
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 10, 2024

Mind Medicine (MindMed) Inc.

(Exact name of Registrant as Specified in Its Charter)

British Columbia
(State or Other Jurisdiction
of Incorporation)

001-40360
(Commission File Number)

98-1582438
(IRS Employer
Identification No.)

One World Trade Center
Suite 8500
New York, New York
(Address of Principal Executive Offices)

10007
(Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 220-6633

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|----------------------------|------------------------------|--|
| Common Shares | MNMD | The Nasdaq Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 10, 2024, Mind Medicine (MindMed) Inc. (the “Company”) held its 2024 Annual General and Special Meeting of Shareholders (the “Annual Meeting”). As of April 24, 2024, the record date for the Annual Meeting, 71,872,422 common shares of the Company were outstanding and entitled to vote at the Annual Meeting. A quorum was present at the Annual Meeting under the Company’s amended and restated articles, and there were 37,626,554 common shares present or represented at the Annual Meeting by valid proxies representing approximately 52.4% of the common shares entitled to vote at the Annual Meeting. The Company’s shareholders voted on the three proposals set forth below. A more detailed description of each proposal is set forth in the Company’s definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on April 26, 2024.

Set forth below are the final voting results for the Annual Meeting as certified by the Independent Scrutineer of Elections on June 10, 2024, as well as a description of the proposals voted on at the Annual Meeting.

Proposal 1 – Election of Directors

The Company’s six nominees, Robert Barrow, Dr. Suzanne Bruhn, Dr. Roger Crystal, David Gryska, Andreas Krebs, and Carol A. Vallone, were each elected to serve as a member of the Company’s Board of Directors (the “Board”) until the 2025 annual general meeting of shareholders (the “2025 Annual Meeting”) and until his or her successor is duly elected or qualified, by the following votes:

| Company Board Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|------------------------------|------------------|-----------------------|-------------------------|
| Robert Barrow | 23,702,865 | 169,098 | 13,754,591 |
| Dr. Suzanne Bruhn | 18,167,514 | 5,704,449 | 13,754,591 |
| Dr. Roger Crystal | 18,161,969 | 5,709,994 | 13,754,591 |
| David Gryska | 23,684,410 | 187,553 | 13,754,591 |
| Andreas Krebs | 22,756,150 | 1,115,813 | 13,754,591 |
| Carol A. Vallone | 18,138,417 | 5,733,546 | 13,754,591 |

Proposal 2 – Appointment of Auditor

The shareholders approved the appointment of KPMG LLP as the auditor of the Company until the 2025 Annual Meeting by the following votes:

| Votes For | Votes Withheld | Broker Non-Votes |
|------------------|-----------------------|-------------------------|
| 36,841,951 | 784,603 | -- |

Proposal 3 – Approval of Employee Share Purchase Plan

The shareholders approved the Mind Medicine (MindMed) Inc. 2024 Employee Share Purchase Plan by the following votes:

| Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|------------------|----------------------|----------------------|-------------------------|
| 23,419,690 | 255,732 | 196,541 | 13,754,591 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MIND MEDICINE (MINDMED) INC.

Date: June 11, 2024

By: /s/ Robert Barrow
Chief Executive Officer
