NEONODE, INC

FORM 10-K
(Annual Report)

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

FORM 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ________ to _________

Commission File No. 1-35526

NEONODE INC.

(Exact name of Registrant as specified in its charter)

Delaware	**94-1517641**
(State or Other Jurisdiction of Incorporation or Organization)	*(I.R.S. Employer Identification Number)*

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

(408) 496-6722
(Registrant's Telephone Numbers, including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value $0.001 per share	**The NASDAQ Stock Market LLC**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☒
Non-accelerated filer ☐	Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act. Yes ☐ No ☒

The approximate aggregate market value of the common stock held by non-affiliates of the registrant, based on the closing price for the registrant's common stock on June 29, 2012 (the last business day of the second quarter of the registrant's current fiscal year) as reported on the NASDAQ Stock Market, was $149,518,702.

The number of shares of the registrant's common stock outstanding as of March 4, 2013 was 33,673,245

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the 2013 Annual Meeting of Stockholders are incorporated herein by reference as set forth in Part III. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2012.

NEONODE INC.

2012 ANNUAL REPORT ON FORM 10-K

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SPECIAL NOTE ON FORWARD LOOKING STATEMENTS

This Annual Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, adopted pursuant to the Private Securities Litigation Reform Act of 1995. Statements that are not purely historical may be forward-looking. You can identify some forward-looking statements by the use of words such as "believes," "anticipates," "expects," "intends" and similar expressions. Forward-looking statements involve inherent risks and uncertainties regarding events, conditions and financial trends that may affect our future plans of operation, business strategy, results of operations and financial position. A number of important factors could cause actual results to differ materially from those included within or contemplated by such forward-looking statements, including, but not limited to risks relating to the uncertainty of growth in market acceptance for our technology, a history of losses since inception, our ability to remain competitive in response to new technologies, the costs to defend, as well as risks of losing, patents and intellectual property rights, our customer concentration and dependence on a limited number of customers, a reliance on our future customers' ability to develop and sell products that incorporate our technology, the uncertainty of demand for our technology in certain markets, our ability to manage growth effectively, our dependence on key members of our management and development team, our limited experience in conducting operations internationally, and our ability to obtain adequate capital to fund future operations, For a discussion of these and other factors that could cause actual results to differ from those contemplated in the forward-looking statements, please see ''Item 1A. Risk Factors'' and elsewhere in this Annual Report, and in our publicly available filings with the Securities and Exchange Commission. Forward-looking statements reflect our analysis only as of the date of this Annual Report. Actual events or results may differ materially from the results discussed in or implied by the forward-looking statements. We do not undertake any responsibility to update or revise any of these factors or to announce publicly any revisions to forward-looking statements, whether as a result of new information, future events or otherwise.

PART I

ITEM 1. BUSINESS

Neonode Inc. (collectively with our subsidiaries, is referred to in this Annual Report as "Neonode", "we", "us", "our", the "Company") develops and licenses optical MultiSensing™ touch and user interface ("UI") solutions. The cornerstone of our touch and interface solutions is zForce®, our patented touch technology. Based on zForce, Neonode has developed a variety of features that sense any object - its size, its pressure on a surface, its depth, its velocity and even its proximity to any type of surface. This feature set is branded MultiSensing™ technology. Neonode's MultiSensing technology is suited for consumer and industrial electronic devices and supports unlimited gestures, multi-touch and sweeps navigation.

Neonode licenses its MultiSensing technology to Original Equipment Manufacturers ("OEMs") and Original Design Manufacturers ("ODMs") who embed our MultiSensing technology into devices that they produce and sell. Neonode's MultiSensing technology is being incorporated into wide array of high volume color LCD products worldwide: mobile phones, tablets, e-readers, office equipment, in-car infotainment displays and HMI systems, GPS, gaming devices and toys. In 2012, we expanded our MultiSensing technology through Neonode's customized NN1001 single optical controller chip, developed in close collaboration with Texas Instruments. The NN1001 controller chip began shipping to customers in May 2012. Neonode's MultiSensing solution is used on more than twelve million touch consumer devices in the global market place.

Our technology licensing model allows us to focus on the development of solutions for multi-touch enabled screens, and thus we do not manufacture products or components. We license the right to use zForce and Neonode MultiSensing touch technology which, together with standard components from partners, create an optical touch solution.

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and files or furnishes reports, proxy statements, and other information with the Securities and Exchange Commission ("SEC"). The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at www.sec.gov. The reports and other information filed by the Company with the SEC are available free of charge on the SEC's website. The public may read and copy any materials filed by the Company with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

Our website is www.neonode.com . Through our website, we make available free of charge all of our filings with the SEC, including our annual reports on Form 10-K, our quarterly reports on Form 10-Q, and our current reports on Form 8-K as well as Form 3, Form 4, and Form 5 Reports for our directors, officers, and principal stockholders, together with amendments to those reports filed or furnished pursuant to Sections 13(a), 15(d), or 16 under the Exchange Act. These reports are available as soon as reasonably practicable after their electronic filing or furnishing with the SEC. Our website also includes corporate governance information, such as our Code of Business Conduct (including our Code of Ethics for the Chief Executive Officer and Senior Financial Officers) and our Board Committee Charters. We are not including the information contained on our website as part of, nor incorporating it by reference into, this Annual Report on Form 10-K.

Our History

Neonode Inc., formerly known as SBE, Inc., was incorporated in the State of Delaware on September 4, 1997.

On August 10, 2007, SBE, Inc. consummated a reverse merger transaction with Neonode Inc. (the "Merger"), and SBE, Inc.'s name was subsequently changed to "Neonode Inc." upon the completion of the Merger. Prior to the Merger, Neonode Inc. had been incorporated in the State of Delaware in 2006 and was the parent of Neonode AB, a company founded in February 2004 and incorporated in Sweden. Following the closing of the Merger, the business and operations of Neonode Inc. prior to the Merger became the primary business and operations of the newly-combined company. The Company's headquarters is located in Santa Clara, California, USA.

Through our previously wholly-owned subsidiary, Neonode AB, we developed our touchscreen technology and an optical touchscreen mobile phone product, the N2. We began shipping the N2 to our first customers in July 2007 but a viable market did not develop. We subsequently discontinued the manufacturing of mobile phones and the operations of Neonode AB. On January 1, 2009, we acquired Neonode Technologies AB as a wholly-owned subsidiary and began licensing our touch technology to OEMs and ODMs.

