

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): **February 25, 2013**

**CNS RESPONSE, INC.**

(Exact name of Company as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**001-35527**  
(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.**

Between February 21, 2013 and February 28, 2013, CNS Response, Inc. (the “Company”) issued an aggregate of 1,180,000 shares of its common stock, par value \$0.001 per share (“Common Stock”), at a per share price of \$0.25, in a private placement to an aggregate of 12 accredited investors, including an affiliate of the Company, for gross cash proceeds to the Company of \$295,000.

The related subscription agreement (the “Subscription Agreement”) between the investors and the Company provides that shares with an aggregate value of up to \$2.5 million may be issued by the Company in the private placement in rolling closings. The private placement is not subject to a minimum subscription amount and the Company cannot provide any assurances that it will receive any particular amount of proceeds in the private placement.

The private placement is being made pursuant to an exemption from registration afforded by Section 4(2) of the Securities Act of 1933, as amended (the “Securities Act”), and Regulation D thereunder, as the shares of Common Stock are being issued to accredited investors, without a view to distribution, and are not issued through any general solicitation or advertisement. The shares of Common Stock have not been, and will not be, registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**Item 3.02 Unregistered Sales of Equity Securities.**

The description of the private placement and the Subscription Agreement is incorporated herein by reference to Item 1.01 hereof.

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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.

March 1, 2013

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

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