

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* PAPPAJOHN JOHN		2. Issuer Name and Ticker or Trading Symbol CNS RESPONSE, INC. [CNSO]		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) C/O CNS RESPONSE, INC., 85 ENTERPRISE, SUITE 410		3. Date of Earliest Transaction (Month/Day/Year) 11/28/2012			
(Street) ALISO VIEJO, CA 92656		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)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 Notes	\$ 0.0472	11/28/2012		A		\$ 500,000		11/28/2012	11/28/2013	Common Stock	10,597,710	(1)	\$ 500,000	D	
Common Stock Warrant	\$ 0.0472 (2)	11/28/2012		D		126,949 (3)		10/01/2010	09/30/2017	Common Stock	126,949	(4)	0	D	
Common Stock Warrant	\$ 0.0472 (2)	11/28/2012		D		83,334 (3)		10/18/2011	10/17/2016	Common Stock	83,334	(4)	0	D	
Common Stock Warrant	\$ 0.0472 (2)	11/28/2012		D		83,334 (3)		11/11/2011	11/09/2016	Common Stock	83,334	(4)	0	D	
Common Stock Warrant	\$ 0.0472 (2)	11/28/2012		D		83,334 (3)		12/27/2011	12/26/2016	Common Stock	83,334	(4)	0	D	

Reporting Owners

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

Signatures

/s/ John Pappajohn	12/13/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

(1) Note was issued in exchange for \$300,000 in cash and \$200,000 in non-convertible demand notes of the issuer previously held by the reporting person.

(2) The exercise price of this warrant was originally \$0.10 per share, was subsequently adjusted to reflect the 1-for-30 reverse split of the issuer's common stock effective 4/2/12, and was then reduced by operation of the full ratchet feature contained in such warrant upon issuance of convertible promissory notes with a conversion price of \$0.04718.

(3) The number of shares issuable upon exercise of this warrant has been adjusted to reflect the 1-for-30 reverse split of the issuer's common stock effective 4/2/12.

(4) Pursuant to the Amended and Restated Consent, Note Amendment and Warrant Forfeiture Agreement, dated as of 10/24/2012, between the issuer, the reporting person and other investors, these warrants were forfeited and canceled as of 11/28/12.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.