Overview of the Touchscreen Market

There are different touchscreen technologies available in the market with different or slightly different profiles, power consumption, level of maturity, and cost price:

- Capacitive -- a capacitive touchscreen panel is coated with a material, typically indium tin oxide, that conducts a continuous electrical current across the sensor. When the sensor's 'normal' capacitance field (its reference state) is altered by another capacitance field, e.g., someone's finger, electronic circuits located at each corner of the panel measure the resultant 'distortion' in the sine wave characteristics to detect a touch.
- Resistive -- uses conductive and resistive layers separated by thin space.
- Optical Infrared -- uses infrared beams that are broken by finger or heat from the finger sensed from a camera to detect a touch.
- Surface acoustic wave -- uses ultrasonic waves that pass over the touchscreen panel.
- Strain gauge -- uses a spring mounted on the four corners and strain gauges are used to determine deflection when the screen is touched.
- Optical imaging -- uses two or more image sensors placed around the edges (mostly the corners) of the screen and a light source to create a shadow of the finger.
- In-cell optical touch technology -- embeds photo sensors or conductive sensors directly into a Liquid Crystal Display ("LCD") glass. By integrating the touch function directly into an LCD glass, the LCD acts like a low resolution camera to "see" the shadow of the finger.

- Dispersive signal technology -- uses sensors to detect the mechanical energy in the glass that occur due to a touch.
- Acoustic pulse recognition -- uses more than two piezoelectric transducers located at some positions of the screen to turn the mechanical energy of a touch (vibration) into an electronic signal.

Currently, the two dominant types of touchscreen technologies available in the market are capacitive and resistive. Capacitive technology is the technology that the Apple iPhone uses and resistive technology is what is found on certain automatic teller machines. A capacitive touchscreen reacts to the finger's tiny electric impulses. Capacitive touchscreens work best if the user has unimpeded contact between the finger and the screen. Resistive technology is pressure sensitive technology, best used for detailed work and for selection of a particular spot on a screen, resistive technology is not useful for sweeping gestures or motion, such as zooming in and out.

Our MultiSensing Solution

Neonode's touchscreen interface is optical infrared, rather than capacitive or resistive. Our MultiSensing optical touch solutions are based on our patented zForce technology. It uses infrared light that is projected over the screen. Infrared light pulses are sent out up to 1,000 times per second to capture a frame and detect touch activation. Up to 1,000 coordinates are produced by using mathematical algorithms to calculate the exact position of a touch object when a user's fingers move across the screen.

Both capacitive and resistive technologies make use of a "touch sensor/window" or an overlay in combination with a controller Integrated Circuit ("IC") to function. In comparison zForce use a "lightguide" (to reflect and focus light) together with IC components to operate. Our zForce optical touchscreen technology has a number of key advantages over other touchscreen technologies, including:

- No additional layers are added to the screen that may dilute the screen contrast and clarity. Layering technology is required to activate the capacitive and resistive technologies and can be very costly;

- The zForce grid technology is more responsive than the capacitive screen technology and, as a result, is quicker and less prone to misreads. It allows movement and sweeping motions as compared to point-sensitive, stylus-based resistive screens;

- zForce, an abbreviation for zero force necessary, obviates the need to use any force to select or move items on the screen as would be the case with a stylus;

- zForce is cost-efficient due to the lower cost of materials and an extremely simple manufacturing process when compared to the expensive layered capacitive and resistive screens;

- zForce allows multiple methods of input, such as simple finger taps to hit keys, sweeps to zoom in or out, and gestures to write text or symbols directly on the screen;

- zForce is one of the few viable touchscreen solutions that will operate as well on the new revolutionary reflective display panels that will offer paper-like reading experience in almost any ambient lighting condition while greatly reducing power consumption. Manufacturers of reflective display panels are targeting e-Reader, mobile phone and tablet PC markets because these devices require the clear viewing screen and low power consumption of the reflective display panels; and

- zForce incorporates some of the best functionalities of both the capacitive and resistive touchscreen technologies. It works in all climates and, unlike the competing technologies, can be used with thick gloves. In addition, zForce allows for waterproofing of the device.

zForce

Our patented zForce interface allows OEMs and ODMs to incorporate touch and sweep navigation into their consumer and industrial electronic devices. The markets for our zForce technology include e-Readers, mobile phones, automotive, office equipment (such as printers), GPS, toys and games and tablet markets. Key attributes of zForce include:

- operates on all screen types and provides a crystal-clear viewing experience in any lighting condition, even bright sunlight;
- runs on Electronic Paper Displays that creates a readable experience close to ink on paper because it reflects light like ordinary paper;
- operates on LCD (Liquid Crystal Displays);
- supports high-resolution pen writing in combination with finger navigation that includes, e.g., gestures, multi-touch, and sweeps;
- provides a 100% clear viewing experience—unlike traditional resistive and capacitive touchscreens; and
- can be applied to any flat surface.

In addition, zForce enables:

- touch detection for any object;
- a smooth touch experience with no necessary pressure for touch detection;
- greater industrial design flexibility for equipment and device manufacturers;
- pressure sensing; and
- 3D scanning and proximity sensing.

Laptop PC, Tablets and e-Readers

We believe zForce is the world's most-used optical touch technology for e-Readers today with customers such as Barnes & Noble, Sony, Mundo, Netronix and Kobo, all of whom have integrated our zForce technology into their e-Readers.

In addition, Oregon Scientific MEEP tablet for children started shipping in November 2012 and we have several other customers, such as Shenzhen Wave, currently developing tablets and Laptop PCs that are expected to go into production and begin shipping in 2013.

Mobile Phones

Our mobile phone multi-sensing and proximity technology platform, Smartphone One, is suitable for smart phones and tablets and enhances the user experience for feature phones. We are currently in product design activities with tier one and tier two mobile phone handset makers, such as Shenzhen Wave, who are developing both smart and feature phone handsets that are expected to go into production and begin shipping in 2013.

Automotive

Touch interface displays in vehicles must operate in a wide range of ambient lighting and temperature conditions. A resistive screen may be operated with gloves on, but the membrane layer reduces transparency and can cause glare. The zForce solution is well placed to make inroads in the automotive market since it provides a brighter, more readable display, with a full operating temperature range that can easily be used while wearing gloves. We are currently engaged with many of the global automotive OEMs and their tier one suppliers, such as Alpine and Pro Point, developing automotive HMI, infotainment and navigation systems.

Printers and Office Equipment

Photo printers and combination printer/scanner/fax machines typically require feature-rich menus and settings, and OEMs have increasingly replaced mechanical buttons with resistive touchscreen displays. zForce offers an improved user experience, with brighter display, ultra-light touch, and support for gestures (such as swipe to access menus and screens). We have technology license agreements with and are engaged in product development activities with two of the top five global leading printer and office equipment OEMs. Product shipments are expected to begin in 2013 with rollout continued through 2014.

Home Electronics

Mechanical buttons, dials and membrane switches still mostly control machines in the kitchen and laundry room. New designs can use zForce with or without an underlying display. For example, touch sensitive buttons can be achieved by placing the light guide around a pre-printed array. A touch panel can include illumination without a display. A feature-rich device like a high-end dryer can be made much more streamlined and user friendly with a touch display. We are currently engaged with OEMs in the home electronics market who are designing touch enable products such as kitchen stove tops, ovens and laundry room washer and dryers.

