

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* Sail Venture Partners LP			2. Issuer Name and Ticker or Trading Symbol CNS RESPONSE, INC. [CNSO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ Officer (give title below) <input checked="" type="checkbox"/> 10% Owner ____ Other (specify below)		
(Last) 600 ANTON BOULEVARD, SUITE 1010	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2009					
(Street) COSTA MESA, CA 92626			4. 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		
(City)	(State)	(Zip)	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 (1)	08/26/2009		C		956,164	A	(1)	4,588,875	D	
Common Stock (2)	08/26/2009		C		802,192	A	(2)	5,391,067	D	
Common Stock	08/26/2009		P		1,080,000	A	\$ 0.3	6,471,067	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				
Common Stock Warrants (Right to Buy)	\$ 0.25	05/14/2009		P		100,000	05/14/2009	(3)	Common Stock	100,000	\$ 0	100,000	D	
Common Stock Warrants (Right to Buy) (1)	\$ 0.3	08/26/2009		C		478,082	08/26/2009	08/26/2014	Common Stock	478,082	\$ 0	478,082	D	
Common Stock Warrants (Right to Buy) (2)	\$ 0.3	08/26/2009		C		401,096	08/26/2009	08/26/2014	Common Stock	401,096	\$ 0	401,096	D	
Common Stock Warrants (Right to Buy)	\$ 0.3	08/26/2009		P		540,000	08/26/2009	08/26/2014	Common Stock	540,000	\$ 0	540,000	D	

Reporting Owners

Reporting Owner Name /	Relationships

Address	Director	10% Owner	Officer	Other
Sail Venture Partners LP 600 ANTON BOULEVARD SUITE 1010 COSTA MESA, CA 92626		X		

Signatures

/s/ David B. Jones, on behalf of Sail Venture Partners, LLC, General Partner of Sail Venture Partners, LP		08/28/2009
<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).

(1) On March 30, 2009, the Issuer issued to Sail Venture Partners, LP a Secured Convertible Promissory Note in the principal amount of \$250,000. The note provided that in the event the Issuer consummates an equity financing transaction of at least \$1,500,000 (excluding any and all notes and other liabilities or indebtedness which are converted) during the term of such note, then the outstanding principal amount and accrued interest on such note shall be automatically converted into the securities issued in the equity financing by dividing such amount by 90% of the per share price paid by the investors in such financing. On August 26, 2009, the Issuer raised approximately \$2,000,000 in a private placement at a price of \$0.30 per share (the "Private Placement"), and Sail Venture Partners, LP was issued an aggregate of 956,164 shares of common stock and a five year non-callable warrant to purchase 478,082 shares of common stock at an exercise price of \$0.30 per share.

(2) On May 14, 2009, the Issuer issued to Sail Venture Partners, LP a Secured Convertible Promissory Note in the principal amount of \$200,000 as well as a warrant to purchase 100,000 shares of its common stock at an exercise price of \$0.25 per share. The note provided that in the event the Issuer consummates an equity financing transaction of at least \$1,500,000 (excluding any and all notes and other liabilities or indebtedness which are converted) during the term of such note, then the outstanding principal amount and accrued interest on such note shall be automatically converted into the securities issued in the equity financing by dividing such amount by 85% of the per share price paid by the investors in such financing. At the close of the Private Placement, Sail Venture Partners, LP was issued an aggregate of 802,192 shares of common stock and a five year non-callable warrant to purchase 401,096 shares of common stock at an exercise price of \$0.30 per share.

(3) The expiration date is the earlier of May 31, 2016 or a change of control of the Issuer.

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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