

INITIAL STATEMENT OF 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 * SCHINDLER WALTER (Last) (First) (Middle) C/O CNS RESPONSE, INC., 85 ENTERPRISE, SUITE 410 (Street) ALISO VIEJO, CA 92656 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/28/2012	3. Issuer Name and Ticker or Trading Symbol CNS RESPONSE, INC. [CNSO]		
		4. 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)		5. 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		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	1,175,752	I	SAIL Venture Partners LP
Common Stock, par value \$0.001 per share	1,085,471	I	SAIL Venture Partners II LP
Common Stock, par value \$0.001 per share	943,956	I	SAIL 2010 Co-Investment Partners LP
Common Stock, par value \$0.001 per share	434,189	I	SAIL 2011 Co-Investment Partners LP
Common Stock, par value \$0.001 per share	2,208,034	I	SAIL Holdings LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options	03/03/2010 ⁽¹⁾	03/02/2020	Common Stock	8,334	\$ 16.5	I	SAIL Venture Partners LP
Warrants	05/14/2009	05/13/2019	Common Stock	3,334	\$ 7.5	I	SAIL Venture Partners LP
Warrants	08/26/2009	08/25/2019	Common Stock	47,306	\$ 9	I	SAIL Venture Partners LP

Reporting Owners

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

Signatures

/s/ Walter Schindler	04/19/2013
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**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These options vest monthly and evenly over a 36 month period starting from the date of grant, 3/3/2010

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.