

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

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1)\*

CNS Response, Inc.

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

12619C101

(CUSIP Number)

David B. Jones  
c/o Sail Venture Partners, LP  
600 Anton Blvd., Suite 1010  
Costa Mesa, CA 92626  
(714) 241-7500

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

June 30, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Page 1 of 8)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 12619C101

PAGE 2 OF 8 PAGES

1 NAME OF REPORTING PERSON  
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SAIL VENTURE PARTNERS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

OO

5 CHECK BOX OF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES		4,338,521
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		4,338,521
PERSON	10	SHARED DISPOSITIVE POWER
WITH		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,338,521

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* |\_ |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.4%

14 TYPE OF REPORTING PERSON\*

OO LIMITED LIABILITY COMPANY

1 NAME OF REPORTING PERSON  
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
SAIL VENTURE PARTNERS, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_ |  
(b) |\_ |

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX OF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |\_ |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES		4,438,521
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0

EACH	9	SOLE DISPOSITIVE POWER
REPORTING		4,438,521
PERSON	10	SHARED DISPOSITIVE POWER
WITH	0	
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,438,521	
-----		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
	_	
-----		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	16.4%	
-----		
14	TYPE OF REPORTING PERSON*	
	PN	
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This amendment to Schedule 13D ("Amendment Number 1") amends and supplements the Schedule 13D of Sail Venture Partners, LP and Sail Venture Partners, LLC filed with the Securities and Exchange Commission on March 19, 2007 (the "Original Filing"). Terms not defined herein shall have the meaning ascribed to them in the Original Filing.

PURPOSE OF AMENDMENT NUMBER 1

This Amendment Number 1 is being filed to report the exercise of 523,305 warrants at an exercise price of \$0.01 per share by Sail Venture Partners, LP on June 30, 2009, as well as the issuance to Sail Venture Partners, LP on May 14, 2009 of a warrant to purchase up to 100,000 shares of the Company's common stock at a purchase price equal to \$0.25 per share.

ITEM 1. SECURITY AND ISSUER.

This Amendment Number 1 relates to the common stock, par value \$.001 per share (the "Common Stock"), of CNS Response, Inc., a Delaware corporation (the "Company"), which has its principal executive offices at 2755 Bristol St., Costa Mesa, California 92626.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 of the Original Filing is amended and restated to read as follows:

This statement is being filed jointly by Sail Venture Partners, LP, a Delaware partnership ("Sail Venture Partners"), formerly known as Odyssey Venture Partners II, LP, and Sail Venture Partners, LLC, a Delaware limited liability company ("Sail Venture Partners, LLC"). Sail Venture Partners is a licensed small business investment company, investing in early stage technology companies, and the address of the principal office of Sail Venture Partners is 600 Anton Blvd., Suite 1010, Costa Mesa, CA 92626. The principal business of Sail Venture Partners, LLC, is to act as general partner of Sail Venture Partners, and its address is the same as Sail Venture Partners. Sail Venture Partners, LLC, as general partner of Sail Venture Partners, may be deemed to beneficially own the securities owned by Sail Venture Partners insofar as it has the power to direct the voting and disposition of such securities. The managing members of Sail Venture Partners, LLC, are David B. Jones, Walter Schindler, Alan Sellers, and Thomas Cain (the "Managing Members"). Each Managing Member is a citizen of the United States. A unanimous vote of the Managing Members is required to vote or dispose of the Company's securities held by Sail Venture Partners. Each of the Managing Members is a venture capitalist. The principal business address of each of the Managing Members is 600 Anton Blvd., Suite 1010, Costa Mesa, CA 92626.

During the last five years, none of the Managing Members, nor Sail Venture Partners, LLC, nor Sail Venture Partners has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Original Filing, is supplemented and amended by the information below.

On March 30, 2009, Sail Venture Partners made a loan of \$250,000 to the Company with its own funds, and such loan is evidenced by a secured convertible promissory note that may become convertible into securities of the Company in the event the Company completes an offering and sale of equity securities in a specified minimum amount. The promissory note is not presently convertible, and the promissory note may not become convertible during the next 60 days. The conversion price is unknown and will be based upon the future sales price, if any, in the qualified offering. Each of Sail Venture Partners and Sail Venture Partners, LLC disclaim beneficial ownership of these securities. At some future time, Sail Venture Partners may acquire securities of the Company under the terms of this promissory note.

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On May 14, 2009, Sail Venture Partners made a loan of \$200,000 to the Company with its own funds, and such loan is evidenced by a secured promissory note that may become convertible into securities of the Company in the event the Company completes an offering and sale of equity securities in a specified minimum amount (a "Qualified Equity Financing") or if the Company issues preferred stock that is not part of a Qualified Equity Financing. The promissory note is not presently convertible, and the promissory note may not become convertible during the next 60 days. The conversion price is unknown and will be based upon the future sales price, if any, in the Qualified Equity Financing or sale of preferred stock. Each of Sail Venture Partners and Sail Venture Partners, LLC disclaim beneficial ownership of these securities. At some future time, Sail Venture Partners may acquire securities of the Company under the terms of this promissory note. In order to induce Sail Venture Partners to purchase the note, the Company issued to Sail Venture Partners a warrant to purchase up to 100,000 shares of the Company's common stock at a purchase price equal to \$0.25 per share. The warrant expires on the earlier to occur of May 31, 2016 or a change of control of the Company.