Neonode NN1001 Single Chip Touch Controller

The NN1001 is the next generation touch technology solution that utilizes zForce that we developed in collaboration with Texas Instruments. It is designed to simplify the integration to reduce bill of material (BOM) cost, as well as increase the performance where integrated. The NN1001 can only be sold to customers who have a technology license agreement with Neonode. We believe the Single Chip Touch Controller outperforms capacitive touch solutions at a lower cost.

- The NN1001 has a scanning speed of 1000 Hz (latency down to 1ms) and consumes less than 1mW at 100Hz.

- The NN1001 tracks any high-speed multi-touch gesture with any object (finger, gloved finger and passive pens) with high accuracy.

- The NN1001 connects to any microcontroller or application processor with a high speed SPI interface. The controller works in single or multiple configurations supporting screen sizes up to 20 inch.

- The NN1001 supports advanced power management and implements the Neonode AlwaysON™ technology where the touch is active even when the device is in sleep or off mode.

Intellectual Property

We believe that innovation in product engineering, sales, marketing, support, and customer relations, and protection of this proprietary technology and knowledge, will impact our future success. In addition to certain patents that are pending, we rely on a combination of copyright, trademark, trade secret laws and contractual provisions to establish and protect the proprietary rights in our products.

The Company has 4 issued U.S. patents and an additional 33 U.S. patents pending. Outside the U.S. the Company has an additional 5 issued patents and 31 patents pending. The number of issued and pending patents and patents filed under international Patent Cooperation Treaty (“PCT”) for each jurisdiction is listed in the table below:

Jurisdiction	No. of Issued Patents	No. of Patents Pending
United States (U.S.)	4	33
Europe	0	6
Japan	1	3
China	1	3
Canada	1	4
Australia	1	4
Singapore	1	4
PCT	Not Applicable	7
Total:	9	64

The Company’s patents cover two general categories of product: (i) the Company’s MultiSensing ™ touch screen hardware, and (ii) user interfaces and product design. Three of the Company’s issued U.S. patents (Touch Screen for Mobile Telephone (U.S. 7,880,732), Light-Based Touch Screen (U.S. 8,339,379) and On a Substrate Formed or Resting Display Arrangement (U.S. 8,068,101)) and all five foreign issued patents, relate to touch screen hardware. One issued U.S. patent (U.S. 8,095,879 entitled USER INTERFACE FOR MOBILE HANDHELD COMPUTER UNIT) covers sweep gestures on a touch screen user interface. Of the Company’s 64 patents pending, 58 are utility patents and 6 are design patents.

We have been granted trademark protection for the word NEONODE in the U.S., the European Union (EU), Sweden, Norway, and Australia. In addition we have filed an application for the word NEONODE in the US to cover additional goods including touchscreen controller Application Specific Integrated Circuits (ASIC). We have been granted protection for the figurative mark NEONODE in the U.S., the EU, Sweden, Australia, China, Norway, Russia and Switzerland. We have been granted trademark protection for the word ZFORCE in the U.S. and EU. In addition we have filed an application for the word ZFORCE in the U.S. to cover additional goods including touchscreen controller ASICs. We filed applications for the trademarks ALWAYSON, ALWAYSON TOUCH, MULTISENSING, LIQUID SENSING and IT MAKES SENSE in the U.S.

The Company's user interface software described in some of the aforementioned patent applications may also be protected by copyright laws in most countries, including Sweden and the EU (which do not grant patent protection for the software itself), if the software is new and original. Protection can be claimed from the date of creation.

Distribution, Sales and Marketing

We consider both OEMs and ODMs to be our primary customers. OEMs and ODMs determine the design and pricing requirements and make the overall decision regarding the use of our multi-sensing touch and user interface solutions in their products. The use and pricing of our multi-sensing touch and user interface solutions are governed by a technology licensing agreement.

Our sales staff solicits prospective customers and our sales personnel receive substantial technical assistance and support from our internal engineering resources because of the highly technical nature of our product solutions. We expect that sales will frequently result from our sales efforts that involve senior management, design engineers, and our sales personnel interacting with our potential customers' decision-makers throughout the product development and order process.

Our sales are normally negotiated and executed in U.S. Dollars or Euros.

Our sales force and marketing operations are managed out of our corporate headquarters in Santa Clara, California, U.S. and our current sales force is comprised of sales offices located in Sweden, South Korea, Japan, Taiwan, and the Netherlands.

Technology License Agreements

As of December 31, 2012, we have entered into twenty-four technology license agreements compared to twelve and four technology license agreements as of December 31, 2011 and 2010, respectively. We signed four additional technology license agreements with customers subsequent to December 31, 2012. The products related to these license agreements are e-Readers, Tablet PCs, mobile phones, commercial and consumer printers, automotive consoles, toys and games and GPS devices.

We are dependent on a number of OEM customers and the loss of any one of these customers could have a material adverse effect on our future revenue stream. In the short term, we anticipate that we remain dependent on a limited number of customers for substantially all of our future revenues. Failure to anticipate or respond adequately to technological developments in our industry, changes in customer or supplier requirements or changes in regulatory requirements or industry standards, or any significant delays in the development or introduction of products or services could have a material adverse effect on our business, operating results and cash flows.

Our accounts receivable as of December 31, 2012 was due from fifteen customers. Our net revenues for the year ended December 31, 2012 were earned from twenty customers. Our customers are located in the U.S., Europe and Asia. Customers who accounted for 10% or more of our net revenues during the year ended December 31, 2012 are as follows:

- Amazon - 32%
- KOBO Inc. – 26%
- Sony Corporation - 17%

Our accounts receivable as of December 31, 2011 was due from five customers. Our net revenues for the year ended December 31, 2011 were earned from seven customers. Our customers are located in the U.S., Europe and Asia. Customers who accounted for 10% or more of our net revenues during the year ended December 31, 2011 are as follows:

- Amazon - 40%
- Barnes & Noble - 26%
- Sony Corporation - 21%
- KOBO Inc. - 11%

Our net revenues for the year ended December 31, 2010 were earned from seven customers. Customers who accounted for 10% or more of our net revenues during the year ended December 31, 2010 are as follows:

- Sony Corporation - 46%
- Sony Ericsson Mobile Communications AB - 38%

Competition

Our market is intensely competitive and characterized by rapidly changing technology, evolving standards and new product releases by our competitors. Our competitors, and the interface technology they offer, include the following:

Company	Technology
3M	Capacitive, Dispersive Signal Touch
Synaptics	Capacitive sensors and IC controllers
ATMEL	Capacitive touch IC controllers
Cypress	Capacitive touch IC controllers
Maxim	Capacitive touch IC controllers
Nextwindow	Optical with camera sensor
Zytronic	Capacitive
Tyco Electronics	Capacitive, Resistive, Surface Wave,
Touch International	Resistive and Capacitive
Mass Multimedia Inc.	All touchscreen technologies
Young Fast	Capacitive sensor and module maker
TPK	Capacitive (provides the capacitive touch sensor for the Apple iPhone)

Research and Development

In fiscal years 2012, 2011 and 2010 we spent $5.7 million, $1.9 million and $1.9 million, respectively, in each year on research and development activities. Our research and development is predominantly in-house, but is also done in collaboration with external partners and specialists.

