

# 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Smith Robin L</b>		2. Issuer Name and Ticker or Trading Symbol <b>MYnd Analytics, Inc. [MYAN]</b>		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)	
(Last) (First) (Middle) <b>C/O MYND ANALYTICS, INC., 26522 LA ALAMEDA, SUITE 290</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>11/01/2016</b>			
(Street) <b>MISSION VIEJO, CA 92691</b>		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	
(City) (State) (Zip)					

**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	11/01/2016 <sup>(1)</sup>		A		40,000 <sup>(2)</sup>	A	\$ 0	69,526	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						Title
Employee Stock Option (right to buy) and tax-offset right <sup>(2)</sup>	\$ 6	11/01/2016 <sup>(1)</sup>		A		16,000 <sup>(3)</sup>		11/01/2016	09/22/2026	Common Stock	16,000	\$ 0	16,000	D	

## Reporting Owners

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

## Signatures

/s/ Robin L. Smith	11/02/2016
<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 award was recommended by the compensation committee and approved by the board of directors of MYnd Analytics, Inc. (the "Registrant") on September 22, 2016, subject to stockholder approval of the Amended and Restated 2012 Omnibus Incentive Compensation Plan (the "Plan") under which it was granted. The Registrant's stockholders approved the Plan on November 1, 2016.
- (1) The tax-offset right accompanying this grant entitles the reporting person to receive a cash payment from the Registrant equal to the tax withholding incurred in connection with the award, including tax withholding incurred on the tax-offset payment. The Registrant has reported having accrued in aggregate \$250,000 for the estimated tax withholding liability.
  - (2) On September 22, 2016, the reporting person was granted an option to purchase 40,000 shares of common stock. The option vests in five equal installments based on the reporting person's satisfaction of certain performance criteria. The performance criteria for the first and second installments were met, resulting in the vesting of the option as to 16,000 shares.

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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