

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* McAdoo Zachary <small>(Last) (First) (Middle)</small> C/O MCADOO CAPITAL, INC., 635 MADISON AVENUE, 15TH FLOOR <small>(Street)</small> NEW YORK, NY 10022 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol CNS RESPONSE, INC. [CNSO.OB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (Month/Day/Year) 01/27/2012		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
4. If Amendment, Date Original Filed (Month/Day/Year) 01/31/2012		

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)			

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				
Subordinated Secured Convertible Note	\$ 0.10	01/27/2012		P		\$ 40,000	01/27/2012	01/27/2013	Common Stock	400,000	\$ 40,000	\$ 40,000	I (U)	By Zanett Opportunity Fund, Ltd.
Warrants	\$ 0.10	01/27/2012		P		400,000	01/27/2012	01/27/2017	Common Stock	400,000	\$ 0	400,000	I (U)	By Zanett Opportunity Fund, Ltd.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McAdoo Zachary C/O MCADOO CAPITAL, INC. 635 MADISON AVENUE, 15TH FLOOR NEW YORK, NY 10022	X			

Signatures

/s/ Zachary McAdoo	02/06/2012
Signature of Reporting Person	Date

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).

The purpose of this amendment is to remove as reporting persons Zanett Opportunity Fund, Ltd. and McAdoo Capital, Inc., which were inadvertently listed as reporting persons and beneficial owners of 10% of the Issuer's stock on the original Form 4. Accordingly, the footnote included on the original Form 4 is hereby amended and restated in its entirety as follows: Zanett Opportunity Fund, Ltd. (the "Fund") owns the reported securities directly. Zachary McAdoo may be deemed to have an indirect interest in these securities in his capacity as President and owner of McAdoo Capital, Inc., the investment manager of the Fund. Mr. McAdoo disclaims beneficial ownership of the reported securities and the reporting of these securities by him shall not be deemed an admission that Mr. McAdoo has beneficial ownership of such securities for purposes of Section 16 of the Exchange Act of 1934, or for any other purposes.

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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