

INITIAL STATEMENT OF 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* Zanett Opportunity Fund, Ltd. (Last) (First) (Middle) C/O APPLEBY SPURLING, CANON'S COURT, 22 VICTORIA ST. PO BOX HM 1179 (Street) HAMILTON, D0 HM 1179 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/29/2012	3. Issuer Name and Ticker or Trading Symbol CNS RESPONSE, INC. [CNSO.OB]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. 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	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Subordinated Secured Convertible Note due 2012	11/17/2011	11/17/2012	Common Stock	2,500,000	\$ 0.1	D (1)	
Warrants	11/17/2011	11/17/2016	Common Stock	2,500,000	\$ 0.1	D (1)	
Subordinated Secured Convertible Note due 2013	01/27/2012	01/27/2013	Common Stock	400,000	\$ 0.1	D (1)	
Warrants	01/27/2012	01/27/2017	Common Stock	400,000	\$ 0.1	D (1)	
Subordinated Unsecured Convertible Note due 2013	02/29/2012	02/28/2013	Common Stock	900,000	\$ 0.1	D (1)	
Warrants	02/29/2012	02/27/2017	Common Stock	900,000	\$ 0.1	D (1)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zanett Opportunity Fund, Ltd. C/O APPLEBY SPURLING, CANON'S COURT 22 VICTORIA ST. PO BOX HM 1179 HAMILTON, D0 HM 1179		X		
McAdoo Capital, Inc. 635 MADISON AVENUE 15TH FLOOR NEW YORK, NY 10022		X		

Signatures

/s/ Zachary McAdoo, President, McAdoo Capital, Inc., Investment Manager of Zanett Opportunity Fund, Ltd.		03/12/2012
Signature of Reporting Person		Date
/s/ Zachary McAdoo, President, McAdoo Capital, Inc.		03/12/2012
Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Zanett Opportunity Fund, Ltd. (the "Fund") owns the reported securities directly. McAdoo Capital, Inc. ("McAdoo Capital") may be deemed to have an indirect interest in these securities as investment manager of the Fund. McAdoo Capital disclaims beneficial ownership of the reported securities except to the extent of any pecuniary interest therein, and the reporting of these securities by it shall not be deemed to be an admission that McAdoo Capital has beneficial ownership in 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.

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.