

Neonode, Inc  
Form 8-K  
March 12, 2015

**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): March 12, 2015**

**NEONODE INC.**

**(Exact name of issuer of securities held pursuant to the plan)**

**Commission File Number 1-35526**

**Delaware**                      **94-1517641**  
**(State or other jurisdiction (I.R.S. Employer**

**of incorporation) Identification No.)**

**Storgatan 23C, 114 55 Stockholm, Sweden**

**(Address of Principal Executive Office, including Zip Code)**

**+46 (0) 8 667 17 17**

**Registrant's telephone number, including area code:**

**Not Applicable**

**(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 (see General Instruction A.2. below):

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))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02. Results of Operations and Financial Condition.**

On March 12, 2015, Neonode Inc. (the “Company”) reported its earnings for the three months and year ended December 31, 2014. A copy of the Company’s press release containing this information is furnished as Exhibit 99.1 to this report on Form 8-K and is incorporated herein by reference.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

| Exhibit No.  | Description   |
|--------------|---|
| Exhibit 99.1 | Press Release of the Company dated March 12, 2015 containing financial information for the three months and year ended December 31, 2014. |

**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.

By: /s/ Lars Lindqvist  
Name: Lars Lindqvist  
Title: Chief Financial Officer

Date: March 12, 2015