Employees

On December 31, 2012, we had forty-six full-time employees and one part-time employee. There were a total of six full-time and one part-time employee in our general & administrative group, twelve in our sales and marketing group and twenty-six in our engineering group. We have employees located in the U.S., Sweden, Israel, the Netherlands, South Korea, Taiwan and Japan. None of our employees are represented by a labor union. We have experienced no work stoppages. We believe our employee relations are positive.

ITEM 1A. RISK FACTORS

An investment in our common stock involves a high degree of risk. Before deciding to purchase, hold, or sell in our common stock, you should consider carefully the risks described below in addition to the cautionary statements and risks described elsewhere and the other information contained in this Annual Report and in our other filings with the SEC, including subsequent reports on Forms 10-Q and 8-K. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of these known or unknown risks or uncertainties actually occur, our business, financial condition, results of operations or cash flows could be seriously harmed. This could cause the trading price of our common stock to decline, resulting in a loss of all or part of your investment.

Risks Related To Our Business

We have never been profitable and we anticipate significant additional losses in the future .

Neonode Inc. was formed in 1997 and reconstituted in 2006 as a holding company, owning and operating Neonode AB, which had been formed in 2004. We had been primarily engaged in the business of developing and selling mobile phones. Following the liquidation of Neonode AB, we implemented a new strategy for our business. We have a limited operating history on which to base an evaluation of our business and prospects. Our prospects must be considered in light of the risks and uncertainties encountered by companies in the early stages of development, particularly companies in new and rapidly evolving markets. We were not successful in selling mobile phones and have refocused our business on licensing our touchscreen technology. We may not be successful in growing our technology licensing business. Our success will depend on many factors, including, but not limited to:

- the growth of touchscreen interface usage;
- the efforts and success of our OEM and other customers;
- the level of competition faced by us; and
- our ability to meet customer demand for engineering support, new technology and ongoing service.

Our limited operating history and the emerging nature of our market, together with the other risk factors set forth in this report, make prediction of our future operating results difficult. There can also be no assurance that we will ever achieve significant revenues or profitability or, if significant revenues and profitability are achieved, that they could be sustained.

If we continue to experience losses, we could experience difficulty meeting our business plan and our stock price could be negatively affected.

If we are unable to gain market acceptance of our touchscreen technologies, we will experience continuing operating losses and negative cash flow from our operations. Any failure to achieve or maintain profitability could negatively impact the market price of our common stock. We anticipate that we will continue to incur product development, sales and marketing, and administrative expenses. As a result, we will need to generate significant quarterly revenues if we are to achieve and maintain profitability. A substantial failure to achieve profitability could make it difficult or impossible for us to grow our business. Our business strategy may not be successful, and we may not generate significant revenues or achieve profitability. Any failure to significantly increase revenues would also harm our ability to achieve and maintain profitability. If we do achieve profitability in the future, we may not be able to sustain or increase profitability on a quarterly or annual basis.

We are dependent on a limited number of customers.

Our accounts receivable as of December 31, 2012 was due from fifteen customers. Our net revenues for the year ended December 31, 2012 were earned from twenty customers. Our customers are located in the U.S., Europe and Asia. Customers who accounted for 10% or more of our net revenues during the year ended December 31, 2012 are as follows:

- Amazon - 32%
- KOBO Inc. - 26%
- Sony Corporation - 17%

In the fourth quarter of 2012, Amazon discontinued shipping its Kindle e-Readers that incorporated our touch technology. Amazon accounted for 32% of our total net revenue in 2012 and 40% of our total net revenue in 2011. We don't anticipate receiving any future near-term revenues from Amazon. The loss of a major customer, a reduction in net revenues from any major customer for any reason, or a failure of a major customer to fulfill its financial or other obligations due to us could have a material adverse effect on our business, financial condition, and future revenue stream.

We are dependent on the ability of our customers to design, manufacture and sell their products that incorporate our touchscreen technologies, particularly in markets other than eReaders.

Our products and technologies are licensed to other companies which must be successful in designing, manufacturing and selling the products that incorporate our technologies. The majority of our license fees earned in 2012, 2011 and 2010 were from customer shipments of eReader products. We expect that customer shipments of eReaders products will decline in the future. If our customers are not able to design, manufacture or sell their products, or are delayed in producing their products, our revenues, profitability, and liquidity, as well as our brand image, may be adversely affected.

If we fail to develop and introduce new products and services successfully and in a cost effective and timely manner, we will not be able to compete effectively and our ability to generate revenues will suffer .

We operate in a highly competitive, rapidly evolving environment, and our success depends on our ability to develop and introduce new products, technology, and services that our customers and end users choose to buy. If we are unsuccessful at developing and introducing new products, technology, and services that are appealing to our customers and end users with acceptable quality, prices and terms, we will not be able to compete effectively and our ability to generate revenues will suffer.

The development of new products, technology, and services is very difficult and requires high levels of innovation. The development process is also lengthy and costly. If we fail to anticipate our end users' needs or technological trends accurately or if we are unable to complete the development of products and services in a cost effective and timely fashion, we will be unable to introduce new products and services into the market or successfully compete with other providers.

As we introduce new or enhanced products or integrate new technology into new or existing products, we face risks including, among other things, disruption in customers' ordering patterns, inability to deliver new products to meet customers' demand, possible product and technology defects, and potentially unfamiliar sales and support environments. Premature announcements or leaks of new products, features, or technologies may exacerbate some of these risks. Our failure to manage the transition to newer products or the integration of newer technology into new or existing products could adversely affect our business, results of operations, and financial condition.

Our operating results may fluctuate significantly as a result of a variety of factors, many of which are outside of our control.

We are subject to the following factors, among others, that may negatively affect our operating results:

- the announcement or introduction of new products or technologies by our competitors;
- our ability to upgrade and develop our products and infrastructure to accommodate growth;
- our ability to attract and retain key personnel in a timely and cost effective manner;
- technical difficulties;
- the amount and timing of operating costs and capital expenditures relating to the expansion of our business, operations, and infrastructure; and
- general economic conditions as well as economic conditions specific to the hand-held device and/or touchscreen industry.

As a result of our limited operating history and the nature of the markets in which we compete, it is extremely difficult for us to forecast accurately. We have based our current and future expense levels largely on our investment plans and estimates of future events, although certain of our expense levels are, to a large extent, fixed. We may be unable to adjust spending in a timely manner to compensate for any unexpected revenue shortfall. Accordingly, any significant shortfall in revenues relative to our planned expenditures would have an immediate adverse effect on our business, results of operations and financial condition. Further, as a strategic response to changes in the competitive environment, we may from time to time make certain pricing, service, or marketing decisions that could have a material and adverse effect on our business, results of operations, and financial condition. Due to the foregoing factors, our revenues and operating results are and will remain difficult to forecast.

