

**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): **June 1, 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 1.01 Entry into a Material Definitive Agreement.

On June 1, 2012, CNS Response, Inc. (the "Company"), having received on or prior to such date the consent of the holders of all of its outstanding senior secured notes issued in October and November 2010 (the "October Notes") and all of its outstanding subordinated secured notes issued in January through April 2011 (the "January Notes"), amended all of the October Notes and the January Notes to add a mandatory conversion provision to the terms of such notes. Under that provision, the October Notes and January Notes would be automatically converted upon the closing of a public offering by the Company of shares of its securities with gross proceeds to the Company of at least \$5 million (the "Qualified Offering"). If the public offering price is less than the conversion price then in effect, the conversion price would be adjusted to match the public offering price ("Qualified Offering Price"). As of June 7, 2012, the Company had also received consent of the holder of an unsecured note in the aggregate principal amount of \$90,000 and of the holders of subordinated secured notes issued between October 2011 and February 2012 (the "2011 Bridge Notes") in the aggregate principal amount of \$1,860,000 (out of a total outstanding aggregate principal amount of \$2,000,000) to make corresponding changes to the terms of their notes. Holders of 2011 Bridge Notes in the aggregate principal amount of \$140,000 (plus accrued interest of \$6,000) did not deliver the requisite consent, and such notes would therefore remain outstanding after the Qualified Offering, assuming that the Company succeeds in consummating the Qualified Offering. Also outstanding after the Qualified Offering, but intended to be repaid with the proceeds of the offering, would be two demand notes in the aggregate principal amount of \$100,000 each held by our director John Pappajohn. There can be no assurances that the Company will be successful in consummating the Qualified Offering. If the Company does not consummate the Qualified Offering, all of the October Notes, January Notes, 2011 Bridge Notes, unsecured convertible note and demand notes will remain outstanding. We currently have no resources to repay such notes and we will be required either to raise additional funds or to seek conversion of these notes to avoid a default. If we default on our October Notes, January Notes or 2011 Bridge Notes, the holders thereof may take possession of and sell our assets in order to satisfy our obligations to them under the notes, thereby leaving no value for the holders of common stock.

Pursuant to the agreements amending the October Notes, January Notes, 2011 Bridge Notes and unsecured convertible note (the "2012 Conversion Agreements"), the exercise price of the warrants that were issued in connection with the Senior Notes, the Subordinated Notes, the unsecured convertible notes and those of the 2011 Bridge Notes being converted in the Qualified Offering (the "Warrants"), would be adjusted to match the Qualified Offering Price, if such price is lower than the exercise price then in effect. The Warrants were also amended to remove the full-ratchet provision from the Warrants for securities offerings occurring after any Qualified Offering.

The Company agreed to issue to each holder of the Senior Notes, January Notes, the unsecured convertible note and 2011 Bridge Notes who executed the 2012 Conversion Agreements, as consideration for the above, warrants to purchase a number of shares of common stock corresponding to 50% of the number of shares issuable upon conversion of the principal amount and accrued and unpaid interest of his or her notes (with such warrant having the same terms as the warrants included in the units offered in any Qualified Offering) and each holder of the October Notes and January Notes receiving an additional warrant to purchase a number of shares of common stock corresponding to 50% of the number of shares issuable upon conversion of the principal amount of his or her notes (with such warrant having the same term as the Outstanding Warrants, as amended, held by such holder) (the "Consideration Warrants"). The Consideration Warrants would be issued on or within 10 business days after any Qualified Offering.

As a result of the above consents, assuming that a Qualified Offering had closed on June 7, 2012, all outstanding October Notes and January Notes and \$2,032,300 in principal amount and accrued interest of outstanding 2011 Bridge Notes and unsecured notes, would be converted into 2,762,401 shares of the Company's common stock. Under the same assumption, the Company would issue Consideration Warrants to purchase 2,284,811 shares of common stock to the noteholders.

The foregoing description of the 2012 Conversion Agreements does not purport to be complete and is qualified in its entirety by reference to the full text of the 2012 Conversion Agreements, including its exhibits. The forms of 2012 Conversion Agreements are attached as Exhibits 10.65, 10.66 and 10.67 to Amendment No. 5 to the Company's registration statement on Form S-1 filed on May 22, 2012 and are incorporated by reference herein.

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.

June 7, 2012

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