

Neonode, Inc
Form 4
September 17, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bystedt Per Ivar Gosta

(Last) (First) (Middle)

C/O NEONODE, INC., 2700
AUGUSTINE DR., SUITE 100

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Neonode, Inc [NEON]

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Executive Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/16/2013		S(1)	363,032	D		
				(A) or (D)	Price		
				Code V Amount			
					\$		
					6.6		
					392,984	D	
Common Stock	09/16/2013		S(1)	389,482	D		
				(A) or (D)	Price		
				Code V Amount			
					\$		
					6.6		
					2,789,707	I	
							by Phenning Holdings Limited, a subsidiary of Iwo Jima SARL

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bystedt Per Ivar Gosta C/O NEONODE, INC. 2700 AUGUSTINE DR., SUITE 100 SANTA CLARA, CA 95054	X		Executive Chairman	

Signatures

/s/ Per Bystedt 09/16/2013

__Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On September 16, 2013, pursuant to an underwriting agreement dated September 11, 2013, among Neonode Inc. (the "Company"), the selling shareholders named therein (including Mr. Bystedt and Phenning Holdings Limited, a subsidiary of Iwo Jima SARL, an entity beneficially owned by Mr. Bystedt), and Craig-Hallum Capital Group LLC as underwriter (the "Underwriter"), Mr. Bystedt and Phenning Holdings Limited sold an aggregate of 752,514 outstanding shares of common stock in the Company (including 203,592 shares through full exercise of the Underwriter's over-allotment option granted by Phenning Holdings Limited) to the Underwriter at a price per share of \$6.60.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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