

Neonode, Inc  
Form 8-K  
February 02, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of report (Date of earliest event reported)  
January 30, 2012

NEONODE INC.  
(Exact name of registrant as specified in its  
charter)

Delaware  
(State or Other  
Jurisdiction of Incorporation)

0-8419  
(Commission File Number)

94-1517641  
(I.R.S. Employer  
Identification No.)

Linnegatan 89, SE-115 23 Stockholm,  
Sweden  
2700 Augustine Drive, Suite 100, Santa  
Clara, CA 95054  
(Address of Principal Executive Offices,  
including Zip Code)

Registrant's Telephone Number,  
Including Area Code  
+468 667 17 17— Sweden  
(925) 768-0620 — USA

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On January 30, 2012, the Board of Directors of Neonode Inc. adopted an amendment to the 2006 Equity Incentive Plan (the “2006 Plan”) to increase the number of shares of common stock authorized by issuance under the Plan by an additional two million (2,000,000) shares.

The 2006 Plan is incorporated by reference as Exhibit 99.1 to this report and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Neonode Inc. 2006 Equity Incentive Plan as amended (incorporated by reference as Exhibit 99.1 of Neonode’s registration statement on Form S-8 (File No. 333-179313) filed February 2, 2012) |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NEONODE INC.

Date: February 2, 2012

By:

/s/ David W. Brunton  
Name: David W.  
Brunton  
Title: Chief Financial  
Officer

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