

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* McAdoo Zachary (Last) (First) (Middle) C/O MCADOO CAPITAL, INC., 635 MADISON AVENUE, 15TH FLOOR (Street) NEW YORK, NY 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/21/2011	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 checked="" type="checkbox"/> Director <input 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 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 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)

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.

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	11/17/2011	11/17/2012	Common Stock	2,500,000	\$ 0.1	I (1)	By Zanett Opportunity Fund, Ltd.
Warrants	11/17/2011	11/17/2016	Common Stock	2,500,000	\$ 0.1	I (1)	By Zanett Opportunity Fund, Ltd.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McAdoo Zachary C/O MCADOO CAPITAL, INC. 635 MADISON AVENUE, 15TH FLOOR NEW YORK, NY 10022	X			

Signatures

/s/ Zachary McAdoo	11/28/2011
<small>**Signature of Reporting Person</small>	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).

Zanett Opportunity Fund (the "Fund") owns the reported securities directly. Zachary McAdoo may be deemed to have an indirect interest in these securities in his capacity as President and owner of McAdoo Capital, Inc., the investment manager of the Fund. Mr. McAdoo disclaims beneficial ownership of the reported securities and the reporting of these securities by him shall not be deemed an admission that Mr. McAdoo has beneficial ownership of 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.

