

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

**FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Mind Medicine (MindMed) Inc.**

(Exact name of registrant as specified in its charter)

British Columbia, Canada  
(State or Other Jurisdiction of  
Incorporation or Organization)

98-1582538  
(I.R.S. Employer  
Identification Number)

One World Trade Center  
Suite 8500  
New York, New York 10007  
(212) 220-6633

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Mark Sullivan  
Chief Legal Officer  
Mind Medicine (MindMed) Inc.  
One World Trade Center  
Suite 8500  
New York, New York 10007  
(212) 220-6633

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Steven J. Abrams  
Hogan Lovells US LLP  
1735 Market Street  
Suite 2300  
Philadelphia, Pennsylvania 19103  
(267) 675 4600

Trevor Scott  
Osler, Hoskin & Harcourt LLP  
Suite 3000, Bentall Four  
1055 Dunsmuir Street  
Vancouver, British Columbia, Canada V7X 1K8  
(778) 785-3000

**Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-264648)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

---

**This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.**

---

---

---

## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Mind Medicine (MindMed) Inc. (the “Registrant”) is filing this Registration Statement on Form S-3 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-3 (File No. 333-264648) (the “Prior Registration Statement”), which the Registrant filed with the Commission on May 4, 2022, and which the Commission declared effective on May 16, 2022.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate amount of securities offered by the Registrant by a proposed aggregate offering price of \$19,814,458. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index below and filed herewith or incorporated by reference herein.

### EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description of document</b>
5.1	<a href="#"><u>Opinion of Osler, Hoskin &amp; Harcourt LLP</u></a>
23.1	<a href="#"><u>Consent of KPMG LLP, independent registered public accounting firm</u></a>
23.2	<a href="#"><u>Consent of Osler, Hoskin &amp; Harcourt LLP (included in Exhibit 5.1)</u></a>
107	<a href="#"><u>Filing Fee Table</u></a>

---

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on March 7, 2024.

### Mind Medicine (MindMed) Inc.

By: /s/ Robert Barrow

Robert Barrow  
Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert Barrow</u> Robert Barrow	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 7, 2024
<u>/s/ Schond L. Greenway</u> Schond L. Greenway	Chief Financial Officer <i>(Principal Financial Officer)</i>	March 7, 2024
<u>/s/ Carrie F. Liao</u> Carrie F. Liao	Chief Accounting Officer <i>((Principal Accounting Officer))</i>	March 7, 2024
<u>/s/ Suzanne Bruhn</u> Suzanne Bruhn	Director	March 7, 2024
<u>/s/ David Gryska</u> David Gryska	Director	March 7, 2024
<u>/s/ Roger Crystal</u> Roger Crystal	Director	March 7, 2024
<u>/s/ Andreas Krebs</u> Andreas Krebs	Director	March 7, 2024
<u>/s/ Carol Vallone</u> Carol Vallone	Director	March 7, 2024

**Osler, Hoskin & Harcourt LLP**  
 Suite 3000, Bentall Four  
 1055 Dunsmuir Street  
 Vancouver, British Columbia, Canada V7X 1K8  
 778.785.3000 MAIN  
 778.785.2745 FACSIMILE



Vancouver

Montréal

Toronto

Calgary

Ottawa

New York

March 7, 2024

**Mind Medicine (MindMed) Inc.**  
 One World Trade Center  
 Suite 8500  
 New York, New York  
 10007

Dear Sirs/Mesdames:

**Re: Mind Medicine (MindMed) Inc. – Registration Statement on FormS-3**

We have acted as Canadian counsel to Mind Medicine (MindMed) Inc., a British Columbia company (the “**Company**”), in connection with the filing of a Registration Statement on Form S-3 (the “**Rule 462(b) Registration Statement**”) by the Company on the date hereof with the Securities and Exchange Commission (the “**SEC**”) pursuant to Rule 462(b) of the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) for the registration of the offer and sale from time to time by the Company under the Securities Act of an aggregate of \$19,814,458 of (a) common shares, without par value, of the Company (the “**Common Shares**”) and (b) warrants (the “**Warrants**”) and, together with the Common Shares, the “**Securities**”) to purchase Common Shares. The Rule 462(b) Registration Statement incorporates by reference the Registration Statement on Form S-3 (file number 333-264648) (the “**Registration Statement**”), which was declared effective by the SEC on May 16, 2022, including the base prospectus which forms part of the Registration Statement (the “**Base Prospectus**”), which provides that it will be supplemented in the future by one or more prospectus supplements (each, a “**Prospectus Supplement**”).

We have examined the Rule 462(b) Registration Statement and all such corporate and public records, statutes and regulations and have made such investigations and have reviewed such other documents as we have deemed relevant and necessary and have considered such questions of law as we have considered relevant and necessary in order to give the opinions hereinafter set forth. As to various questions of fact material to such opinions which were not independently established, we have relied upon a certificate of an officer of the Company.

