

FORM 4

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

OMB APPROVAL
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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* SASSINE ANDY <small>(Last) (First) (Middle)</small> C/O CNS RESPONSE, INC., 85 ENTERPRISE SUITE 410 <small>(Street)</small> ALISO VIEJO, CA 92656 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol CNS RESPONSE, INC. [CNZO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (Month/Day/Year) 08/12/2013		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
4. If Amendment, Date Original Filed (Month/Day/Year)		

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			
Common Stock	08/12/2013		M		3,498,200	A	\$ 0.25	4,048,221	D	

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

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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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Note (1)	\$ 0.25	08/12/2013		M		\$ 700,000 (1)	10/06/2010(1)	10/01/2014	Common Stock	3,498,200	(1)	0	D	

Reporting Owners

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

Signatures

/s/ Andy Sassine	08/14/2013
<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).

On October 6, 2010 a note in the aggregate principal amount of \$500,000 was purchased by the Reporting Person pursuant to the Note and Warrant Purchase Agreement, dated as of October 1, 2010, between the Company and the investors party thereto. The note was exercisable starting October 6, 2010. On February 23, 2011 a second note in the aggregate principal amount of \$200,000 was (1) purchased by the Reporting Person pursuant to a Note and Warrant Purchase Agreement, dated as of January 20, 2011, between the Company and the investors party thereto. This note was exercisable starting February 23, 2011. On August 12, 2013, the Reporting Person converted \$700,000 in the aggregate principal amount of the two notes, with accrued interest thereon of \$174,350, at a conversion price of \$0.25 per share of common stock (reduced from the previous conversion price of \$1.00).

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

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