On June 30, 2009, Sail Venture Partners paid the Company \$5,233.05 of its funds to exercise 523,305 warrants to purchase Common Stock held by Sail Venture Partners.

The beneficial ownership of the Company's Common Stock reported in this Amendment Number 1 by Sail Venture Partners is based on Sail Venture Partners' ownership of 3,632,711 shares of Common Stock of the Company and 805,810 shares of Common Stock issuable upon the exercise of vested and exercisable warrants, and assumes a total of 26,224,431 shares of the Company's Common Stock issued and outstanding as of July 6, 2009.

The beneficial ownership of the Company's Common Stock reported in this Amendment Number 1 by Sail Venture Partners, LLC is based on Sail Venture Partners, LLC's indirect ownership of 3,632,711 shares of Common Stock of the Company and 805,810 shares of Common Stock issuable upon the exercise of vested and exercisable warrants, and assumes a total of 26,224,431 shares of the Company's Common Stock issued and outstanding as of July 6, 2009.

#### ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Original Filing is supplemented and amended by the information below. Reference is made to the disclosure set forth under Item 3 of this Schedule 13D, as amended, which disclosure is incorporated herein by reference.

All of the 3,632,711 shares of Common Stock, and warrants to purchase 805,810 shares of Common Stock of the Company held by Sail Venture Partners, and to which this Amendment Number 1 relates, were acquired for and are held by Sail Venture Partners as an investment. Neither the Managing Members, nor Sail Venture Partners, LLC, nor Sail Venture Partners is a member of a group relating to the Issuer. Each of Sail Venture Partners and Sail Venture Partners, LLC beneficially own 16.4% of the issued and outstanding shares of Common Stock of the Company, which is the only class of voting security which the Company has issued and outstanding as of the date hereof.

Other than as described in this Amendment Number 1, neither the Managing Members, nor Sail Venture Partners, LLC, nor Sail Venture Partners has any plans or proposals which would result in the acquisition by any person of additional securities of the Company or the disposition of securities of the Company; any extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;

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a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; any change in the present board of directors or management of the

Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Company's Board; any material change in the present capitalization or dividend policy of the Company; any other material change in the Company's business or corporate structure; any changes in Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person; causing a class of securities of the Company to be delisted from national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; a class of equity securities of the Company becoming eligible for termination of registration pursuant to section 12(g)(4) of the Act; or any action similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Original Filing is supplemented and amended by the information below. Reference is made to the disclosure set forth under Items 3 and 4 of this Schedule 13D, as amended, which disclosure is incorporated herein by reference.

As of July 6, 2009, Sail Venture Partners owned 3,632,711 shares of Common Stock of the Company, and 805,810 shares of Common Stock issuable upon the exercise of vested and exercisable warrants (the "Sail Venture Partners Shares"). Assuming a total of 26,224,431 shares of the Company's Common Stock outstanding as of July 6, 2009, the Sail Venture Partners Shares constitute approximately 16.4% of the shares of the Company's Common Stock issued and outstanding.

Sail Venture Partners, LLC, as the General Partner of Sail Venture Partners, beneficially owns 3,632,711 shares of Common Stock of the Company, and 805,810 shares of Common Stock issuable upon the exercise of vested and exercisable warrants (the "Sail Venture Partners LLC Shares"). Assuming a total of 26,224,431 shares of the Company's Common Stock outstanding as of July 6, 2009, the Sail Venture Partners LLC Shares constitute approximately 16.4% of the shares of the Company's Common Stock issued and outstanding.

Each of the Managing Members of Sail Venture Partners, LLC may be deemed to beneficially own the securities owned by Sail Venture Partners insofar as they have the power to direct the voting or disposition of such securities. Neither the filing of this Amendment Number 1 nor any of its contents shall be deemed to constitute an admission that any of the Managing Members as an individual is, for any purpose, the beneficial owner of any of the Sail Venture Partner Shares, and each of the Managing Members disclaims beneficial ownership as to the Sail Venture Partner Shares.

Transactions by the Reporting Persons in the Company's Common Stock effected in the past 60 days are described in Item 3 above.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit  
No.

1 Joint Filing Agreement.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13D/A is true, complete and correct.

Sail Venture Partners, LP  
a Delaware limited partnership

Dated: July 7, 2009

/s/ David Jones

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By: Sail Venture Partners, LLC  
a Delaware limited liability company  
By: David Jones  
Its: Manager

Sail Venture Partners, LLC  
a Delaware limited liability company

Dated: July 7, 2009

/s/ David Jones

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By: David Jones  
Its: Manager

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EXHIBIT INDEX

Exhibit

No.

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1\*        Joint Filing Agreement.

\* Filed as a like-numbered exhibit to the reporting person's Schedule 13D which was filed with the Securities and Exchange Commission on March 19, 2007.

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