

**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): **March 30, 2012**

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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 2, 2012, CNS Response, Inc. (the “Company”) announced that on March 30, 2012 it filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Amendment”) to (i) effect a 1-for-30 reverse stock split (“reverse split”) of its common stock, par value \$0.001 per share (the “Common Stock”), effective at 5:00 p.m. Pacific Time on April 2, 2012 (the “Effective Time”), and (ii) simultaneously therewith reduce the number of authorized shares of Common Stock available for issuance under the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), from 750 million to 100 million. Because the Amendment does not reduce the number of authorized shares of Common Stock in the same proportion as the reverse split, the effect of the Amendment is to increase the number of shares of Common Stock available for issuance relative to the number of shares issued and outstanding.

As previously disclosed, at a special meeting of the Company’s stockholders held on January 27, 2012, the stockholders had approved a proposal authorizing the Board of Directors of the Company (the “Board”) to amend the Certificate of Incorporation to implement the reverse split at a specific ratio equal to 1-for-10, 1-for-20, 1-for-30, 1-for-40 or 1-for-50 and reduce the number of authorized shares of Common Stock, and authorizing the Board to determine, in its discretion, the timing of the Amendment and the specific ratio of the reverse split. On March 28, 2012, the Board of the Company approved a reverse split ratio of 1-for-30 effective on April 2, 2012.

At the Effective Time, immediately and without further action by the Company’s stockholders, every 30 shares of the Company’s Common Stock issued and outstanding immediately prior to the Effective Time will automatically be combined into one share of Common Stock. In the event the reverse split leaves a stockholder with a fraction of a share, the number of shares due to the stockholder will be rounded up. Further, any options, warrants and rights outstanding as of the Effective Time that are subject to adjustment will be adjusted in accordance with the terms thereof. These adjustments may include, without limitation, changes to the number of shares of Common Stock that may be obtained upon exercise or conversion of these securities, and changes to the applicable exercise or purchase price. As a result of the reverse split, a “D” will be placed on the Common Stock’s ticker symbol for 20 business days.

The Certificate of Amendment to the Certificate of Incorporation of the Company is filed as Exhibit 3.1 hereto and is incorporated by reference herein. The press release announcing the Amendment is filed as Exhibit 99.1 hereto and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 3.1 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of CNS Response, Inc.
 - 99.1 Press release dated April 2, 2012.
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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 2, 2012

By: /s/ Paul Buck
Paul Buck
Chief Financial Officer

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
CNS RESPONSE, INC.**

CNS Response, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That, by unanimous written consent in lieu of a meeting of the Board of Directors (the "Board") of CNS Response, Inc. (the "Corporation"), resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation: (i) approving of a change to the number of authorized shares which the Corporation is authorized to issue, and (ii) approving of a reverse stock split on a 1 for 10, 1 for 20, 1 for 30, 1 for 40, or 1 for 50 basis, as determined at the sole discretion of the Board (the "Reverse Split"), and, declaring said amendments, as reflected in a single amendment (hereinafter the "Amendment"), to be advisable and calling for consent of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed Amendment is substantially as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by amending and restating the Article IV thereof relating to the authorized shares of the Corporation, so that, as amended, said Article IV shall be and read in its entirety, as follows:

**ARTICLE IV
CAPITAL STOCK**

"The amount of total authorized capital stock of this Corporation is One Hundred Thousand Dollars (\$100,000) divided into 100,000,000 shares of \$0.001 par value each. All shares shall be designated as common stock. Stockholders shall not have preemptive rights or be entitled to cumulative voting in connection with the shares of the Corporation's common stock.

On April 2, 2012, at 5:00 p.m. Pacific Time (the "Effective Time"), each thirty (30) shares of outstanding common stock, par value \$0.001 per share (for purposes of this Article IV "Old Common Stock"), of the Corporation issued and outstanding immediately prior to the Effective Time shall be, without any action of the holder thereof, automatically combined into one (1) validly issued, fully paid and non-assessable share of common stock, par value \$0.001 per share (for purposes of this Article IV, the "New Common Stock") of the Corporation. Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been combined. No fractional shares of Common Stock will be issued as a result of the Reverse Split. In the event the proposed Reverse Split leaves a shareholder with a fraction of a share, the number of shares due to the shareholder shall be rounded up. For example, if the proposed Reverse Split leaves an individual shareholder with one and one half shares, the shareholder will be issued, post proposed Reverse Split, two whole shares."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with section 222 of the General Corporation Law of the State of Delaware, pursuant to which a majority of each class of stockholders voted in favor of the Amendment.

THIRD: That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said Corporation shall not be reduced under or by reason of said Amendment.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of the Certificate of Incorporation of CNS Response, Inc. as of March 29, 2012.

CNS RESPONSE, INC.

By: /s/ George Carpenter
Name: George C. Carpenter IV
Title: CEO

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CNS Response Announces Reverse Stock Split

Aliso Viejo, CA – April 2, 2012 – CNS Response, Inc. (OTCBB: CNSO) today announced that its Board of Directors, at a meeting held on March 28, 2012, approved a reverse split of the Company's common stock at a ratio of one share for every 30 shares of common stock outstanding. The split will become effective at 5:00 pm, Pacific Time, on Monday, April 2, 2012. The reverse split ratio and timing of the reverse split were determined by the Board pursuant to a proposal to amend the Company's Certificate of Incorporation to effect a reverse split of its common stock and a reduction in the number of authorized shares of common stock from 750,000,000 to 100,000,000, which proposal was approved by its stockholders at a special meeting of stockholders held on January 27, 2012.

"This reverse split was effected with the goal of obtaining a price per share of at least \$4.00, to enable us to list our shares on the NASDAQ National Market. We view this as an important step in the Company's growth," said David B. Jones, Chairman of the Board. "Our purpose for listing on the NASDAQ National Market is to reduce the volatility of our stock price and to provide greater liquidity to our shareholders."

At the effective time of the reverse split, immediately and without further action by the Company's stockholders, every 30 shares of the Company's common stock issued and outstanding will automatically be combined into one share of common stock. In the event the reverse split leaves a stockholder with a fraction of a share, the number of shares due to the stockholder will be rounded up. Further, any options, warrants and rights outstanding as of the effective time that are subject to adjustment will be adjusted in accordance with the terms thereof. The Company's common stock will trade under a new CUSIP number after the reverse split.

As a result of the reverse split, a "D" will be placed on the common stock's ticker symbol for 20 business days.

About CNS Response

CNS Response provides reference data and analytic tools for clinicians and researchers in psychiatry. While treatment has doubled in the last 20 years, IT IS ESTIMATED THAT 17 MILLION AMERICANS HAVE FAILED TWO OR MORE MEDICATION THERAPIES FOR THEIR MENTAL DISORDER. The company's Psychiatric EEG Evaluation Registry, or PEER Online™, is a new registry and reporting platform that allows medical professionals to exchange treatment outcome data for patients referenced to objective neurophysiology data obtained through an EEG. Based on the company's original physician-developed database, there are now over 34,000 outcomes for 8,700 unique patients in the PEER registry. The objective of PEER Online™ is to avoid trial and error pharmacotherapy, the dominant approach for treatment resistant patients.

To read more about the benefits of this patented technology for patients, physicians and payers, please visit www.cnsresponse.com. Medical professionals interested in learning more can contact CNS Response at PEERinfo@cnsresponse.com.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

Except for the historical information contained herein, the matters discussed above, particularly related to the listing of the company's common stock, are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. These forward-looking 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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