

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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* JONES DAVID B			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 checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/03/2010					
C/O CNS RESPONSE, INC., 85 ENTERPRISE, SUITE 410								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
ALISO VIEJO, CA 92656								
(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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				
Common Stock Warrant (2) (3) (4)	\$ 0.56	11/03/2010		D		50,000		08/20/2010	08/19/2017	Common Stock	50,000	\$ 0	50,000	I	See Footnote (1)
Common Stock Warrant (2) (3) (4)	\$ 0.56	11/03/2010		D		50,000		08/20/2010	08/19/2017	Common Stock	50,000	\$ 0	50,000	I	See Footnote (1)
Common Stock Warrant (2) (3) (4)	\$ 0.3	11/03/2010		A		85,854		11/03/2010	11/02/2017	Common Stock	85,854	\$ 0	85,854	I	See Footnote (1)
Common Stock Warrant (2) (3) (4)	\$ 0.3	11/03/2010		A		85,854		11/03/2010	11/02/2017	Common Stock	85,854	\$ 0	85,854	I	See Footnote (1)
Common Stock Warrant (2) (3) (4)	\$ 0.3	11/03/2010		A		84,895		11/03/2010	11/02/2017	Common Stock	85,854	\$ 0	84,895	I	See Footnote (1)
Common Stock Warrant (2) (3) (4)	\$ 0.3	11/03/2010		A		84,895		11/03/2010	11/02/2017	Common Stock	85,854	\$ 0	84,895	I	See Footnote (1)
Call Option (Right to Buy)	\$ 0.3	11/03/2010		P		1,707,500 (5) (6)		11/03/2010	(5)(6)	Common Stock	1,707,500 (5) (6)	\$ 512,250 (5) (6)	1,707,500 (5) (6)	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

JONES DAVID B C/O CNS RESPONSE, INC. 85 ENTERPRISE, SUITE 410 ALISO VIEJO, CA 92656	X	X		
Sail Venture Partners LP 600 ANTON BOULEVARD SUITE 1750 COSTA MESA, CA 92626		X		
Sail Venture Partners LLC 600 ANTON BOULEVARD SUITE 1750 COSTA MESA, CA 92626		X		

Signatures

/s/ David B. Jones Signature of Reporting Person		11/05/2010 Date
/s/ SAIL Venture Partners, LP, by David B. Jones, authorized signatory Signature of Reporting Person		11/05/2010 Date
/s/ SAIL Venture Partners, LLC, by David B. Jones, authorized signatory Signature of Reporting Person		11/05/2010 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 reported securities are held directly by SAIL Venture Partners, LP ("SAIL Venture Partners"), SAIL Venture Partners, LLC is the general partner of SAIL Venture Partners. David B. Jones is a managing member of SAIL Venture Partners, LLC and is a member of the board of directors of CNS Response, Inc. (the "Issuer"). As such, each of the reporting persons may be deemed to beneficially own the securities reported herein and owned directly by SAIL Venture Partners. Each reporting person disclaims beneficial ownership of such securities, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of such reporting person's pecuniary interest therein.

(2) On November 3, 2010, SAIL Venture Partners surrendered to the Issuer two warrants that were previously issued on August 20, 2010, to SAIL Venture Partners (each providing SAIL Venture Partners the right to purchase 50,000 shares of common stock at \$0.56 per share) in consideration of SAIL Venture Partners providing an unconditional guaranty to each of Deerwood Partners LLC and Deerwood Holdings LLC (the "Investors"), guaranteeing the prompt and complete payment when due of all principal, interest and other amounts under two unsecured promissory notes that the Issuer issued in the collective aggregate principal amount of \$250,000 to the Investors (the "Original Guaranteed Notes"). (Continued in footnote 3)

(3) (Continued from footnote 2) The warrants that SAIL Venture Partners surrendered to the Issuer were exchanged for four new warrants, two of which provide SAIL Venture Partners the right to purchase 85,854 shares of common stock at \$0.30 per share, and the remaining two of which provide SAIL Venture Partners the right to purchase 84,895 shares of common stock at \$0.30 per share. The new warrants issued to SAIL Venture Partners are all exercisable at any time until November 2, 2017. The new warrants were issued to SAIL Venture Partners in consideration of the surrendered warrants, as well as SAIL Venture Partners providing on November 3, 2010, an unconditional guaranty to each of the Investors, guaranteeing the prompt and complete payment when due of all principal, interest and other amounts under two secured promissory notes that the Issuer issued to each of the Investors in the aggregate principal amounts of \$128,781 and \$127,344, respectively (Continued in footnote 4)

(4) (Continued from footnote 3) (i.e., the Issuer issued the two Investors a total of four secured promissory notes, representing a collective aggregate principal amount of \$512,250 (collectively, the "Exchange Notes"). The Exchange Notes, as well as related warrants, were issued by the Issuer to the Investors on November 3, 2010 upon the surrender by the Investors of the two Original Guaranteed Notes and two additional unsecured promissory notes the Issuer had previously issued to the Investors (i.e., a total of four promissory notes, which represented a collective aggregate principal amount and accrued but unpaid interest as of November 3, 2010, of \$512,250). The transactions were all effected as part of a subsequent closing pursuant to the terms of the Note and Warrant Purchase Agreement, dated as of October 1, 2010, between the Issuer and the investor parties who acquire securities from the Issuer pursuant thereto.

(5) On November 3, 2010, and in connection with the transactions described in Footnotes 2, 3 and 4 above, SAIL Venture Partners, the Investors and the Company entered into a Purchase Option Agreement pursuant to which SAIL Venture Partners has the option, which is exercisable at any time through March 31, 2011, to purchase any or all of the outstanding Exchange Notes from time to time from the Investors at a price equal to the aggregate principal amount thereof plus all accrued but unpaid interest at the time of sale. The Exchange Notes mature on October 1, 2011 (subject to earlier conversion or prepayment), earn interest equal to 9% per year with interest payable at maturity, and are convertible into shares of Issuer common stock at a conversion price of \$0.30 per share. (Continued in footnote 6)

(6) (Continued from footnote 5) Additional information regarding the provisions of the Exchange Notes, as well as a copy of the form of promissory note, can be found in the Issuer's Current Report on Form 8-K filed on October 7, 2010. As of their issuance date the Exchange Notes were convertible into an aggregate of 1,707,500 shares of Issuer common stock. As a result of interest accrual on the Exchange Notes through the time of their repayment or other redemption, the number of shares that the Exchange Notes are convertible into will increase over time.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.