

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>JONES DAVID B</b>		2. Issuer Name and Ticker or Trading Symbol <b>CNS RESPONSE, INC. [CNSO]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) <b>C/O CNS RESPONSE, INC., 85 ENTERPRISE, SUITE 410</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>02/28/2011</b>			
(Street) <b>ALISO VIEJO, CA 92656</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Promissory Note	\$ 0.3	02/28/2011		A		187,500		02/28/2011	02/28/2012	Common Stock	625,000	(1)	187,500	I	See Footnote (2)
Common Stock Warrant	\$ 0.3	02/28/2011		A		312,500		02/28/2011	02/28/2018	Common Stock	312,500	(1)	312,500	I	See Footnote (2)
Convertible Promissory Note	\$ 0.3	02/28/2011		A		62,500		02/28/2011	02/28/2012	Common Stock	208,333	(1)	62,500	I	See Footnote (3)
Common Stock Warrant	\$ 0.3	02/28/2011		A		104,166		02/28/2011	02/28/2018	Common Stock	104,166	(1)	104,166	I	See Footnote (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES DAVID B C/O CNS RESPONSE, INC. 85 ENTERPRISE, SUITE 410 ALISO VIEJO, CA 92656	X	X		

## Signatures

/s/ David B. Jones  03/02/2011  
Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On February 28, 2011 the issuer issued (i) a subordinated convertible promissory note in the aggregate principal amount of \$187,500 and warrants to purchase 312,500 shares of common stock to

(1) SAIL Venture Partners, LP and (ii) a subordinated convertible promissory note in the aggregate principal amount of \$62,500 and warrants to purchase 104,166 shares of common stock to SAIL 2010 Co-Investment Partners, LP. These notes and warrants were issued in return for payments of \$187,500 and \$62,500 from the respective entities.

(2) The Reporting Person is a managing partner of SAIL Venture Partners, LP.

(3) The Reporting Person is a managing partner of SAIL 2010 Co-Investment Partners, LP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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