

## 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* Hoffman Daniel A (Last) (First) (Middle) C/O CNS RESPONSE, INC., 2755 BRISTOL STREET, SUITE 285 (Street) COSTA MESA, CA 92626 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/15/2008	3. Issuer Name and Ticker or Trading Symbol CNS RESPONSE, INC. [CNSO]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Medical Officer		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	98,044	D	

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

SEC 1473 (7-02)

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### 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			
Warrant (Right to Buy)	(1)	03/07/2012	Common Stock	12,501	\$ 1.8	D	
Stock Option (Right to Buy)	(2)	08/07/2017	Common Stock	814,062	\$ 1.09	D	
Stock Option (Right to Buy)	(3)	08/11/2016	Common Stock	119,013	\$ 0.12	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hoffman Daniel A C/O CNS RESPONSE, INC. 2755 BRISTOL STREET, SUITE 285 COSTA MESA, CA 92626			Chief Medical Officer	

## Signatures

/s/ Daniel Hoffman	01/22/2008
<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 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) The warrant was fully exercisable on the date of issuance.

- (2) Options to purchase 203,516 shares vest on March 8, 2008, options to purchase 593,600 shares vest in 35 equal installments of 16,960 shares on each monthly anniversary of the grant date beginning on April 30, 2008 and the options to purchase the remaining 16,946 shares vest on March 31, 2011.
- (3) The option was fully exercisable on the date of issuance.

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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