

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2

CNS Response, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

12619C101

(CUSIP Number)

February 23, 2011

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): ANDY SASSINE	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): <div style="text-align: right;">(a) <input type="checkbox"/> (b) <input type="checkbox"/></div>	
3	SEC USE ONLY:	
4	CITIZENSHIP OR PLACE OF ORGANIZATION: USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER: 3,598,832
	6	SHARED VOTING POWER: 0
	7	SOLE DISPOSITIVE POWER: 3,598,832
	8	SHARED DISPOSITIVE POWER: 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 3,598,832	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <div style="text-align: right;"><input type="checkbox"/></div>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 6.04%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): IN	

- Item 1(a) Name of Issuer:**
CNS Response, Inc.
 - Item 1(b) Address of Issuer's Principal Executive Offices:**
85 Enterprise, Suite 410, Aliso Viejo, CA 92656
 - Item 2(a) Name of Person Filing:**
Andy Sassine
 - Item 2(b) Address of Principal Business Office or, if None, Residence:**
82 Devonshire Street, Boston, MA 02109
 - Item 2(c) Citizenship:**
Mr. Sassine is a United States citizen.
 - Item 2(d) Title of Class of Securities:**
Common Stock
 - Item 2(e) CUSIP Number:**
12619C101
 - Item 3. If this statement is filed pursuant to §§240.13d-1(b) or (c), check whether the person filing is a:** N/A
Not applicable.
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Item 4. Ownership.

- (a) **Amount Beneficially Owned**
3,598,832 (as of March 8, 2011)
 - (b) **Percent of Class**
6.04%
 - (c) **Number of Shares as to which the person has**
 - (i) **Sole power to vote or direct the vote**
3,598,832
 - (ii) **Shared power to vote or to direct the vote**
0
 - (iii) **Sole power to dispose or direct the disposition of**
3,598,832
 - (iv) **Shared power to dispose or direct the disposition of**
0
-

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 11, 2011

(Date)

/s/ Andy Sassine

Andy Sassine