

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): **June 11, 2015**

CNS RESPONSE, INC.

(Exact name of Company as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

0-26285
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 11, 2015, Walter L. Schindler, a member of the Board of Directors (the "Board") of CNS Response, Inc. (the "Company") and a member of the Compensation Committee of the Board, notified the Company of his decision to resign from the Board, effective immediately. Mr. Schindler has served on the Board since November 28, 2012.

In connection with his resignation, Mr. Schindler delivered a letter of resignation (the "Letter") to the Board of Directors of the Company, in which he indicated that: (a) he was frustrated by delays in obtaining US Government approval given positive clinical trial results at Walter Reed Medical Center and the positive results of the Company's other trials; (b) he believes that his resignation will facilitate any decision he may make to join or form a group of investors to make an offer for the Company or its assets; and (c) his strategic advice has generally not been followed during the last 12 months.

The foregoing description of Mr. Schindler's Letter does not purport to be complete and is qualified in its entirety by reference to the full text of the Letter which is filed as Exhibit 17.1 herewith.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
17.1	E-mailed Letter of Resignation from Mr. Schindler

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.

June 17, 2015

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

From: Walter Schindler
Date: 06/11/2015 1:02 PM (GMT-05:00)
To: Thomas T. Tierney, Robert Follman, John Pappajohn, Andy Sassine, Zachary McAdoo
Cc: George C. Carpenter IV, Jeffrey Baumel, Walter Schindler
Subject: CNS RESPONSE BOARD RESIGNATION

To the Board of Directors of CNS RESPONSE INC:

I respectfully resign as a member of the Board of Directors of CNS Response Inc., a Delaware corporation, effective immediately. As you know, I have been a strong believer in the life-saving value of this technology for all people and its ability to make all mental healthcare more efficient and cost-effective throughout the world. But I have been discouraged and frustrated by the apparently endless delays of the US Government in approving the clear and dramatically positive clinical trial results at Walter Reed Medical Center in light of our positive results in all of CNS's other clinical trials, causing almost everyone familiar with the facts to question how the company could be so poorly valued and treated so poorly. In addition, my resignation facilitates any decision I may make to join or form a group of investors to make an offer for the Company or its assets. I am also prepared to continue as a strategic advisor as long as I have no conflict, even though my strategic advice has generally not been followed during the last 12 months, making it increasingly uncomfortable to serve in a fiduciary capacity.

Unfortunately for some innocent people, our significant and positive clinical trial results make it clear that the Government is otherwise doing a very poor job without our technology and our data results from all trials show that patients are being often mis-medicated and over-medicated. As you know, for more than 12 months, I have been a strong advocate to board and management members urging aggressive public disclosure of this difficult truth. But other members of the Board have disagreed and promoted a diplomatic and soft "political" approach, not wishing to offend the Government and cause a feared backlash....certainly a real concern. I am sorry, but human lives have been at stake and continue to be at stake. 22 veterans a day have committed suicide during the last 12 months, but most could have been saved if we had acted. Too many lives have been unnecessarily lost because the patients did not have the benefits of CNS technology. I continue to believe that CNS Response should be more aggressive and fearless in telling its story because it is the truth. I regret that this decision has become necessary.

*Best regards,
Walter
Walter L. Schindler*

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