We are qualified to practice law in the Province of British Columbia and these opinions are rendered solely with respect to the Province of British Columbia and the federal laws of Canada applicable in the Province of British Columbia and, as they relate to the legally binding nature of and enforceability of the Warrants, the laws of the Province of British Columbia.

osler.com

For the purposes of the opinions set forth below, we have assumed without independent investigation or verification by us that:

- (a) The Rule 462(b) Registration Statement and any amendments thereto (including post-effective amendments) will have become effective and such effectiveness shall not have been terminated or rescinded;
- (b) the Securities will have the terms described in and will otherwise be issued as described in the Rule 462(b) Registration Statement or in a Prospectus Supplement and a Prospectus Supplement will have been prepared and filed with the SEC regarding the Securities offered thereby;
- (c) all Securities will be issued and sold in compliance with applicable U.S. federal and state securities laws and in the manner specified in the Rule 462(b) Registration Statement and the applicable Prospectus Supplement;
- (d) there shall not have occurred any change in law affecting the validity or enforceability of such Securities;
- (e) at the time of the issuance of the Securities, the Company will be a validly existing company under the laws of the Province of British Columbia;
- (f) any Warrants issued by the Company are to be issued pursuant to a definitive agreement or certificate evidencing the terms thereof (a **“Securities Agreement”**);
- (g) the Warrants and the Securities Agreement will be governed by the laws of the Province of British Columbia; and
- (h) none of the terms of any Securities to be established subsequent to the date hereof, nor the issuance and delivery of such Securities, nor the execution, delivery and performance by the Company of any Securities Agreement, nor the compliance by the Company with the terms of such Securities, will violate any applicable law or regulation or will result in a violation of any provision of any instrument or agreement then binding upon the Company, or any restriction imposed by any court or governmental body having jurisdiction over the Company.

We have also assumed (a) the legal capacity of all individuals, the genuineness of all signatures, the veracity of the information contained therein, the authenticity of all documents submitted to us as originals and the conformity to authentic or original documents of all documents submitted to us as certified, conformed, electronic, photostatic or facsimile copies and (b) the completeness, truth and accuracy of all facts set forth in the official public records, certificates and documents supplied by public officials or otherwise conveyed to us by public officials.

On the basis of the foregoing and subject to the qualifications hereinafter expressed, we are of the opinion that:

- (a) when (i) all requisite corporate action, including the adoption of appropriate resolutions of the Board of Directors of the Company or a duly authorized committee thereof (the “**Authorizing Resolutions**”), has been taken by the Company to authorize the issuance of any Common Shares and the consideration to be received therefor, and (ii) certificates evidencing such shares have been duly executed, countersigned, issued and delivered, against payment therefor of the consideration specified in such Authorizing Resolutions, in the manner described in such Authorizing Resolutions, such Common Shares will be validly issued, fully paid and non-assessable; and
- (b) when (i) all requisite corporate action, including the adoption of Authorizing Resolutions, has been taken by the Company to establish the terms of and to authorize the issuance of any series of Warrants and the consideration to be received therefor and to authorize the Securities Agreement relating thereto, (ii) all actions described in paragraph (a) above with respect to the Common Shares issuable upon the exercise of such Warrants have been taken (to the extent applicable), and (iii) the applicable Securities Agreement has been duly executed and delivered by the parties thereto and certificates evidencing such Warrants have been duly executed, countersigned, issued and delivered, against payment therefor of the consideration specified in such Authorizing Resolutions, in accordance with the applicable Securities Agreement and in the manner described in such Authorizing Resolutions, such Warrants will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms.

The foregoing opinions are subject to the following qualifications and limitations:

- (a) enforceability may be limited by applicable bankruptcy, insolvency, reorganization, fraudulent transfer and conveyance, receivership, preference, moratorium, arrangement or winding up laws or other similar laws now or hereafter in effect, and related regulations and judicial doctrines, relating to or affecting the enforcement of creditors’ rights and remedies generally; and
- (b) enforceability may be limited by equitable principles, whether such equitable principles are considered at law or in equity, including the principle that equitable remedies such as specific performance and injunction may only be granted in the discretion of a court of competent jurisdiction.

We hereby consent to the filing of this opinion letter as an exhibit to the Rule 462(b) Registration Statement and to the use of our name under the captions "Legal Matters" in the Rule 462(b) Registration Statement, the Registration Statement and the Base Prospectus contained therein or any Prospectus Supplement filed pursuant to Rule 424(b) of the Securities Act with respect thereto. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

This opinion is expressed as of the date hereof and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes of applicable laws.

Yours very truly,

*(signed) Osler, Hoskin & Harcourt LLP*

Osler, Hoskin & Harcourt LLP



**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated February 28, 2024, with respect to the consolidated financial statements of Mind Medicine (MindMed) Inc. and subsidiaries, incorporated herein by reference, and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

San Diego, California  
March 7, 2024

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

## Calculation of Filing Fee Tables

## Registration Statement on Form S-3

## MIND MEDICINE (MINDMED) INC.

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
<b>Newly Registered Securities</b>												
Fees to be Paid	—	—	—	—	—	—	—	—				
	Equity	Common Shares	457(o)	(1)	(1)	(1)	—	—				
	Other	Warrants	457(o)	(1)	(1)	(1)	—	—				
	Unallocated (Universal) Shelf	—	457(o)	(1)	(1)	\$19,814,458	\$147.60 per million	\$2,924.62				
Fees Previously Paid	—	—	—	—	—	—	—	—				
<b>Carry Forward Securities</b>												
Carry Forward Securities	—	—	—	—	—	—	—	—	—	—	—	—
	Total Offering Amounts					\$19,814,458		\$2,924.62				
	Total Fees Paid Previously							—				
	Total Fee Offsets							—				
	Net Fee Due							\$2,924.62				

- (1) The Registrant previously registered the offer and sale of certain securities having a proposed maximum aggregate offering price of \$200,000,000 pursuant to a Registration Statement on Form S-3 (File No. 333-264648) (the "Prior Registration Statement"), which was initially filed on May 4, 2022 and declared effective by the Securities and Exchange Commission on May 16, 2022. As of the date hereof, a balance of \$99,072,290 of such securities remains unsold under the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV(A) of Form S-3, the Registrant is hereby registering the offer and sale of an additional \$19,814,458 of its securities. The additional amount of securities that is being registered for offer and sale represents no more than 20% of the maximum aggregate offering price of the remaining securities available to be sold under the Prior Registration Statement.