We may require additional capital to fund our operations, which capital may not be available on commercially attractive terms or at all.

We may in the future require sources of capital in addition to cash on hand to continue operations and to implement our business plan. We project that we have sufficient liquid assets to continue operating for at least the next twelve months. However, if our operations do not become cash flow positive, we may be forced to seek credit line facilities from financial institutions, additional private equity investment, or debt arrangements. No assurances can be given that we will be successful in obtaining such additional financing on reasonable terms, or at all. If adequate funds are not available when needed on acceptable terms, or at all, we may be unable to adequately fund our business plan, which could have a negative effect on our business, results of operations, and financial condition. In addition, if funds are available, the issuance of equity securities or securities convertible into equity could dilute the value of shares of our common stock and cause the market price to fall, and the issuance of debt securities could impose restrictive covenants that could impair our ability to engage in certain business transactions.

We must significantly enhance our sales and product development organizations.

We will need to improve the effectiveness and breadth of our sales efforts in order to increase market awareness and sales of our technologies, especially as we expand into new market segments. Competition for qualified sales personnel is intense, and we may not be able to hire the kind and number of sales personnel we are targeting. Likewise, our efforts to improve and refine our products require skilled engineers and programmers. Competition for professionals capable of expanding our research and development efforts is intense due to the limited number of people available with the necessary technical skills. If we are unable to identify, hire, or retain qualified sales, marketing, and technical personnel, our ability to achieve future revenue may be adversely affected.

We will need to increase the size of our organization, and we may be unable to manage our growth effectively.

Our failure to manage growth effectively could have a material and adverse effect on our business, results of operations and financial condition. We anticipate that expansion of our organization will be required to address internal growth to handle licensing and research activities. This expansion may place a significant strain on management, operational, and financial resources. To manage the expected growth of our operations and personnel, we must both improve our existing operational and financial systems, procedures, and controls, and implement new systems, procedures, and controls. We must also expand our finance, administrative, and operations staff. Our current personnel, systems, procedures, and controls may not adequately support future operations. Management may be unable to hire, train, retain, motivate, and manage the necessary personnel, or to identify, manage and exploit existing and potential strategic relationships and market opportunities .

We are dependent on the services of our key personnel.

We are dependent on our current management for the foreseeable future. The loss of the services of any member of management could have a materially adverse effect on our operations and future prospects.

If third parties infringe our intellectual property or if we are unable to secure and protect our intellectual property, we may expend significant resources enforcing our rights or suffer competitive injury.

Our success depends in large part on our proprietary technology and other intellectual property rights. We rely on a combination of patents, copyrights, trademarks and trade secrets, confidentiality provisions, and licensing arrangements to establish and protect our proprietary rights. Our intellectual property, particularly our patents, may not provide us with a significant competitive advantage. If we fail to protect or to enforce our intellectual property rights successfully, our competitive position could suffer, which could harm our results of operations.

Our pending patent and trademark applications for registration may not be allowed, or others may challenge the validity or scope of our patents or trademarks, including patent or trademark applications or registrations. Even if our patents or trademark registrations are issued and maintained, these patents or trademarks may not be of adequate scope or benefit to us or may be held invalid and unenforceable against third parties.

We may be required to spend significant resources to monitor and police our intellectual property rights. Effective policing of the unauthorized use of our products or intellectual property is difficult and litigation may be necessary in the future to enforce our intellectual property rights. Intellectual property litigation is not only expensive, but time-consuming, regardless of the merits of any claim, and could divert attention of our management from operating the business. Despite our efforts, we may not be able to detect infringement and may lose competitive position in the market before they do so. In addition, competitors may design around our technology or develop competing technologies. Intellectual property rights may also be unavailable or limited in some foreign countries, which could make it easier for competitors to capture market share.

Despite our efforts to protect our proprietary rights, existing laws, contractual provisions and remedies afford only limited protection. Intellectual property lawsuits are subject to inherent uncertainties due to, among other things, the complexity of the technical issues involved, and we cannot assure you that we will be successful in asserting our intellectual property rights. Attempts may be made to copy or reverse engineer aspects of our products or to obtain and use information that we regard as proprietary. Accordingly, we cannot assure you that we will be able to protect our proprietary rights against unauthorized third party copying or use. The unauthorized use of our technology or of our proprietary information by competitors could have an adverse effect on our ability to sell our products.

We have an international presence in countries whose laws may not provide protection of our intellectual property rights to the same extent as the laws of the United States, which may make it more difficult for us to protect our intellectual property.

As part of our business strategy, we target customers and relationships with suppliers and original equipment manufacturers in countries with large populations and propensities for adopting new technologies. However, many of these countries do not address misappropriation of intellectual property nor deter others from developing similar, competing technologies or intellectual property. Effective protection of patents, copyrights, trademarks, trade secrets and other intellectual property may be unavailable or limited in some foreign countries. In particular, the laws of some foreign countries in which we do business may not protect our intellectual property rights to the same extent as the laws of the United States. As a result, we may not be able to effectively prevent competitors in these regions from infringing our intellectual property rights, which could reduce our competitive advantage and ability to compete in those regions and negatively impact our business.

Risks Related to Owning Our Stock

Our certificate of incorporation and bylaws and the Delaware General Corporation Law contain provisions that could delay or prevent a change in control.

Our board of directors has the authority to issue up to 1,000,000 shares of Preferred stock and to determine the price, rights, preferences and privileges of those shares without any further vote or action by the stockholders. The rights of the holders of common stock will be subject to, and may be materially adversely affected by, the rights of the holders of any Preferred stock that may be issued in the future. The issuance of Preferred stock could have the effect of making it more difficult for a third party to acquire a majority of our outstanding voting stock. Furthermore, certain other provisions of our certificate of incorporation and bylaws may have the effect of delaying or preventing changes in control or management, which could adversely affect the market price of our common stock. In addition, we are subject to the provisions of Section 203 of the Delaware General Corporation Law, an anti-takeover law.

Our stock price has been volatile, and your investment in our common stock could suffer a decline in value.

There has been significant volatility in the market price and trading volume of equity securities, which is unrelated to the financial performance of the companies issuing the securities. These broad market fluctuations may negatively affect the market price of our common stock. You may not be able to resell your shares at or above the price you pay for those shares due to fluctuations in the market price of our common stock caused by changes in our operating performance or prospects, and other factors.

Some specific factors that may have a significant effect on our common stock market price include:

- actual or anticipated fluctuations in our operating results or future prospects;
- our announcements or our competitors' announcements of new products;
- the public's reaction to our press releases, our other public announcements, and our filings with the SEC;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidance, interpretations or principles;
- changes in our growth rates or our competitors' growth rates;
- developments regarding our patents or proprietary rights or those of our competitors;
- our inability to raise additional capital as needed;
- concern as to the efficacy of our products;
- changes in financial markets or general economic conditions;
- sales of common stock by us or members of our management team; and
- changes in stock market analyst recommendations or earnings estimates regarding our common stock, other comparable companies, or our industry generally.

