

**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): **September 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 September 2, 2009, members of the board of directors of CNS Response, Inc. (the "Company") issued a memo to stockholders of the Company on the Company's website. This memo also may be mailed or otherwise delivered to Company stockholders.

The text of the memo is included as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Additional Information and Where to Find It

CNS Response, Inc. (the "Company") intends to file one or more 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 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	Memo to Stockholders dated September 2, 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.

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

September 2, 2009

Exhibit Index

99.1	Memo to Stockholders dated September 2, 2009.

Members of CNS Response Board Issue Memo to Shareholders

Costa Mesa, CA – September 2, 2009 – **CNS Response, Inc.** (OTCBB:CNSO) provides a Shareholder Memo from CNS Board Members David B. Jones, Henry T. Harbin, M.D., and Jerome Vaccaro, M.D.

“We would like to set the record straight with respect to the issues facing CNS Response and the dispute with Len Brandt, former CEO of the Company.

David Jones joined the board in connection with the investment by SAIL Venture Partners, L.P. of over \$2 million. Doctors Vaccaro and Harbin were recruited to the Board by Len Brandt.

The Board concluded for a number of reasons over an extended period of time that Mr. Brandt was not an effective CEO. This was communicated to him on more than one occasion.

The Board, other than Len Brandt, voted unanimously to dismiss him as CEO.

George Carpenter was elected CEO because of his prior successful management track record, his ability to secure much-needed financing, and his demonstrated leadership capability.

In our opinion, Mr. Carpenter has made more progress in advancing the goals of the Company in the last five months than Mr. Brandt did in the previous two years.

Since his dismissal, Mr. Brandt has made statements and threatened to act in ways we believe would seriously harm the Company and its shareholders.

David B. Jones
Henry T. Harbin, M.D.
Jerome Vaccaro, M.D.”

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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.

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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