

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>GRYSKA DAVID W</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		13,851 ⁽¹⁾	A	\$0.00	13,851	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		37,594		(2)	06/20/2033	Common Shares	37,594	\$0.00	37,594	D	
Director's Deferred Share Units	(3)	06/21/2023		A		13,131		(3)	(3)	Common Shares	(3)	(3)	13,131	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. These RSUs will vest in three equal annual installments over such three-year period; provided, that in the event that the Reporting Person's continuous service as a member of the Board terminates for any reason other than for cause after the first anniversary of the grant date, a portion of these RSUs that would have vested on the next annual vesting date following the date of departure will immediately vest in full as of the date of termination of service on a prorated basis.
2. The shares underlying the option shall vest and become exercisable 1/3 on June 21, 2024, with the remaining portion vesting in equal monthly installments over the two years thereafter, subject to the Reporting Person providing continuous service to the Issuer on each such date.
3. Represents Directors' Deferred Share Units ("DDSUs") granted pursuant to the Issuer's Directors' Deferred Share Unit Plan (the "Plan"). DDSUs will vest 1/3 on June 21, 2024, with the remaining portion vesting in equal monthly installments over the two years thereafter. The DDSUs are to be settled in cash upon the termination of the Reporting Persons' directorship (each DDSU representing the right to receive the cash equivalent of the fair market value of one Common Share). Pursuant to the Plan, the fair market value of a Common Share is equal to the volume weighted average trading price of a Common Share on the Nasdaq Stock Market for the five business days immediately preceding the DDSUs vesting date. The DDSUs granted expire no later than 90 days after the Reporting Person's termination date or such other reasonable time as may be determined by the Administrators (defined in the Plan).

Remarks:

/s/ Carrie Liao, 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.