Future sales of our common stock by our stockholders could negatively affect our stock price.

Sales of a substantial number of shares of our common stock in the public market by our stockholders, or the perception that these sales might occur, could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities.

Future sales of our common stock by us could adversely affect its price, and our future capital-raising activities could involve the issuance of equity securities, which would dilute your investment and could result in a decline in the trading price of our common stock.

We may sell securities in the public or private equity markets if and when conditions are favorable, even if we do not have an immediate need for additional capital at that time. Sales of substantial amounts of common stock, or the perception that such sales could occur, could adversely affect the prevailing market price of our common stock and our ability to raise capital. We may issue additional common stock in future financing transactions or as incentive compensation for our executive management and other key personnel, consultants and advisors. Issuing any equity securities would be dilutive to the equity interests represented by our then-outstanding shares of common stock. The market price for our common stock could decrease as the market takes into account the dilutive effect of any of these issuances. Furthermore, we may enter into financing transactions at prices that represent a substantial discount to the market price of our common stock. A negative reaction by investors and securities analysts to any discounted sale of our equity securities could result in a decline in the trading price of our common stock.

If our internal controls over financial reporting are not considered effective, our business and stock price could be adversely affected.

Section 404 of the Sarbanes-Oxley Act of 2002 requires us to evaluate the effectiveness of our internal controls over financial reporting as of the end of each fiscal year, and to include a management report assessing the effectiveness of our internal controls over financial reporting in our annual report on Form 10-K for that fiscal year. Section 404 also requires our independent registered public accounting firm to attest to, and report on, management’s assessment of our internal controls over financial reporting.

Our management, including our chief executive officer and principal financial officer, does not expect that our internal controls over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud involving a company have been, or will be, detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and we cannot assure you that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become ineffective because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. We cannot assure you that we or our independent registered public accounting firm will not identify a material weakness in our internal controls in the future. A material weakness in our internal controls over financial reporting would require management and our independent registered public accounting firm to consider our internal controls as ineffective. If our internal controls over financial reporting are not considered effective, we may experience a loss of public confidence, which could have an adverse effect on our business and on the market price of our common stock.

If securities analysts do not publish research or if securities analysts or other third parties publish inaccurate or unfavorable research about us, the price of our common stock could decline.

The trading market for our common stock will rely in part on the research and reports that securities analysts and other third parties choose to publish about us. We do not control these analysts or other third parties. The price of our common stock could decline if one or more securities analysts downgrade our common stock or if one or more securities analysts or other third parties publish inaccurate or unfavorable research about us or cease publishing reports about us.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Neonode Technologies AB has a lease with Vasakronan Fastigheter AB for 2,723 square feet of office space located at Linnegatan 89D, Stockholm, Sweden for approximately $8,000 per month including property tax (excluding VAT). The annual payment for this space equates to approximately $93,000 per year including property tax (excluding VAT). This lease is valid thru December 31, 2014, with a nine month notice period. The contract will be extended for an additional three years if it is not terminated according to the terms in the contract.

On April 15, 2012, Neonode Technologies AB entered into a lease with No Picnic for 2,853 square feet of office space located at Storgatan 23C, Stockholm, Sweden for approximately $14,000 per month including property tax (excluding VAT). The annual payment for this space equates to approximately $174,000 per year including property tax (excluding VAT). This lease is valid through April 15, 2013.

On March 22, 2012, we entered into a three year lease with 2350 Mission Investors LLC for 3,185 square feet of office space located at 2350 Mission College Blvd, Suite 190, Santa Clara, CA 95054 USA. The initial lease payment is $7,007 per month, increasing to $7,657 per month over the term of the lease. This lease is valid through July 31, 2015. The annual payment for this space equates to approximately $86,000 per year.

ITEM 3. LEGAL PROCEEDINGS

We are not currently involved in any material legal proceedings. However, from time to time, we may become subject to additional legal proceedings, claims, and litigation arising in the ordinary course of business, including, but not limited to, employee, customer and vendor disputes

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is quoted on the NASDAQ Stock Market under the symbol NEON. As of January 22, 2013, there were approximately 176 stockholders of record of our common stock. However, we estimate there were approximately 4,228 stockholders as of January 22, 2013 whose shares are held in “street name” by brokers and other institutions on behalf of stockholders of record .

	Fiscal Quarter Ended			
	March 31	**June 30**	**September 30**	**December 31**
Fiscal 2012				
High	$ 5.00	$ 6.50	$ 6.99	$ 4.99
Low	$ 3.60	$ 2.95	3.48	$ 3.48
Fiscal 2011				
High	$ 3.35	$ 4.40	$ 4.70	$ 5.97
Low	$ 1.25	$ 2.95	3.40	$ 4.00

There are no restrictions on our ability to pay dividends; however, it is currently the intention of our Board of Directors to retain all earnings, if any, for use in our business and we do not anticipate paying cash dividends in the foreseeable future. Any future determination as to the payment of dividends will depend, among other factors, upon our earnings, capital requirements, operating results and financial condition.

ITEM 6. SELECTED FINANCIAL DATA

Not applicable.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the consolidated financial statements and the notes thereto included in this Annual Report.

Overview

Neonode develops and licenses MultiSensing™ touch user interfaces and optical multi-touch solutions. Based on zForce®, our patented touch technology, Neonode has developed a variety of features that sense an object's size, its pressure on a surface, its depth, its velocity and even its proximity to any type of surface. Neonode licenses MultiSensing touch technology to Original Equipment Manufacturers ("OEMs") and Original Design Manufacturers ("ODMs") who embed our technology into devices that they produce and sell. Our technology licensing model allows us to focus on the development of solutions for multi-touch enabled screens, and thus we do not manufacture products or components. We license the right to use zForce and Neonode MultiSensing software which, together with standard components from partners, create an optical touch solution.

During the year ended December 31, 2012, we had seven customers using our touchscreen technology in products that were shipping products to customers. We had an additional seventeen customers with signed license agreements currently in the product development stage. In most circumstances, our target customers will have to successfully integrate our technology into their products and then sell those products to their customers before we will receive any cash from our technology license agreements.

The number of customers shipping products has increased in 2012 compared to 2011 and 2010 as customer products incorporating our touch technology complete the design phase and are released to the market. The majority of our license fees currently earned in 2012, 2011 and 2010 are from customer shipments of eReader products. In the fourth quarter of 2012, Oregon Scientific began shipping its MEEP children's tablet. We expect to have other customers to begin shipping products such as mobile phones, printers, tablets, GPS devices, children's tablets and automotive infotainment systems in 2013. License fees earned from customer shipments of eReaders are expected to decrease as a percentage of total revenue as other customer products are introduced to the market. In the fourth quarter of 2012, Amazon discontinued shipping its Kindle e-Readers that incorporated our touch technology. Amazon accounted for 32% of our total net revenue in 2012 and 40% of our total net revenue in 2011. We don't anticipate receiving any future near-term revenues from Amazon.

