

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 13D/A**

[Rule 13d-101]

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO  
FILED PURSUANT TO RULE 13d-2(a)  
(Amendment No. 1)**

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**CNS Response, Inc.**

(Name of Issuer)

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**Common Stock, par value \$0.001 per share**  
(Title of Class of Securities)

**12619C101**

(CUSIP Number)

**Zachary McAdoo  
c/o McAdoo Capital, Inc.  
635 Madison Avenue  
15<sup>th</sup> Floor  
New York, NY 10022  
(212) 486-3364**

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

**January 27, 2012**

(Date of Event which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

1	NAMES OF REPORTING PERSONS <b>Zanett Opportunity Fund, Ltd.</b>	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) <b>WC</b>	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) of 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Bermuda</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>0</b>
	8	SHARED VOTING POWER <b>5,800,000</b>
	9	SOLE DISPOSITIVE POWER <b>0</b>
	10	SHARED DISPOSITIVE POWER <b>5,800,000</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>5,800,000</b>	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 <b>9.4%<sup>(1)</sup></b>	
14	TYPE OF REPORTING PERSON (see instructions) <b>CO</b>	

- (1) Calculation based on 56,218,431 shares outstanding as of December 16, 2011, as reported in the issuer's Annual Report on Form 10-K for the fiscal year ending September 30, 2011.

1	NAMES OF REPORTING PERSONS McAdoo Capital, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) of 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 5,800,000
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 5,800,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,800,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 9.4% <sup>(1)</sup>	
14	TYPE OF REPORTING PERSON (see instructions) CO	

- (1) Calculation based on 56,218,431 shares outstanding as of December 16, 2011, as reported in the issuer's Annual Report on Form 10-K for the fiscal year ending September 30, 2011.

1	NAMES OF REPORTING PERSONS Zachary McAdoo	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) of 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 5,800,000
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 5,800,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,800,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 9.4% <sup>(1)</sup>	
14	TYPE OF REPORTING PERSON (see instructions) IN	

- (1) Calculation based on 56,218,431 shares outstanding as of December 16, 2011, as reported in the issuer's Annual Report on Form 10-K for the fiscal year ending September 30, 2011.

This Amendment No. 1 amends and supplements the Schedule 13D originally filed by the undersigned on November 28, 2011 (the "Schedule 13D"), relating to the common stock, \$0.001 per share, of CNS Response, Inc., a Delaware corporation. Except as expressly set forth herein, there have been no material changes in the information set forth in the Schedule 13D. All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 13D.

**Item 3. Source and Amounts of Funds or Other Consideration**

Item 3 is hereby amended and restated in its entirety as follows:

On November 17, 2011, in exchange for \$250,000 in cash, the Issuer issued to the Fund a subordinated secured convertible note (the "November 2011 Note") in the principal amount of \$250,000, which allowed for acquisition pursuant to conversion features of 2,500,000 Shares, and warrants (the "November 2011 Warrants") to purchase 2,500,000 Shares. With respect to all Reporting Persons, the source of funds used in making the purchases was working capital.

On January 27, 2012, in exchange for \$40,000 in cash, the Issuer issued to the Fund another subordinated secured convertible note (the "January 2012 Note," and together with the November 2011 Note, the "Notes") in the principal amount of \$40,000, which allowed for acquisition pursuant to conversion features of 400,000 Shares, and warrants (the "January 2012 Warrants," and together with the November 2011 Warrants, the "Warrants") to purchase 400,000 Shares. With respect to all Reporting Persons, the source of funds used in making the purchases was working capital.

**Item 4. Purpose of the Transaction**

Item 4 is hereby amended and restated in its entirety as follows:

The Reporting Persons purchased the Issuer's securities for investment purposes. Following the November 2011 investment, the Issuer appointed Mr. McAdoo to serve as a member of the Issuer's board of directors on November 21, 2011.

The Reporting Persons may from time to time (i) acquire additional Shares at prices deemed favorable in the open market, in privately negotiated transactions or otherwise, or (ii) dispose of Shares at prices deemed favorable in the open market, in privately negotiated transactions or otherwise.

Except as noted herein, the Reporting Persons have no present plans or proposals that relate to or would result in:

- (a) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer, except for the issue and subsequent exercise of stock options to employees, directors, and officers of the Issuer from time to time;
- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation of securities of the Issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board of directors;
- (e) any material change in the present capitalization or dividend policy of the Issuer;
- (f) any material change in the Issuer's business or corporate structure;

- (g) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) any action similar to any of those enumerated above.

**Item 5. Interest in Securities of the Issuer**

Item 5 is hereby amended and restated in its entirety as follows:

(a) The Fund beneficially owns 5,800,000 Shares, which constitutes 9.4% of the Issuer's outstanding Shares (based on 56,218,431 shares outstanding as of December 16, 2011, as reported in the Issuer's Annual Report on Form 10-K for the fiscal year ending September 30, 2011). This amount includes: (i) 2,900,000 Warrants owned outright and (ii) 2,900,000 Shares that may be acquired pursuant to the conversion features of the Notes issued to the Fund.

McAdoo Capital exercises investment discretion over the Fund's 5,800,000 Shares. Zachary McAdoo exercises investment discretion over shares beneficially owned by McAdoo Capital by virtue of his position as President. This Statement shall not be construed as an admission that McAdoo Capital or Mr. McAdoo are the beneficial owners of the Fund's shares for any purposes.

- (b) See rows 7 through 10 of each cover page for the Reporting Persons named above. Item 2 is hereby incorporated by reference.
- (c) Except as noted in this Statement, the Reporting Persons have not made any transactions in the Shares during the last 60 days.
- (d) Not applicable.
- (e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

Item 6 is hereby amended and restated in its entirety as follows:

Other than (1) the understanding that Mr. McAdoo would be appointed to serve as a member of the Issuer's board of directors after the November 2011 investment, and (2) the purchase agreement pursuant to which the Issuer issued the Notes and the Warrants to the Fund, there are no contracts, arrangements, understandings or relationships between the Reporting Persons and any person with respect to any securities of the Issuer.

**Signatures**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 6, 2012

ZANETT OPPORTUNITY FUND, LTD.  
By: MCADOO CAPITAL, INC., its Investment Manager

/s/ Zachary McAdoo  
Zachary McAdoo, President

MCADOO CAPITAL, INC.

/s/ Zachary McAdoo  
Zachary McAdoo, President

/s/ Zachary McAdoo  
Zachary McAdoo