

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Vallone Carol A</u>  (Last) (First) (Middle) <u>C/O MIND MEDICINE (MINDMED), INC</u> <u>ONE WORLD TRADE CENTER, SUITE 8500</u>  (Street) <u>NEW YORK NY 10007</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mind Medicine (MindMed) Inc. [ MNMD ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/21/2023</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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 Shares	06/21/2023		A		13,671 <sup>(1)</sup>	A	\$0.00	16,544 <sup>(2)</sup>	D	

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 Securities Underlying Derivative Security (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: 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				
Stock Option (Right to Buy)	\$3.61	06/21/2023		A		19,203		(3)	06/20/2033	Common Shares	19,203	\$0.00	29,205 <sup>(2)</sup>	D	

Explanation of Responses:

1. These shares represent restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one Common Share of the Issuer. The RSUs shall vest in four (4) equal quarterly installments from the grant date or upon the next Annual Meeting date, if earlier, subject to the Reporting Person providing continuous service to the Issuer on each such vesting date.
2. On August 26, 2022, the Issuer effected a 1-for-15 reverse stock split (the "Reverse Stock Split"). The number of securities reported on the Form 4 have been adjusted to reflect the Reverse Stock Split.
3. The shares underlying the option shall vest in twelve (12) equal monthly installments starting from the grant date or upon the next Annual Meeting date, if earlier, subject to the Reporting Person providing continuous service to the Issuer on each such vesting date.

Remarks:

/s/ Robert Barrow, Attorney-in-Fact 06/23/2023

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.