

**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): **October 29, 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))
-

Item 8.01 Other Events.

On November 2, 2009, CNS Response, Inc. (the "Company") issued a press release to announce that the Delaware Chancery Court had granted the Company relief from certain terms of the Court's Status Quo Order originally issued on September 28, 2009. The relief granted by the Court on October 29, 2009 will allow the Company to complete part of its previously announced financing.

A copy of the press release is included as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference. This 8-K, including the press release, does not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the Company's securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. There can be no assurance that the Company will be able to complete all or a portion of its previously announced financing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed herewith:

| | |
|------|--|
| 99.1 | Press Release Issued November 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.

November 2, 2009

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

Exhibit Index

| | |
|------|--|
| | |
| 99.1 | Press Release Issued November 2, 2009. |

Investor Relations:
Marty Tullio, Managing Partner
McCloud Communications, LLC
949.553.9748
marty@mccloudcommunications.com

Delaware Chancery Court Allows CNS Response to Continue Financing

Costa Mesa, CA – November 2, 2009 – CNS Response, Inc. (OTCBB: CNSO) (the "Company" or "CNS") announced that the Delaware Chancery Court had granted the Company relief from certain of the terms of the Court's Status Quo Order originally issued on September 28, 2009. Those terms prohibited the Company, among other things, from issuing any securities or completing any securities offering until the resolution of claims asserted by Leonard Brandt, the Company's former CEO, in connection with his purported stockholders meeting of September 4, 2009.

The relief granted by the Court on October 29, 2009, will allow CNS to complete part of its previously-announced financing by releasing from an escrow account certain funds that had been delivered into escrow by potential investors. If this portion of the financing is completed, the proceeds received will be in addition to the approximately \$1.8 million the Company received upon the initial closing of the private placement offering on August 26.

The Company also announced that it will hold a conference call to discuss the top-line results of its recently completed clinical study. CNS stockholders are encouraged to participate in the conference call, which will be held Tuesday, November 3, at 8:00 a.m. PST. Please call Suzanne Schnitzer at 949.553.9748 to register for the call. You will be given the toll-free dial-in number and access code to the conference call, along with the login instructions to join the simultaneous web conference.

"With the announcement of our top-line clinical results today, the company is at a crucial stage in its development," said CNS Response CEO George Carpenter. "We are grateful for the support of stockholders, including our most recent investors, who provided the financing to complete this important research. We are at a point our stockholders have waited years for, and we intend to make the most of it."

This press release does not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. There can be no assurance that the Company will receive any of the proceeds that are currently being held in the escrow account.

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.

- more -

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.

###
