

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): April 16, 2009

**CNS RESPONSE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-26285**  
(Commission File Number  
Identification No.)

**87-0419387**  
(I.R.S. Employer)

**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-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 10, 2009, the board of directors (the “Board”) of CNS Response Inc. (the “Company”) elected George Carpenter, currently President of the Company, to the position of Chief Executive Officer, and elected Daniel Hoffman, MD, currently Chief Medical Officer of the Company, to the positions of President and Chief Medical Officer. Len Brandt, the Company’s founder and original CEO, will no longer serve as an officer of the Company, but will remain on the Board of Directors.

George Carpenter

Mr. Carpenter, age 50, has served as our President and Chief Operating Officer since October 1, 2007. Prior to joining the Company, Mr. Carpenter was the President & CEO of WorkWell Systems, Inc., a national physical medicine firm that manages occupational health programs for Fortune 500 employers. Prior to his position at WorkWell Systems, Mr. Carpenter founded and served as Chairman and CEO of Core, Inc., a company focused on integrated disability management and work-force analytics. Core was acquired in 2001 by Assurant, Inc. From 1984 to 1990, Mr. Carpenter was a Vice President of Operations with Baxter Healthcare, served as a Director of Business Development and as a strategic partner for Baxter's alternate site businesses. Mr. Carpenter began his career at Inland Steel where he served as a Senior Systems Consultant in manufacturing process control. Mr. Carpenter holds an MBA in Finance from the University of Chicago and a BA with Distinction in International Policy & Law from Dartmouth College.

A copy and description of Mr. Carpenter’s employment agreement with the Company can be found on a Current Report on Form 8-K as filed with the SEC on October 5, 2007.

Daniel Hoffman, M.D.

Dr. Hoffman, age 60, has served as the Company’s Chief Medical Officer since January 15, 2008, upon the Company’s acquisition of Neuro-Therapy Clinic, P.C, which at the time of the acquisition was the Company’s largest customer. Dr. Hoffman is a Neuropsychiatrist with over 25 years experience treating general psychiatric conditions such as depression, bipolar disorder and anxiety. He provides the newest advances in diagnosing and treating attentional and learning problems in children and adults. Dr. Hoffman has authored over 40 professional articles, textbook chapters, poster presentations and letters to the editors on various aspects of neuropsychiatry, Quantitative EEG, LORETA, Referenced EEG, advances in medication management, national position papers and standards, Mild Traumatic Brain Injury, neurocognitive effects of Silicone Toxicity, sexual dysfunction and other various topics. Dr. Hoffman has given over 58 major presentations and seminars, including Grand Rounds at Universities and Hospitals, workshops and presentations at national society meeting (such as American Psychiatric Association and American Neuropsychiatric Association, national CME conferences, insurance companies, national professional associations, panel member discussant, and presenter of poster sessions. Dr Hoffman has a Bachelor of Science in Psychology from the University of Michigan, an MD from Wayne State University School of Medicine and conducted his Residency in Psychiatry at the University of Colorado Health Sciences Center. During the past five years, Dr. Hoffman has served as the President of Neuro-Therapy Clinic, P.C., a wholly-owned subsidiary of the Company that is focused on discovering ways to integrate technology into the creation of better business practices.

A copy and description of Dr. Hoffman's employment agreement with the Company can be found on a Current Report on Form 8-K as filed with the Securities and Exchange Commission (the "SEC") on January 17, 2008.

A copy of the press release announcing the change in the Company's management is attached hereto as Exhibit 99.1

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

The following exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release, dated April 14, 2009, entitled "CNS Response Announces Leadership Change."

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: April 16, 2009

By: /s/ George Carpenter  
George Carpenter,  
Chief Executive Officer

Exhibit  
Number

Description

99.1 Press release, dated April 14, 2009, entitled "CNS Response Announces Leadership Change."

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**Investor and Media Relations:**

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**CNS Response Announces Leadership Change**

*George Carpenter named CEO,  
Daniel Hoffman, MD, named President and Chief Medical Officer*

**Costa Mesa, CA -- April 16, 2009** -- CNS Response, Inc. (OTCBB: CNSO) today announced the election by its Board of Directors of George Carpenter, currently President of the company, to the position of Chief Executive Officer. Daniel Hoffman, MD, will assume the position of President and Chief Medical Officer. Len Brandt, the company's founder and original CEO, will remain on the Board of Directors.

"With the completion of our major clinical trial nearing, the company is implementing its plans to commercialize its Referenced-EEG<sup>®</sup> technology," said CNS Response CEO George Carpenter. "We're now at the point where a strong, focused team is essential to bringing this product to market and creating value for shareholders."

Carpenter, who joined CNS Response in October of 2007 as President and COO, is experienced in running data-driven healthcare businesses. He has been the CEO of two private companies and one publicly traded company, the result of his management buyout of Health Data Institute, a division of Baxter Healthcare. Between 1990 and 2001, he grew the company (as CORE Inc.) to become a market leader in integrated health and productivity management for large employers, before its acquisition by Fortis, NV. Carpenter then engineered the turnaround of WorkWell Systems, a privately held employee health testing and physical medicine firm based in Orange County, CA. An Ernst & Young Entrepreneur of the Year finalist and winner of ABL's Innovation in Healthcare award, Carpenter has worked extensively with major healthcare providers, pharmaceutical companies, device manufacturers, and payers.

As Chief Medical Officer since January 2008, Daniel Hoffman, MD, is principally responsible for the oversight and implementation of the randomized depression effectiveness trial, currently underway and in its final stage of recruitment at 14 academic and commercial sites. His 30 years of experience as a leading neuropsychiatrist, 15 years focusing on clinical application of Quantitative EEG, and more recently Referenced-EEG, among many other innovative psychiatric interventions, will be important in the company's next phase of growth.

Dr. Hoffman has a Bachelor of Science in Psychology from the University of Michigan, an MD from Wayne State University School of Medicine, and did his Residency in Psychiatry at the University of Colorado Health Sciences Center, where he was Chief Resident his senior year. He has presented to numerous national and international meetings and has authored over 40 publications in peer reviewed scientific journals. He is also a contributing editor for four leading national peer reviewed journals in the field of psychiatry, neuropsychiatry and use of

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Quantitative EEG. Hoffman said: "This is an extremely exciting time for CNS Response as we prepare ourselves to concentrate on the next phase in the development and implementation of Referenced-EEG, which I believe has the potential to change the face of psychiatry as we know it."

On behalf of the CNS Response Board of Directors, David Jones, Managing Partner of SAIL Venture Partners, said, "Len Brandt is a brilliant and visionary entrepreneur in the medical industry. He has laid a sound scientific and technical foundation for George and his team to execute upon. We look forward to Len's continuing contributions to the company as a member of the Board."

**About CNS Response**

Today, most physicians are able to base treatment on objective test data, such as EKGs, MRIs, blood tests, etc. Broadly speaking, such advances have not yet come to those physicians practicing psychiatry.

CNS Response has developed a patented data-analysis capability that, with the help of a simple, non-invasive EEG, will analyze a patient's brain waves and compare the results to an extensive patient outcomes database. The process produces an rEEG® report providing a psychiatrist with guidance to personalize a medication regimen for a patient, based on the patient's own brain physiology. To read more about the benefits this patented technology provides physicians, patients and insurers, please visit the CNS Response website, [www.cnsresponse.com](http://www.cnsresponse.com).

**Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995**

Except for the historical information contained herein, the matters discussed are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. These statements involve risks and uncertainties as set forth in the Company's filings with the Securities and Exchange Commission. These risks and uncertainties could cause actual results to differ materially from any forward-looking statements made herein.

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