

Neonode, Inc
Form 8-K
August 14, 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): **June 30, 2008**

NEONODE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

0-8419
(Commission File Number)

94-1517641
(IRS Employer
Identification No.)

of incorporation)

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 August 14, 2008, Neonode Inc. announced its results of operations for the three and six months ended June 30, 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 Second Quarter 2008 Results

2.

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: August 14, 2008

By: /s/ David W. Brunton

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

3.
