

Neonode, Inc  
Form 8-K  
June 09, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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 5, 2014

NEONODE INC.

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

\_\_\_\_\_  
Commission File Number 1-35526

Delaware  
(State or other jurisdiction of  
incorporation)

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

2350 Mission College Blvd, Suite 190, Santa Clara, CA 95054  
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code:  
(408) 468-6722

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)

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- .. 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 5.07. Submission of Matters to a Vote of Security Holders.

On June 5, 2014, the Company held its Annual Meeting of Stockholders.

1. Mr. Mats Dahlin is reelected to the Board of Directors for a three year term.
2. Mr. Lars Lindqvist is reelected to the Board of Directors for a three year term.
3. The advisory vote related to executive compensation is ratified.
4. The appointment of KMJ Corbin & Company LLC to serve as the Company's independent auditors for the year ended December 31, 2014 is ratified.

The results of the vote were as follows:

|   |            |               |                     |                     |
|---|------------|---------------|---------------------|---------------------|
| Election of Directors   | Votes For  | Withheld      | Broker<br>Non-Votes |                     |
| Elect Mr. Mats Dahlin to three year term to Board of Directors          | 16,164,119 | 1,286,704     | 9,033,057           |                     |
| Election of Directors   | Votes For  | Withheld      | Broker<br>Non-Votes |                     |
| Elect Mr. Lars Lindqvist to three year term to Board of Directors       | 16,156,537 | 1,294,296     | 9,033,057           |                     |
| Proposal  | Votes For  | Votes Against | Abstentions         | Broker<br>Non-Votes |
| Hold an advisory vote on executive compensation (the "Say-on-Pay" vote) | 16,830,161 | 600,860       | 19,772              | 9,033,057           |
| Proposal  | Votes For  | Votes Against | Abstentions         |                     |
| Ratification of Appointment of KMJ Corbin and Company                   | 25,623,543 | 137,815       | 722,492             |                     |

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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.

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

Date: June 6, 2014

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