

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): **September 10, 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)

(949) 420-4400

(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 September 10, 2013 and September 12, 2013, CNS Response, Inc. (the "Company") sold and issued an aggregate of 2,200,000 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 three accredited investors, for which it received gross cash proceeds to the Company of \$550,000. These investors included our Chairman, Thomas Tierney, and Director, Robert Follman, who each purchased 400,000 shares of common stock for \$100,000.

With the abovementioned transactions, which conclude this private placement offering, the Company has sold and issued 8,000,000 shares of its common stock at a per share price of \$0.25 to 23 accredited investors, for which it received gross cash proceeds to the Company of \$2,000,000. Of this amount 48% of the gross cash proceeds came from affiliates including our Chairman, Thomas Tierney who purchased 1,200,000 shares of common stock for \$300,000; our Director, Robert Follman, who purchased 800,000 shares of common stock for \$200,000; our Director, John Pappajohn, who purchased 400,000 shares of common stock for \$100,000; our Chief Financial Officer, Paul Buck, who purchased 50,000 shares of common stock for \$12,500 and Mark and Jill Oman, who are greater than 5% shareholders, who purchased 1,400,000 shares of common stock for \$350,000.

The description of the related subscription agreement is incorporated herein by reference to Item 1.01 of the Company's Current Report on Form 8-K filed on June 17, 2013.

The private placement was 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 were issued to accredited investors, without a view to distribution, and 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.

A press release dated September 16, 2013 relating to the completion of the private placement offering described above is filed hereto as exhibit 99.1

Item 3.02 Unregistered Sales of Equity Securities.

The description of the private placement and the related subscription agreement is incorporated herein by reference to Item 1.01 hereof and Item 1.01 of the June 17 8-K.

Exhibit Index.

Exhibit 99.1 Press release dated September 16, 2013

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.

By: /s/ Paul Buck

Paul Buck
Chief Financial Officer

September 16, 2013

news

Investor Relations:

Marty Tullio, Managing Partner
McCloud Communications, LLC
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CNS Response Completes \$2 million Financing**Aliso Viejo, Calif., September 16, 2013 – CNS Response, Inc. (OTCBB: CNSO)**

CNS Response today announced the completion of a private placement of \$2 million from the sale of common stock at \$.25 per share, resulting in the issuance of 8 million shares of common stock. Of the shares sold, 3,850,000 were purchased by Directors, Officers and affiliate shareholders of the Company. The remaining 4,150,000 shares were acquired by new investors and repeat investors, in each case qualified to participate in private placements pursuant to SEC rules.

The use of proceeds for these funds includes the continued expansion of the PEER Interactive military trial, which now has 41 physician sub-investigators operating at Walter Reed and Fort Belvoir, Virginia.

The securities sold in the above-reference private placement have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and may not be sold in the United States absent registration or an exemption from registration under the Securities Act.

About CNS Response:

CNS Response provides reference data and analytic tools for clinicians and researchers in psychiatry. Treatment for mental disorders has doubled in the last 20 years and use of psychotropic medications has grown over 400% -- but treatments fail more often than they succeed and over 17 million Americans have failed two or more medication therapies for their mental disorder. The company's Psychiatric EEG Evaluation Registry, or PEER Online, is a registry and reporting platform that allows medical professionals to exchange treatment outcome data for patients referenced to objective neurophysiology data obtained through a standard electroencephalogram (EEG). Based on the company's original physician-developed database, there are now approximately 36,000 outcomes from 9,400 unique patients in the PEER registry. The objective of PEER Online is to reduce trial and error pharmacotherapy, the dominant approach for treatment resistant patients.

To read more about the benefits of this patented technology for patients, physicians and payers, please visit www.cnsresponse.com. Medical professionals interested in learning more can contact CNS Response at PEERinfo@cnsresponse.com.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

Except for the historical information contained herein, the matters discussed are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. These forward-looking statements involve risks and uncertainties as set forth in the Company's filings with the Securities and Exchange Commission. These risks and uncertainties could cause actual results to differ materially from any forward-looking statements made herein.

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