

# 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* JONES DAVID B			2. Issuer Name and Ticker or Trading Symbol CNS RESPONSE, INC. [CNSO]			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2009			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		
600 ANTON BOULEVARD, SUITE 1010			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) COSTA MESA, CA 92626			(City)			(State)		
(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			
Common Stock (1)	08/26/2009		C		956,164	A	(1)	4,588,875	I	By Sail Venture Partners, LP (3)
Common Stock (2)	08/26/2009		C		802,192	A	(2)	5,391,067	I	By Sail Venture Partners, LP (3)
Common Stock	08/26/2009		P		1,080,000	A	\$ 0.3	6,471,067	I	By Sail Venture Partners, LP (3)

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				
Common Stock Warrants (Right to Buy)	\$ 0.25	05/14/2009		P		100,000	05/14/2009	(4)	Common Stock	100,000	\$ 0	100,000	I	By Sail Venture Partners, LP (3)
Common Stock Warrants (Right to Buy) (1)	\$ 0.3	08/26/2009		C		478,082	08/26/2009	08/26/2014	Common Stock	478,082	\$ 0	478,082	I	By Sail Venture Partners, LP (3)
Common Stock Warrants (Right to Buy) (2)	\$ 0.3	08/26/2009		C		401,096	08/26/2009	08/26/2014	Common Stock	401,096	\$ 0	401,096	I	By Sail Venture Partners, LP (3)

Common Stock Warrants (Right to Buy)	\$ 0.3	08/26/2009		P	540,000	08/26/2009	08/26/2014	Common Stock	540,000	\$ 0	540,000	I	By Sail Venture Partners, LP <a href="#">(3)</a>
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES DAVID B 600 ANTON BOULEVARD, SUITE 1010 COSTA MESA, CA 92626	X	X		

## Signatures

/s/ David B. Jones	08/28/2009
**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) On March 30, 2009, the Issuer issued to Sail Venture Partners, LP a Secured Convertible Promissory Note in the principal amount of \$250,000. The note provided that in the event the Issuer consummates an equity financing transaction of at least \$1,500,000 (excluding any and all notes and other liabilities or indebtedness which are converted) during the term of such note, then the outstanding principal amount and accrued interest on such note shall be automatically converted into the securities issued in the equity financing by dividing such amount by 90% of the per share price paid by the investors in such financing. On August 26, 2009, the Issuer raised approximately \$2,000,000 in a private placement at a price of \$0.30 per share (the "Private Placement"), and Sail Venture Partners, LP was issued an aggregate of 956,164 shares of common stock and a five year non-callable warrant to purchase 478,082 shares of common stock at an exercise price of \$0.30 per share.

(2) On May 14, 2009, the Issuer issued to Sail Venture Partners, LP a Secured Convertible Promissory Note in the principal amount of \$200,000 as well as a warrant to purchase 100,000 shares of its common stock at an exercise price of \$0.25 per share. The note provided that in the event the Issuer consummates an equity financing transaction of at least \$1,500,000 (excluding any and all notes and other liabilities or indebtedness which are converted) during the term of such note, then the outstanding principal amount and accrued interest on such note shall be automatically converted into the securities issued in the equity financing by dividing such amount by 85% of the per share price paid by the investors in such financing. At the close of the Private Placement, Sail Venture Partners, LP was issued an aggregate of 802,192 shares of common stock and a five year non-callable warrant to purchase 401,096 shares of common stock at an exercise price of \$0.30 per share.

(3) Sail Venture Partners, LLC is the General Partner of Sail Venture Partners, LP. Mr. Jones, as one of four managing members of Sail Venture Partners, LLC makes investment decisions in relation to these securities. Mr. Jones disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(4) The expiration date is the earlier of May 31, 2016 or a change of control of the Issuer.

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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