	\$ 0.05	08/03/2016		A		\$ 100,000		12/16/2017 <sup>(2)</sup>	12/31/2017 <sup>(3)</sup>	Common Stock	2,000,000	<sup>(4)</sup>	\$ 640,000 <sup>(5)</sup>	I	Trust <sup>(6)</sup>
Common Stock Warrant	\$ 0.05	08/03/2016		A		2,000,000		08/03/2016	12/31/2020 <sup>(7)</sup>	Common Stock	2,000,000	<sup>(4)</sup>	12,800,000	I	Trust <sup>(6)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIERNEY THOMAS T C/O MYND ANALYTICS, INC. 26522 LA ALAMEDA, SUITE 290 MISSION VIEJO, CA 92691		X		

## Signatures

/s/ THOMAS T. TIERNEY	08/05/2016
<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 \$100,000 in cash pursuant to the Agreement.

(5) The number of derivative securities beneficially owned does not include interest accrued at 5% per annum on the Note.

(6) The Note and Warrant to purchase shares of common stock are held in the name of Thomas T. and Elizabeth C. Tierney Family Trust of which Mr. Tierney is a trustee.

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 shares  
(7) 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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