

**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): **December 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 December 3, 2009, CNS Response, Inc. (the "Company") issued a press release to announce that the Delaware Court of Chancery dismissed complaints brought against the Company by its former CEO Leonard Brandt.

A copy of the press release is included as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed herewith:

99.1 Press Release Issued December 3, 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

December 7, 2009

Exhibit Index

99.1 Press Release Issued December 3, 2009.

Investor Relations:

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

**Delaware Chancery Court Grants Overwhelming Victory
to CNS Response**

Dismissed - - Leonard Brandt v. CNS Response, Inc. et al

Costa Mesa, CA – December 3, 2009 – **CNS Response, Inc.** (OTCBB: CNSO) today announced that the Delaware Court of Chancery has dismissed complaints brought against the Company by its former CEO Leonard Brandt.

At the conclusion of a two-day trial that commenced December 1, the Court entered judgment for CNS and dismissed with prejudice Mr. Brandt's action brought pursuant to 8 Del. Code section 225. The Court thereby found that the purported special meeting of stockholders convened by Mr. Brandt on September 4, 2009 was not valid and that the directors purportedly elected at that meeting will not be seated.

The Chancery Court also denied injunctive relief sought by Mr. Brandt to prevent the voting of shares issued by CNS Response in connection with the Company's bridge financing in June and securities offering in August, and dismissed Mr. Brandt's claims regarding those financings and stock issuances. The Chancery Court also dismissed with prejudice another action brought by Mr. Brandt, in which he claimed he had not been provided with information owed to him.

George Carpenter, CNS Response chief executive officer, commented, "We are pleased with the Court's decision as this is a complete victory for the company and its shareholders. We would like to sincerely thank our shareholders, employees and board of directors, whose courage and commitment made this possible. We're ready to move forward with the important work of building a company and bringing forth a technology that can help millions of people."

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.

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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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