

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* TIERNEY THOMAS T			2. Issuer Name and Ticker or Trading Symbol CNS RESPONSE, INC. [CNISO]			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)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/14/2015					
C/O CNS RESPONSE, INC., 85 ENTERPRISE, SUITE 410								
(Street) ALISO VIEJO, CA 92656			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			

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

SEC 1474 (9-02)
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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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
5% Secured Convertible Note due March 2016	\$ 0.05	09/14/2015 ⁽¹⁾		A		\$ 200,000		03/06/2016 ⁽²⁾	03/21/2016 ⁽³⁾	Common Stock	4,000,000	\$ 0	\$ 200,000 ⁽⁴⁾	I	Trust ⁽⁵⁾
5% Secured Convertible Note due March 2016	\$ 0.05	09/14/2015 ⁽¹⁾		A		\$ 100,000		03/06/2016 ⁽²⁾	03/21/2016 ⁽³⁾	Common Stock	2,000,000	\$ 0	\$ 300,000 ⁽⁴⁾	I	Trust ⁽⁵⁾
5% Secured Convertible Note due March 2016	\$ 0.05	09/14/2015 ⁽¹⁾		A		\$ 115,000		03/06/2016 ⁽²⁾	03/21/2016 ⁽³⁾	Common Stock	2,300,000	\$ 0	\$ 415,000 ⁽⁴⁾	I	Trust ⁽⁵⁾
5% Secured Convertible Note due March 2016	\$ 0.05	09/14/2015 ⁽¹⁾		A		\$ 100,000		03/06/2016 ⁽²⁾	03/21/2016 ⁽³⁾	Common Stock	2,000,000	\$ 0	\$ 515,000 ⁽⁴⁾	I	Trust ⁽⁵⁾
5% Secured Convertible Note due March 2016	\$ 0.05	09/14/2015 ⁽¹⁾		A		\$ 25,000		03/06/2016 ⁽²⁾	03/21/2016 ⁽³⁾	Common Stock	500,000	\$ 0	\$ 540,000 ⁽⁴⁾	I	Trust ⁽⁵⁾

Reporting Owners

	Relationships
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Reporting Owner Name / Address	Director	10% Owner	Officer	Other
TIERNEY THOMAS T C/O CNS RESPONSE, INC. 85 ENTERPRISE, SUITE 410 ALISO VIEJO, CA 92656		X		

Signatures

/s/ Thomas T. Tierney	09/16/2015
<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 September 14, 2015, the Issuer and the holders of the 5% Secured Convertible Notes due March 2016 (the "Notes") entered into an Omnibus Amendment to fix the conversion price of the Notes at \$0.05 per share. The Omnibus Amendment amended the Notes and the September 22, 2014 Note Purchase Agreement, as amended, pursuant to which the Notes were issued.
- (2) The Notes are convertible into shares of common stock either: (i) voluntarily, beginning 15 days prior to the March 21, 2016 maturity date of the Notes (the "Maturity Date"), by the holder or (ii) automatically, if, prior to the Maturity Date, the Issuer consummates a Qualified Financing (as defined in the Notes).
- (3) The Maturity Date of the Notes is March 21, 2016.
- (4) The number of derivate securities beneficially owned does not include interest accrued at 5% per annum on the Notes.
- (5) The Notes are held in the name of the Thomas T. and Elizabeth C. Tierney Family Trust of which Mr. Tierney is a trustee.

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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