

Neonode, Inc  
Form 8-K  
May 20, 2008

**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 31, 2008**

**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**

(IRS Employer  
Identification No.)

**Sweden** Warfvingsv'g 45, SE-112 51 Stockholm, Sweden  
**USA** 4000 Executive Parkway, Suite 200, San Ramon, CA.  
(Address of principal executive offices)

**94583**  
(Zip Code)

Registrant's telephone number, including area code:

+468 678 18 50 — Sweden

(925) 355-7700 — USA

**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))



ITEM 7.01. REGULATION FD DISCLOSURE

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On May 20, 2008, Neonode Inc. announced its results of operations for the three months ended March 31, 2008. A copy of the related press release is being furnished as Exhibit 99.1 this Current Report on Form 8-K and incorporated by reference herein.

7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

(99.1) Press release issued by Neonode Inc.

EXHIBIT

NUMBER EXHIBIT

99.1	Neonode Inc. Announces A Private Placement Of \$4.8 Million By Repricing Existing Warrants; First Quarter 2008 Result
------	---

SIGNATURE

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.

Dated: May 20, 2008

By: /s/ David W. Brunton

---

David W. Brunton  
Chief Financial Officer and Vice President, Finance