

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* PAPPAJOHN JOHN <small>(Last) (First) (Middle)</small> C/O CNS RESPONSE, INC., 85 ENTERPRISE, SUITE 410 <small>(Street)</small> ALISO VIEJO, CA 92656 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol CNS RESPONSE, INC. [CNSO] 3. Date of Earliest Transaction (Month/Day/Year) 10/18/2011 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
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		

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.

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
Subordinated Convertible Note	\$ 0.1	10/18/2011		A		250,000		10/18/2011	10/18/2012	Common Stock	2,500,000	(1)	250,000	D	
Common Stock Warrant	\$ 0.1	10/18/2011		A		1,250,000		10/18/2011	11/17/2016	Common Stock	1,250,000	(1)	1,250,000	D	
Common Stock Warrant	\$ 0.1	11/11/2011		A		1,250,000		10/18/2011	11/17/2016	Common Stock	1,250,000	(2)	2,500,000	D	
Subordinated Convertible Note	\$ 0.1	11/11/2011		A		250,000		11/11/2011	11/11/2012	Common Stock	2,500,000	(3)	500,000	D	
Common Stock Warrant	\$ 0.1	11/11/2011		A		2,500,000		11/11/2011	11/10/2016	Common Stock	2,500,000	(3)	5,000,000	D	
Subordinated Convertible Note	\$ 0.1	12/27/2011		A		250,000		12/27/2011	12/27/2012	Common Stock	2,500,000	(4)	750,000	D	
Common Stock Warrant	\$ 0.1	12/27/2011		A		2,500,000		12/27/2011	12/26/2016	Common Stock	2,500,000	(4)	7,500,000	D	

Reporting Owners

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

Signatures

/s/ John Pappajohn	01/05/2012
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).

(1) Note and related warrant were issued for \$250,000 in cash.

(2) On November 11, 2011, the 10/18/11 Note and Warrant Purchase Agreement was amended and restated to increase the warrant coverage from 50% to 100%, resulting in the issuance of additional warrants to Mr. Pappajohn.

(3) Note and related warrant were issued for \$250,000 in cash.

(4) Note and related warrant were issued for \$250,000 in cash.

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.