As of December 31, 2012, we had twenty-four signed technology license agreements with global OEMs. This compares with twelve and four signed technology license agreements with global OEMs as of December 31, 2011 and 2010, respectively. Seven of our customers are currently shipping products and we anticipate others will initiate product shipments as they complete their final product development and manufacturing cycle throughout 2012.

In the first quarter of 2013 to date, we signed technology license agreements with four new customers in the mobile phone, automotive and tablet markets. In addition, we are currently developing prototype products and are engaged in product engineering design discussions with numerous global OEMs who are in the process of qualifying our touchscreen technology for incorporation in various products such as printer products, GPS devices, e-Readers, Tablet PCs, touch panels for automobiles, household appliances, mobile phones and games and toys. The development and product release cycle for these products typically takes six to eighteen months.

Current and future drivers of the touchscreen market include mobile phones, printers, automotive, household appliances, tablet PCs, e-Readers, navigation screens, etc. The proliferation and mass market acceptance of touchscreens have prompted new applications and uses for existing and new offerings, thus making the production and utilization of these modules one of the fastest growing tech segments. The typical sales cycle is six to eighteen months with new customers while existing customer lead times are typically six to nine months. During the initial cycle, there are three phases: evaluation, design, and commercialization. In the evaluation phase, prospects validate the Neonode technology using a Neonode evaluation kit and may produce short runs of prototype products. During the design phase, true product development and solution definition begins. This phase tends to be the longest and delays typically occur which may extend the term of the overall cycle. In the final phase, commercialization, the customer enters into full production mode, ships products to the market and Neonode earns its license revenue.

Critical Accounting Policies and Estimates

The preparation of our consolidated financial statements are in conformity with accounting principles generally accepted in the United States of America ("GAAP") and include the accounts of Neonode Inc. and its wholly-owned subsidiary based in Sweden, Neonode Technologies AB.

All inter-company accounts and transactions have been eliminated in consolidation. The accounting policies affecting our financial condition and results of operations are more fully described in Note 2 to our consolidated financial statements. Certain of our accounting policies require the application of judgment by management in selecting appropriate assumptions for calculating financial estimates, which inherently contain some degree of uncertainty. Management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances. The historical experience and assumptions form the basis for making judgments about the reported carrying values of assets and liabilities and the reported amounts of revenue and expenses that may not be readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe the following are critical accounting policies and related judgments and estimates used in the preparation of our consolidated financial statements.

Estimates

The preparation of financial statements in conformity with GAAP requires making estimates and assumptions that affect, at the date of the consolidated financial statements, the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenue and expenses. Actual results could differ from these estimates. Significant estimates include, but are not limited to, collectability of accounts receivable, recoverability of long-lived assets, the valuation allowance related to our deferred tax assets and the fair value of options and warrants issued for stock-based compensation.

Revenue Recognition

Engineering Services:

We may sell engineering consulting services to our customers on a flat rate or hourly rate basis. We recognize revenue from these services when all of the following conditions are met: (1) evidence existed of an arrangement with the customer, typically consisting of a purchase order or contract; (2) our services were performed and risk of loss passed to the customer; (3) we completed all of the necessary terms of the contract; (4) the amount of revenue to which we were entitled was fixed or determinable; and (5) we believed it was probable that we would be able to collect the amount due from the customer. To the extent that one or more of these conditions has not been satisfied, we defer recognition of revenue. Generally, we recognize revenue as the engineering services stipulated under the contract are completed and accepted by our customers.

Licensing Revenues:

We also derive revenue from the licensing of internally developed intellectual property ("IP"). We enter into IP licensing agreements that generally provide licensees the right to incorporate our IP components in their products with terms and conditions that vary by licensee. The IP licensing agreements generally include a nonexclusive license for the underlying IP. Fees under these agreements may include license fees relating to our IP and royalties payable following the production by our licensees of products incorporating the licensed technology. The license for our IP has standalone value and can be used by the licensee without maintenance and support.

Accounts Receivable and Allowance for Doubtful Accounts

Our accounts receivable are stated at net realizable value. Our policy is to maintain allowances for estimated losses resulting from the inability of our customers to make required payments. Credit limits are established through a process of reviewing the financial history and stability of each customer. Where appropriate, we obtain credit rating reports and financial statements of our customers when determining or modifying their credit limits. We regularly evaluate the collectability of our trade receivable balances based on a combination of factors. When a customer's account balance becomes past due, we initiate dialogue with the customer to determine the cause. If it is determined that the customer will be unable to meet its financial obligation, such as in the case of a bankruptcy filing, deterioration in the customer's operating results or financial position, or other material events impacting its business, we record a specific allowance to reduce the related receivable to the amount we expect to recover. Should all efforts fail to recover the related receivable, we will write-off the account. We also record an allowance for all customers based on certain other factors, including the length of time the receivables are past due and our historical collection experience with customers.

Product Research and Development

Research and development ("R&D") costs are expensed as incurred. R&D costs consist mainly of personnel related costs in addition to some external consultancy costs such as testing, certifying and measurements.

Stock-Based Compensation Expense

We measure the cost of employee services received in exchange for an award of equity instruments, including share options, based on the fair value of the award on grant date, and recognize it as compensation expense over the period the employee is required to provide services in exchange for the award, usually the vesting period, net of estimated forfeitures. We account for equity instruments issued to non-employees at their fair value. The measurement date for the fair value for the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached, or (ii) the date at which the consultant or vendor's performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instruments is primarily recognized over the term of the consulting agreement. The fair value of the stock-based compensation is periodically re-measured and income or expense is recognized during the vesting term. When determining stock based compensation expense involving options and warrants, we determine the estimated fair value of options and warrants using the Black-Scholes option pricing model.

Foreign Currency Translation and Transaction Gains and Losses

The functional currency of our foreign subsidiary is the applicable local currency, the Swedish Krona. The translation from Swedish Krona to U.S. Dollars is performed for balance sheet accounts using current exchange rates in effect at the balance sheet date and for income statement accounts using a weighted average exchange rate during the period. Gains or (losses) resulting from translation are included as a separate component of accumulated other comprehensive income (loss). Gains or losses resulting from foreign currency transactions are included in general and administrative expenses in the accompanying consolidated statements of operations and were ($50,000), ($44,000) and ($23,000) during the years ended December 31, 2012, 2011 and 2010, respectively. For the years ended December 31, 2012, 2011 and 2010, our foreign currency translation gains (losses) totaled ($8,000), $76,000 and $33,000, respectively.

Net Loss per Share

Net loss per share amounts have been computed based on the weighted average number of shares of common stock outstanding during the period. Net loss per share, assuming dilution amounts from common stock equivalents, is computed based on the weighted average number of shares of common stock and potential common stock equivalents outstanding during the period. The weighted average number of shares of common stock and potential common stock equivalents used in computing the net loss per share for the year ended December 31, 2012, 2011 and 2010, respectively, exclude the potential common stock equivalents, as the effect would be anti-dilutive.

