

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): November 5, 2007

CNS RESPONSE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-26285
(Commission File Number)

87-0419387
(I.R.S. Employer
Identification No.)

2755 Bristol Street, Suite 285
Costa Mesa, California 92626
(Address of Principal Executive Offices/Zip Code)

(714) 545-3288
(Registrant's telephone number, including area code)

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 (*see* General Instruction A.2. below):

- 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-4c)
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Item 7.01 Regulation FD Disclosure

A copy of material which was used in an investor presentation delivered by CNS Response, Inc. representatives on Monday November 5, 2007 is attached to this Current Report on Form 8-K as Exhibit 99.1.

The statements made by representatives of CNS Response, Inc. were forward looking statements regarding the Company's milestones for 2008 and its performance. Various factors could affect future results and could cause actual results to differ materially from those expressed in or implied by these forward-looking statements. Some of those factors are identified in the Company's periodic reports filed with the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibit is filed herewith:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Investor Presentation Material

SIGNATURE

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.

CNS Response, Inc.

Date: November 5, 2007

By: /s/ Horace Hertz

Horace Hertz
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Investor Presentation Material



CNS Response, Inc.

There are over 100 medications available for treatment of behavioral disorders. The core problem is not that we need three more. The problem is we need to know how to use the 100 that we have.

Stephen Suffin, MD,
Quest Diagnostics
Chief of Clinical Pathology
Co-Founder of CNS Response

October 2007





Safe Harbor

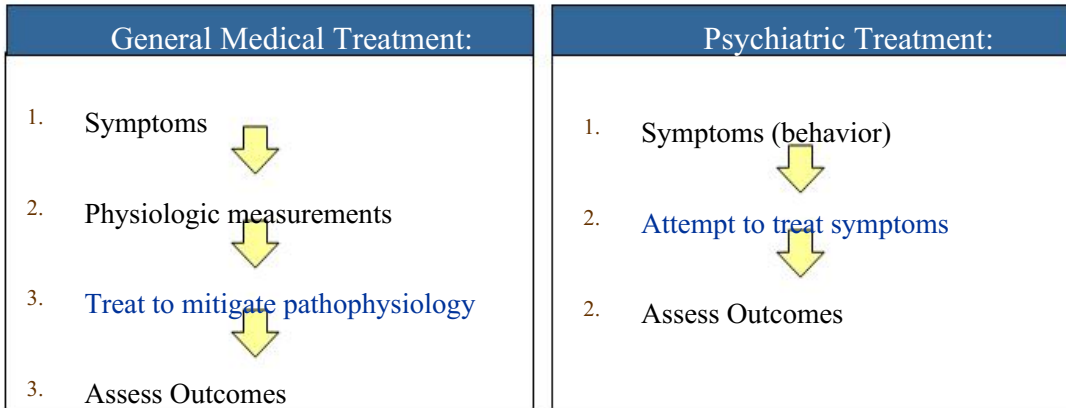
The statements and discussions contained in this summary that are not historical facts constitute forward-looking statements, which can be identified by the use of forward-looking words such as “believes,” “expects,” “may,” “intends,” “anticipates,” “plans,” “estimates” and analogous or similar expressions intended to identify forward-looking statements. CNS Response wishes to caution the reader of this summary that these forward-looking statements and estimates as to future performance, estimates as to future valuations and other statements contained herein regarding matters that are not historical facts, are only predictions, and that actual events or results may differ materially. CNS Response cannot assure or guarantee you that any future results described in this summary will be achieved, and actual results could vary materially from those reflected in such forward-looking statements.

Information contained in this summary has been compiled by CNS Response from sources believed to be credible and reliable. However, CNS Response cannot guarantee such credibility and reliability. The forecasts and projections of events contained herein are based upon subjective valuations, analyses and personal opinions.

This summary shall not constitute an offer to sell or the solicitation of an offer to buy any securities. Such an offer or solicitation, if made, will only be made pursuant to an offering memorandum and subscription documents prepared by CNS Response specifically for such purposes.

