

FORM 4

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

OMB APPROVAL
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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 <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 type="checkbox"/> Director <input checked="" 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) 09/21/2016		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			
Common Stock (1)	09/21/2016		M		137,328	A	\$ 5	184,345	I	Trust (2)

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
5% Secured Convertible Note due December 2017 (1)	\$ 5	09/21/2016		M	\$ 640,000 (3) (4)	09/01/2016 (3)(4)	12/31/2017	Common Stock	137,328 (3) (4)	(3) (4)	\$ 0	I	Trust (2)
Common Stock Warrant (1)	\$ 10	09/21/2016		D (5)	\$ 640,000	(6)	12/31/2020	Common Stock	64,000	(5)	0	I	Trust (2)

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	09/23/2016
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) All information provided herein has been adjusted where necessary to give effect to the 1-for-200 reverse stock split effected on September 21, 2016.

- (2) Securities are held in the name of the Thomas T. and Elizabeth C. Tierney Family Trust of which Mr. Tierney is a trustee.
- Six notes in the aggregate principal amount of \$640,000 were purchased by the Reporting Person between September 22, 2014 and August 3, 2016 pursuant to a Note and Warrant Purchase Agreement,
- (3) dated as of September 22, 2014, as amended (the "Note and Warrant Purchase Agreement"), between the Issuer and the investors party thereto. These notes were convertible by the Reporting Person starting December 16, 2017 through December 31, 2017.
- On September 19, 2016, the Issuer entered into a Second Omnibus Amendment (the "Amendment") between the Issuer and the investors party thereto, to the Note and Warrant Purchase Agreement, which granted the Issuer the option, exercisable at any time after September 1, 2016, to mandatorily convert all notes issued pursuant to the Note and Warrant Purchase Agreement into shares of the
- (4) Issuer's common stock at \$5.00 per share (subject to certain adjustments) (the "Mandatory Conversion"). On September 19, 2016, the Issuer exercised its Mandatory Conversion option under the Amendment, and on September 21, 2016 caused the conversion of \$640,000 in aggregate principal amount of the Reporting Person's notes, with accrued interest thereon of \$46,638.05, at a conversion price of \$5.00 per share of common stock.
- (5) The Amendment provided that upon the conversion of the notes issued pursuant to the Note and Warrant Purchase Agreement, which was caused by the Issuer on September 21, 2016, all warrants issued pursuant to the Note and Warrant Purchase Agreement would be cancelled.
- (6) The Common Stock Warrants were exercisable as of their respective dates of issuance.

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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