

**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): **April 21, 2010**

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.)

85 Enterprise, Suite 410
Aliso Viejo, CA 92656
(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 7.01. Regulation FD Disclosure

On April 21, 2010, CNS Response, Inc. (the “Company”) issued a press release announcing the affirmation by the Delaware Supreme Court of the Chancery Court’s decision to dismiss with prejudice actions brought against the Company by Leonard J. Brandt. The press release is attached as Exhibit 99.1 hereto.

In accordance with General Instruction B.2. of Form 8-K, the information in this Current Report on Form 8-K, including the attached Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
99.1	Press Release of the Company, dated April 21, 2010.

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.

April 22, 2010

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

news

Investor Relations:

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



Delaware Supreme Court Affirms Chancery Court's Judgment in Favor of CNS Response

Costa Mesa, CA – April 21, 2010 – CNS Response, Inc. (OTCBB: CNSO) today announced that the Delaware Supreme Court has responded to the January 4, 2010 filing by the Company's former CEO, Leonard J. Brandt, appealing the judgment of the Court of Chancery dated December 2, 2009. The Delaware Supreme Court affirmed the Chancery Court's decision to dismiss with prejudice the complaints brought against the company by Brandt.

On December 9, 2009, the Delaware Chancery Court entered judgment for CNS Response and dismissed with prejudice Brandt's action brought pursuant to 8 Del. Code Section 225 finding that a purported special meeting of stockholders convened by Brandt on September 4, 2009 was not valid and that the directors purportedly elected at that meeting would not be seated.

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

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.

###