The Problem: Psychiatry Lacks Physiological Measures

“In most branches of medicine, physicians base diagnosis on objective tests: x-rays for broken bones, examination of tissue samples for cancer cells. But for some common and serious psychiatric disorders, diagnoses are still based entirely on the patient’s own report of symptoms and the doctor’s observations of the patient’s behavior” (Dr. Steven Hyman, Director of National Institute of Mental Health, Scientific America, September 2003),— **This is the contribution of rEEG.**



CNS Response Overview: First to Market a Proven Biomarker System

CNSR has developed and patented technology consisting of a biomarker system and database to serve the multi-billion dollar Psychiatric Addiction and Pharmaceutical Development markets.

- Laboratory Services to the Psychiatric Market
“What is the right medication(s) for my patient”
- Proprietary Expertise and Technology for Pharmaceutical Companies
“What patients are right for my medication”

What is it?

Introducing Referenced-EEG (rEEG)

Standard Digital EEG



+

Analysis[1]

Compare to “Normal” Database to Stratify

+

Analysis[2]

Compare to Stratified Outcomes Database
to Correlate (13,000 treatments, 4000+ patients)

= rEEG

Medical Correlations

The rEEG Report

A. Summary of rEEG Type I Findings

The overall level of neurophysiologic abnormality as measured by rEEG features is: **High/Moderate/Low**

Section A
Comparison with Normal people of same age and sex

Section 1
Comparison with Outcomes Database to identify categories of medications helpful to similar patients

Section 2
Within categories, identifies specific medications helpful to similar patients

Section 1: Drug Class Correlations		
Drug Class	Sensitivity	Biomarker Predominance
Beta Blockers	Intermediate	High Moderate/Low
Anticonvulsants	Sensitive Intermediate/Resistive	High Moderate/Low
Antidepressants	Sensitive Intermediate/Resistive	High/Moderate Low
Stimulants	Sensitive Intermediate/Resistive	High Moderate/Low

Correlations are based on a subset of more than 1,600 patients in the rEEG database having (1) similar rEEG features to this patient and (2) a change of two or more improvement in their Clinical Global Improvement Index (CGI).

Section 2: Individual Medication Responsivity
Subgroup ratings (S, I & R) are based on comparison to other subgroups within the overall medication group. Within the subgroup individual medications ratings (1, 2, 3) are relative to other medications in the subgroup only. When there is only one medication in a subgroup only the subgroup rating appears. Specific medication combinations may be incompatible.

Anticonvulsants (Sensitive)			Stimulants (Sensitive)		
Trade Name	Generic Name	Sensitivity	Trade Name	Generic Name	Sensitivity
Benzodiazepines			MAOI		
Xanax	Alprazolam	R	Manerix®	Moclobemide	1
Ativan	Lorazepam		Parnate	Tranylcypromide	3
Klonopin	Clonazepam		Eldepryl	Salegiline	2
Tegretol	Carbamazepine	R	Nardil	Phenelzine	ND
Depakote	Divalproex	S	Ritalin	Methylphenidate	R
Neurontin	Gabapentin	I	Dexedrine	d-Amphetamine	S
Lithane	Lithium	I	Adderall	d,l-Amphetamine	R
Gabitril	Tiagabine	ND	Provigil	Modafinil	ND
Beta Blockers (Intermediate)					
Lopressor	Metoprolol	I			
Inderal	Propranolol	I			
Tenormin	Atenolol	I			

S = Sensitive
R = Resistant
I = Intermediate
1,2,3 = relative rankings within a subgroup

Key to symbols:
S = sensitive patients with similar neurophysiology were most often responsive to medications with this designation.
R = resistant patients with similar neurophysiology were least often responsive to medications with this designation.
I = intermediate patients with similar neurophysiology were neither consistently sensitive or consistently resistant to medications with this designation.
ND = No data in the database to support recommendations.
 1,2,3 = relative rankings amongst agents in a subgroup where 1 is highest and 3 is lowest.



