

**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 3, 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 3, 2009, McCloud Communications delivered an email to stockholders of the Company. The text of the email is included as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

On September 4, 2009, CNS Response, Inc. (the "Company") posted a letter to stockholders of the Company on the Company's website. This letter also may be mailed or otherwise delivered to Company stockholders.

The text of the letter is included as Exhibit 99.2 to this Form 8-K and is incorporated herein by reference.

In addition, on September 4, 2009, the Company issued a press release in response to the purported meeting conducted by dissident former CEO Len Brandt. A copy of the press release is included as Exhibit 99.3 to this Form 8-K and is incorporated herein by reference.

Additional Information and Where to Find It

The Company has filed preliminary proxy statements with the Securities and Exchange Commission ("SEC") in connection with its Annual Meeting of Stockholders and in connection with one or more purported meetings called by a stockholder of the Company, Len Brandt. These materials are not a substitute for the definitive proxy statement or any other documents the Company will file with the SEC. Stockholders are urged to read the definitive proxy statements and any other such documents, when available, which will contain important information. CNS stockholders may obtain free copies of the proxy statements and related documents filed by the Company and other documents filed with the Securities and Exchange Commission at the Securities and Exchange Commission's web site at www.sec.gov. CNS stockholders also will be able to receive the proxy statement, when available, and other relevant documents free of charge 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 exhibits are filed herewith:

- 99.1 Email to stockholders from McCloud Communications dated September 3, 2009.
- 99.2 Letter to stockholders from George Carpenter dated September 4, 2009.
- 99.3 Press release dated September 4, 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.

September 4, 2009

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

Exhibit Index

- 99.1 Email to stockholders from McCloud Communications dated September 3, 2009.
- 99.2 Letter to stockholders from George Carpenter dated September 4, 2009.
- 99.3 Press release dated September 4, 2009.

Text of Email from McCloud Communications LLC to Stockholders of CNS Response

As IR counsel to CNS Response, we are reaching out to investors to alert them that they may be receiving two proxy cards in the mail this month. One proxy will be from CNS Response for a validly noticed and properly documented Annual Meeting of Stockholders. The meeting is being held September 29 at 10:00 a.m. at the Island Hotel in Newport Beach, CA. This is the first ever annual meetings in CNSO's history and is open to all shareholders of record as of August 28, 2009. We hope you can join us for the meeting.

We must alert you that you may ALSO receive a proxy 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 proxy card, it may result in a 'quorum' for his meeting and may assist Len Brandt in his efforts to take over CNS Response, even if you vote against him. We can't tell you how to vote or whether to vote, simply the implications of returning his proxy card with anything on it.

If you should have questions, please contact me (contact information below) or CNS Response CEO George Carpenter at 714.545.3288 or 949.697.2161.

Best regards,

Marty

Marty Tullio

McCloud Communications LLC
2973 Harbor Blvd.
Suite 322
Costa Mesa, CA 92626-3912
Phone: 949.553.9748
Mobile: 949.632.1900

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CNS Response: Letter to Shareholders Regarding Invalid Shareholder Meeting

Costa Mesa, CA – September 4, 2009 – **CNS Response, Inc.** (OTCBB:CNSO) provides a Letter to Shareholders from Chief Executive Officer George Carpenter.

“Dear Shareholder,

Numerous shareholders have contacted our offices confused about ‘the shareholder meeting’ called by Len Brandt for today, September 4, 2009. We are sorry for the confusion.

The company does not recognize this meeting, or any adjournment of this meeting, as a validly called and properly noticed meeting of shareholders. Other than sending our counsel to inspect proxy information, we are not participating in this meeting because again, it is not a valid meeting.

The Company's Annual Meeting, as previously announced, will be held on September 29, 2009, at 10:00 a.m. PDT at the Island Hotel in Newport Beach, CA.

Sincerely yours,

George C. Carpenter IV
Chief Executive Officer”

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. Brandt. The Company has filed preliminary proxy statements with the Securities and Exchange Commission (“SEC”). These materials are not a substitute for the definitive proxy statement or any other documents the Company will file with the SEC. Stockholders are urged to read the definitive proxy statements and any other such documents, when available, which will contain important information. CNS stockholders may obtain free copies of the proxy statements and related documents filed by the Company and other documents filed with the Securities and Exchange Commission at the Securities and Exchange Commission’s web site at www.sec.gov. CNS stockholders also will be able to receive the proxy statement, when available, and other relevant documents free of charge 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. Brandt. Information regarding the interests of the Company’s directors and executive officers in the proxy contest will be included in the Company’s definitive proxy statement.

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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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**CNS Response, Inc. Responds to Purported Meeting Conducted By
 Dissident Former CEO Len Brandt**

Costa Mesa, CA – September 4, 2009 – **CNS Response, Inc.** (OTCBB:CNSO) Chief Executive Officer George Carpenter stated, “Many of the stockholders have contacted our offices about the supposed "stockholder meeting" conducted by Len Brandt this afternoon. We are sorry for the confusion that Brandt has created.

The company does not recognize this meeting. It was not validly called or properly noticed. Any actions purportedly taken at the meeting, therefore, are invalid. Despite what Leonard Brandt may now claim, there has been no change in the Board of Directors of CNS Response, Inc.

In fact, taking away Len Brandt's votes for himself and his own nominees, only a small fraction of the outstanding common stock of the Company apparently voted in favor of Brandt's slate of directors at his purported meeting. Based on the current shares of CNS Response stock outstanding, there would not have been a quorum of current stockholders at today's meeting. Thus Mr. Brandt today attempted to disenfranchise the great majority of the stockholders of the Company.

Brandt has failed to get a quorum at six or seven prior meetings. Even operating under his own incorrect assertions about what he needed today to show a quorum, he only reached that number by counting "no" votes and abstentions.

The Company is not going to permit Brandt to disenfranchise its stockholders. We are going to follow through with our plan to have a fair meeting in which all of the current stockholders will elect directors at the Company's Annual Meeting which, as previously announced, will be held on September 29, 2009 at 10:00 a.m. PDT at the Island Hotel in Newport Beach, CA. The only effect of Brandt's actions today is to continue to disrupt the Company and cause CNS to incur expense in addressing his actions.”

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CNS Response, Inc. Responds to Purported Meeting Conducted By Dissident Former CEO Len Brandt

Page 2

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