

**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): **August 31, 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.**

George Carpenter, the Chief Executive Officer of CNS Response, Inc. (the "Company") posted a letter to stockholders of the Company on the Company's website today. This letter also may be mailed or otherwise delivered to Company stockholders.

The letter is included as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

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Additional Information and Where to Find It

CNS Response, Inc. (the "Company") intends to file one or more a proxy statements with the Securities and Exchange Commission ("SEC") in connection with its Annual Meeting of Stockholders and one or more purported meetings called by a stockholder of the Company, Leonard Brandt. CNS SECURITYHOLDERS ARE URGED TO READ THE PROXY STATEMENTS AND ANY OTHER RELEVANT DOCUMENTS FILED OR THAT WILL BE FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Stockholders will be able to receive the proxy statement and other relevant documents free of charge at the SEC's website 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 (other than Leonard J. Brandt) and executive officer (George Carpenter, who also serves as a director) 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 the purported special meeting called by Leonard Brandt or any consent solicitation undertaken by Brandt. Securityholders may obtain information regarding the names, affiliations and interests of such individuals in CNS's Form 10-K and Form 10-K/A filings with the SEC on January 13, 2009 and January 28, 2009, respectively. To the extent holdings of CNS securities of the participants have changed since the amounts reflected in those filings, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 or Form 5 filed by those persons with the SEC. Additional information regarding the interests of these persons in these matters will be included in the Company's definitive proxy statements.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is filed herewith:

99.1 Press Release dated August 31, 2009.

**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.

August 31, 2009

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

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**Exhibit Index**

99.1 Press Release dated August 31, 2009.



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



## CNS Response: Letter to Shareholders Regarding Proxy Cards

Costa Mesa, CA – August 31, 2009 – CNS Response, Inc. (OTCBB:CNSO) provides a Letter to Shareholders from Chief Executive Officer George Carpenter.

“Dear shareholder,

You may be receiving two proxy cards in the mail during September. One from us, for a validly noticed and properly documented Annual Meeting, to be held on September 29th at 10:00 a.m. PDT at the Island Hotel in Newport Beach, CA. The first annual meeting in the Company’s history, open to all shareholders of record as of September 27, 2009.

[Missing Graphic Reference]

You may also receive one from Len Brandt, which we do not believe will be usable for any validly called shareholder meeting or purpose. **If you fill out and return this card, it may result in a quorum at one of the purported meetings he calls and may unintentionally assist Len Brandt in his efforts to take over the company, even if you vote against him.**

If you have any questions, please feel free to contact me directly.

Sincerely yours,

*George Carpenter*

George C. Carpenter IV  
Chief Executive Officer

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**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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