Available in Canada

Referenced EEG System - State of the Art Psychiatric Treatment

We are happy to introduce the referenced EEG System to New Jersey residents and the New York metropolitan area. This promises to revolutionize psychiatric treatment by both recommending new treatments and speeding up the delivery of appropriate medications. Research indicates a 80-85% success rate compared to 60% success rate with conventional treatment regimens. The referenced EEG system is based on resting EEGs which remain stable over time. rEEG abnormalities respond predictably to specific medications. The rEEG is like the electrocardiogram which measures the electric currents generated by the heart and is used to guide cardiac therapy. Using rEEGs a clinician can individualize therapy according to the electroencephalogram which measures the electric currents generated by the brain.

A waking rEEG is performed on the patient. Sensors are placed on the head. A small amount of gel is put between the sensor and the head. An EEG reading is taken. It does not hurt. The whole procedure takes about 30-45 minutes. The resultant EEG is compared to a normative EEG database of more than 12,000 patients. The variation from the norm is analyzed to recommend medications in order to normalize the EEG.

Conventional psychiatric drug treatment can take up to a year or more to find the right medication treatment regimen. Through the power of the referenced EEG system the right medication can be found within weeks.

I have seen a middle-aged married female who suffered from life long chronic depression. In spite of psychotherapy, Wellbutrin, Cymbalta, Xanax, Zoloft, and SAM-e, she was not helped. The rEEG test recommended Depakote. Within one week her depressive symptoms vanished. To date she has been maintained on supportive psychotherapy and a small amount of Depakote. She is doing very well.

Depakote is used to treat both bipolar and impulse control disorders. It is not used for unipolar depression. Because she had no signs or symptoms of bipolar or impulse control disorders, she would never have been put on Depakote.

In summary, the system can find the right psychiatric medication quickly. In the treatment resistant patient (where no medication has worked) new effective treatments are recommended. These treatments are often medications that would never be tried based on a person's history and mental status examination. This system provides an objective way to measure psychiatric dysfunction.

To learn more about the rEEG system, please contact Alpha Behavioral Care at 908-273-0800 or you may email us at doctrainsow@alphabc.com.

Jane Doe's History & Treatment >

rEEG was essential to treatment success >



Does it work? Proven Efficacy in Multiple Studies

Name	Population	Efficacy
ADD & Depression Trial ^{1,3}	100	80%
VA Blinded Study ^{3,5}	13	85%
CIGNA-Atlanta Pilot ³	56	70%
Dr. Davis Case Series ³	15	100%
Monte Nido Case Series ^{2,3}	150	80%
Dr. Hamilton Case Series ³	34	78%
Dr. Hoffman Case Series ³	74	76%
Rancho L'Abri Case Series ^{3,4}	58	93%
TOTAL	500	81%

1 Clinical EEG and Neurosciences, 1995

2 NCDEU Poster at Annual Meeting 2004

3 APA Poster at Annual Meeting 2005

4 APA Poster at Annual Meeting 2005

5 Accepted for publication Amer College Phys Surg 2007

Can it be protected?

Two core issued patents

We have three branches of Intellectual Property:

1. Basic Methods Patent: (# 6,622,036) issued September 2003 and comprising:
 - Obtaining neurophysiologic information from a patient;
 - Quantifying the neurophysiologic information and comparing to Outcomes Database;
 - Correlating the quantified neurophysiologic information to medication therapy responsivity profiles, without regard to psychiatric diagnostic category.Numerous other active application in this lineage
 2. Electroencephalography based systems and methods for selecting therapies and predicting outcomes.
(#7177675) issued February 2007
Numerous other active patent applications in this lineage.
 3. Combination Medication Drug Patents:
We have filed three patents surrounding novel combinations of medications.
-

How big is the market?

