

**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): **July 2, 2009**

**CNS RESPONSE, INC.**

(Exact name of Company as specified in its charter)

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

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

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

**2755 Bristol Street, Suite 285,**  
**Costa Mesa, CA 92626**  
(Address of principal executive offices)

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

**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))
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**Item 8.01 Other Events.**

On July 2, 2009, CNS Response, Inc. (the “Company”) issued two press releases. The first press release provided a third quarter update concerning developments in the Company’s business and strategy. The second press release announced the commencement of an action by the Company in United States District Court in California against Len Brandt, a stockholder, current director and former Chief Executive Officer of the Company, and certain others.

The text of each of these press releases is included as Exhibit 99.1 and Exhibit 99.2, respectively, to this Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are filed herewith:

- |      |   |
|------|---|
| 99.1 | Press Release dated July 2, 2009 – Third Quarter Update |
| 99.2 | Press Release dated July 2, 2009 – Brandt Litigation    |



**SIGNATURES**

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

CNS Response, Inc.

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

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July 2, 2009

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**Exhibit Index**

- 99.1 Press Release dated July 2, 2009 – Third Quarter Update
  - 99.2 Press Release dated July 2, 2009 – Brandt Litigation
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**Investor and Media Relations:**

Marty Tullio, Managing Partner  
McCloud Communications, LLC  
949.553.9748  
[marty@mccloudcommunications.com](mailto:marty@mccloudcommunications.com)

**CNS Response Provides Third Quarter Corporate Update**  
*Annual Meeting of Stockholders to be Held September 2009*

Costa Mesa, CA – July 2, 2009 – CNS Response, Inc. (OTCBB: CNSO), today announced that its annual meeting of stockholders will be held in September 2009. The specific date, time and location will be provided within the coming weeks, along with the proxy statement and other relevant documents as required by the SEC.

“We have made much progress over the last 10 weeks and, with the completion of our fiscal third quarter ended June 30, we believe a corporate update is timely,” said CNS Response CEO George Carpenter.

**Quarterly Highlights**

- In mid-April, the CNS Response board of directors appointed George Carpenter as the Company’s new chief executive officer to head up the Company’s expansion and commercialization of its Referenced-EEG® product. Mr. Carpenter replaced Len Brandt, who was terminated by the Board of Directors on April 10, 2009.
- With the new management team in place, the Company took immediate steps to improve its balance sheet. These steps culminated in a much needed cash infusion of \$1.2 million in convertible bridge financing from well known healthcare investor John Pappajohn and current CNS Response investor, SAIL Venture Partners, after almost 18 months of seeking additional investment. CNS Response believes it is now better positioned to identify additional equity financing to support the Company’s growth.
- Enrollment of the Company’s treatment-resistant depression trial in 14 study sites has been completed. The Company expects to announce top-line results in November 2009.
- We have commenced a two-year product plan, dependent upon receipt of additional capital, to significantly enhance Referenced-EEG® service and outcomes database.

Mr. Carpenter noted, “Additional funding is needed to continue the recent momentum of the last three months and drive our two-year product enhancement plan. We cannot stop strengthening our balance sheet. With results of our trial pending, now is a good time to enhance our cash reserves and complete the development of our product. We are taking all necessary steps to build our business, advance our corporate governance and control systems and bring CNS Response to the next level.”

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**Additional Information and Where to Find It**

This release may be deemed to be solicitation material in respect of the matters to be considered at the Company's 2009 Annual Meeting of Stockholders and/or the purported special meeting called by Mr. Len Brandt. The Company intends to file a proxy statement with the Securities and Exchange Commission ("SEC"). SECURITYHOLDERS ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED OR THAT WILL BE FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Security holders will be able to receive the proxy statement and other relevant documents free of charge at the SEC's Web site at [www.sec.gov](http://www.sec.gov) or from the Company at 2755 Bristol Street, Suite 285, Costa Mesa, CA 92626.

**Participants in Solicitation**

CNS and its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the matters to be considered at the Company's 2009 Annual Meeting of Stockholders and/or the purported special meeting called by Mr. Len Brandt. Information regarding the interests of the Company's directors and executive officers in the proxy contest will be included in its definitive proxy statement.

**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 a rEEG® report providing a psychiatrist with guidance to personalize medication regimens 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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Marty Tullio, Managing Partner  
McCloud Communications, LLC  
949.553.9748  
[marty@mccloudcommunications.com](mailto:marty@mccloudcommunications.com)

## CNS RESPONSE FILES ACTION AGAINST ITS FORMER CEO

**Costa Mesa, CA – July 2, 2009** – CNS Response, Inc. (OTCBB: CNSO) today announced that it has filed an action in the United States District Court for the Central District of California against Len Brandt, the Company's former CEO, who was terminated on April 10, 2009, and certain others. In the action, captioned *CNS Response, Inc. v. Leonard Brandt, EAC Investment LP and EAC Investment, Inc.*, CNS Response alleges that Mr. Brandt and the other defendants have violated federal securities laws in connection with their solicitation of proxies and written consents and attempts to call and hold a special meeting in lieu of the annual meeting of stockholders.

"Although we would prefer to devote management's time and attention and the stockholders' money to implementing our business plan, Mr. Brandt's continued attempts to disrupt the company and disenfranchise other stockholders and his ongoing failures to comply with SEC rules left us no choice but to pursue this lawsuit," CNS Response CEO George Carpenter commented. "Our plan is to hold an annual meeting to elect directors in September 2009, and the board of directors believes that providing a process through which all of our stockholders can participate and vote and allowing the company time to comply with our charter, bylaws and applicable law is in the best interests of the stockholders."

As previously announced, Mr. Brandt has been mailing to stockholders multiple forms of a "Notice of Special Meeting of Stockholders of CNS Response, Inc." These communications purport to call a special meeting of CNS Response stockholders on June 30 or July 3. Because the Company has obtained certain information leading it to believe that the defendants have been improperly soliciting proxies for those purported meetings and/or have failed to make filings with the SEC when required by SEC rules, the Company determined that it was necessary for the protection of its other stockholders to file a lawsuit in federal court making these allegations.

As part of the lawsuit, CNS Response is seeking an injunction enjoining the use of proxies and written consents that Mr. Brandt or the other defendants have obtained in violation of law, an injunction or declaratory judgment declaring all of the proxies obtained by Mr. Brandt to be invalid, an injunction against further unlawful proxy solicitation by the defendants, an injunction enjoining any further violations of Section 13(d) and 14(a) under the Securities Exchange Act of 1934 and ordering that remedial disclosures be filed, and damages in an amount to be determined.

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