

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM 12b-25**

NOTIFICATION OF LATE FILING

SEC File Number: 0-26285

CUSIP Number: 12619c101

(Check one)

- Form 10-K                       Form 20-F                       Form 11-K                       Form 10-Q  
 Form N-SAR                       Form N-CSR

For period ended September 30, 2009

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR  
 Transition Report on Form N-CSR

For the transition period ended \_\_\_\_\_

*Read Attached Instruction 9 on back page) Before Preparing Form. Please Print or Type.*

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates:

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**PART I**

**REGISTRANT INFORMATION**

Full name of registrant CNS Response, Inc.  
Former name if applicable \_\_\_\_\_  
Address of principal executive office (*Street and number*) 2755 Bristol Street, Suite 285  
City, state and zip code Costa Mesa, California, 92626

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**PART II**  
**RULE 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the 15th calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III**  
**NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra sheets if needed.)

The Registrant's Form 10-K, for the fiscal year ended September 30, 2009, could not be filed within the prescribed time period because certain information and data necessary for the completion of the filing could not be obtained by Registrant within such time period without unreasonable effort or expense.

**PART IV**  
**OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification.

George Carpenter	(714)	545-3288
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) or the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

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If so attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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CNS Response, Inc.

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(Name of Registrant as Specified in Charter)

Date: December 29, 2009

By: /s/ George Carpenter

Name: George Carpenter

Title: Chief Executive Officer

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

*Instruction.* The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

PART IV - OTHER INFORMATION

(3) EXPLANATION OF ANTICIPATED CHANGE

For the year ended September 30, 2009, the Registrant expects to report a net loss of \$8,522,200 as compared to a net loss of \$5,371,500 for the same period in 2008.

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