Lab Services > \$1BB per year

Private Pay

- Direct out-of-pocket payment by patient.
- Represents 34.6% of the 45,000 Psychiatric Practices
- Patients will pay out-of-pocket, when: (1) they have exhausted their benefits; (2) require complete confidentiality; (3) seeking the best possible treatment.
- Target 20-40% of these patients

Managed Behavioral Healthcare Organizations (MBHOs)

- Manage 210 million lives in the U.S. alone.
- 115 million individuals covered by one of four MBHOs: Magellan, Value Options, United, CIGNA.
- Target: 10% of patients account for 35%-40% of medical budget.
- VERY expensive med. device treatment options are emerging (VNS, deep brain stimulation, rTMS)

A win-win-win for everyone

Providers	Patients	Payers
<ul style="list-style-type: none">1) Treatment success where there had been failure.2) Profitable procedure.3) Patient retention.	<ul style="list-style-type: none">1) Better results / Reduced trial and error.1) Increased efficiency and economics.	<ul style="list-style-type: none">1) Dramatic decrease in patient utilization of services.2) Reduced medication costs through increased use of generics.

Pharmaceutical Market Opportunity

Pharmaceutical sales to treat CNS Disorders is the largest such market in the U.S. with \$44 Billion of sales in 2005 (\$68 Billion, worldwide).

- Represents 23% of total annual pharmaceutical sales.
- Expenditures are not based on any objective test.

Business Opportunity

- New drug combinations from off-patent medications
- Repurposing - New undiscovered indications
- Resuscitation of medications failing clinical trials
- Better decision making throughout the drug development process

2007 Key Accomplishments

- \$8MM financing closed March 2007

- Acquisition of first Center of Excellence in Denver
- Completion of Thought leader SAB, design and recruited sites for multi-site trial
- Set up China data collection capability
- George Carpenter joins as President to lead 2008 commercialization
- Daniel Hoffman, MD joins as Chief Medical Officer
- Henry Harbin, MD, founder and CEO of Magellan joins BOD
- First payer negotiated reimbursement and codes
- Newsweek article – demonstrates newsworthiness of rEEG

2008 Milestones

- Completion of 11-site academic study in depression
- Negotiation of first payer reimbursement and execution of additional payer pilots
- Expansion of network of regional medical directors who are the training infrastructure and database suppliers.
- Addition of antipsychotics to the database.
- Implement “while-u-wait” report turnaround
- First pharma development application

Management

Name	Position	Background
Leonard J. Brandt	Chief Executive Officer	Co-Founder, CNS Response, Inc. Partner, Norwest Venture Capital;
George Carpenter	President	CEO of Core, Inc.-- leading disability mgmt. companies, CEO of WorkWell Systems, Inc. – leading worker’s compensation mgmt. company
Daniel Hoffman	Chief Medical Officer	Medical Director, The Neurotherapy Clinic
Brian MacDonald	Director of Engineering	Co-Founder, CNS Response, Inc. Operations Engineering Consulting, 10 years;
Horace Hertz	Chief Financial Officer	CEO/COO/CFO, various companies for 11 years Partner, Deloitte & Touche

Directors and Scientific Advisors

Dave Jones

- Managing Partner of Sail Ventures

Henry T. Harbin, MD

- Former Chair and CEO of Magellan

Jerry Vaccaro, MD

- President of APS Healthcare, former President of United Behavioral/PacifiCare

Alan F. Schatzberg, MD

- Chairman Department of Psychiatry, Stanford Medical School

Maurizio Fava, MD

- Associate Chief of Psychiatry for Clinical Research, Massachusetts General and Professor Psychiatry Harvard Medical School

Steve Suffin, MD

- Head Pathologist Science and Technology, Quest Diagnostics, CNSO founder

Max Schneider, MD

- Former Chair of ASAM, CSAM, NCADD

I haven't told you the real story. The real story is best told by doctors and patients.

**Many people – patients, doctors and payers
thank you for your attention.**



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