Comprehensive Loss

Our comprehensive loss includes foreign currency translation gains and losses as a result of consolidation. The cumulative amount of translation gains and losses are reflected as a separate component of shareholders' equity in accumulated other comprehensive income.

Cash Flow Information

Cash flows in foreign currencies have been converted to U.S. dollars at an approximate weighted average exchange rate for the respective reporting periods. The weighted average exchange rate for the consolidated statements of operations was 6.78, 6.5 and 7.21 Swedish Krona to one U.S. Dollar for the years ended December 31, 2012, 2011 and 2010, respectively. The exchange rate for the consolidated balance sheets was 6.52 and 6.92 Swedish Krona to one U.S. Dollar as of December 31, 2012 and 2011, respectively.

Deferred Revenue

As of December 31, 2012 and 2011, we have $2.1 million and $1.5 million, respectively, of deferred license fee revenue related to prepayments for future license fees from three and one customers, respectively, and a total of $0.6 million and $0.4 million, respectively, of deferred engineering development fees from thirteen and four customers, respectively. We defer the license fees until we have met all accounting requirements for revenue recognition as per unit royalty products are distributed or licensed by the Company's customers and the engineering development fee revenue until such time as the engineering work has been completed and accepted by our customers.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board ("FASB") issued guidance that requires new disclosures for fair value measurements and provides clarification for existing disclosure requirements. The guidance is effective for interim and annual periods beginning after December 15, 2009, except for gross presentation of activity in level 3 which is effective for annual periods beginning after December 15, 2010, and for interim periods in those years. We adopted the guidance for new disclosures for fair value measurements and clarification for existing disclosure requirements as of January 1, 2010 and there was no material impact on our consolidated financial statements. Additionally, we adopted the guidance regarding level 3 activity on January 1, 2011 and there was no material impact to our consolidated financial statements. See Note 7, "Fair Value Measurements" to our consolidated financial statements included elsewhere in this Annual Report for additional information on the fair value of financial instruments.

In May 2011, the FASB amended fair value measurement and disclosure guidance to achieve convergence with International Financial Reporting Standards ("IFRS"). The amended guidance modifies the measurement of fair value, clarifies verbiage, and changes disclosure or other requirements in U.S. GAAP and IFRS. The guidance is effective during interim and annual periods beginning after December 15, 2011. We adopted the guidance as of January 1, 2012 and there was no material impact on our consolidated financial statements.

Results of Operations

Net Revenue

Net revenue for the year ended December 31, 2012 was $7.1 million, compared to $6.1 million and $440,000 for the year ended December 31, 2011 and 2010, respectively. Our net revenue for the year ended December 31, 2012 included $6.2 million from technology license fees from product shipments from eight customers and $925,000 in non-recurring engineering services related to our touchscreen solution from fifteen customers. Our net revenue for the year ended December 31, 2011 included $5.8 million from technology license fees from four customers and $287,000 in non-recurring engineering services related to our touchscreen solution from six customers. Under the terms of one of our contracts entered into in 2010, the customer prepaid $3.0 million of technology licenses prior to shipment of its first product. The $3.0 million pre-payment was included in deferred revenue and was amortized to revenue as units were licensed or distributed. For the year ended December 31, 2012 and 2011, $536,000 and $1.5 million in license fees related to units licensed or distributed under the $3.0 million prepayment have been recognized as revenue, respectively, and as of December 31, 2012, $1.0 million remained in deferred revenue from this customer's prepayment. Our net revenue for the year ended December 31, 2010 was $440,000 and includes $387,000 in fees for engineering design services from five customers, $50,000 for the sale of components to one customer, and $3,000 from technology license fees related to our touchscreen solution from one customer.

As of December 31, 2012, we had twenty-four signed technology license agreements with global OEMs. This compares with twelve and four signed technology license agreements with global OEMs as of December 31, 2011 and 2010, respectively. Seven of our customers are currently shipping products and we anticipate others will initiate product shipments as they complete their final product development and manufacturing cycle throughout 2012.

Gross Margin

Gross margin was $5.7 million for the year ended December 31, 2012 compared to $5.2 million and $172,000 for the years ended December 31, 2011 and 2010, respectively. Our cost of revenues includes the direct cost of production of certain customer prototypes, costs of company employed engineering personnel and engineering consultants to complete the engineering design contract. Our gross margin has increased due to the increase in our total revenue particularly our license fee revenue. The gross margin related to our license fees is 100% and when license fees as a percentage of our total revenue increase our gross margin will increase.

Product Research and Development

Product research and development (“R&D”) expenses for each of the year ended December 31, 2012 were $5.7 million compared to $1.9 million for both the years ended December 31, 2011 and 2010. R&D costs consist of the cost of prototypes and other materials, consultants, and the amount of time our engineering department spent engaged in customer specific activities.

We continue to pursue and expand R&D expenditures on the development of our touchscreen and other technologies. We have a development roadmap based on our touchscreen and other technologies. As of December 31, 2012, our R&D department had twenty-six full-time employees. Our R&D department had eighteen full-time employees compared to eight full-time employees and one part-time consultant at December 31, 2011 and 2010, respectively. Included in R&D expenses are approximately $315,000 of non-cash stock option and warrant expense for the year ended December 31, 2012 compared to approximately $11,000 and $0 for the same periods in 2011 and 2010, respectively.

Sales and Marketing

Sales and marketing (“S&M”) expenses for the year ended December 31, 2012 were $4.4 million, compared to $1.8 million and $566,000 for the years ended December 31, 2011 and 2010, respectively. This increase in 2012 as compared to 2011 and 2010 is primarily related to an increase in sales personnel, marketing, trade shows and travel expenses. As of December 31, 2012, our sales and marketing department has twelve full-time employees compared to nine full-time employees and three employees at December 31, 2011 and 2010, respectively. Included in S&M expenses are approximately $1.4 million of non-cash stock option and warrant expense for the year ended December 31, 2012 compared to approximately $99,000 and $140,000 for the same periods in 2011 and 2010, respectively.

Our sales activities focus primarily on OEM customers who will integrate our touchscreen technology into their products. Our OEM customers will then sell and market their products incorporating our technology to their customers.

General and Administrative

General and administrative ("G&A") expenses for the year ended December 31, 2012 were $4.7 million compared to $3.5 million and $3.6 million for the years ended December 31, 2011 and 2010, respectively. The increase in the year ended December 31, 2012 compared to 2011 and 2012 is primarily due to an increase in headcount and legal fees, particularly legal fees related to patent filings. As of December 31, 2012 we had seven full-time employees in our G&A department fulfilling management and accounting responsibilities compared to three employees and one part-time consultant as of both December 31, 2011 and 2010. Included in G&A expenses are approximately $1.8 million of non-cash stock option and warrant expense for the year ended December 31, 2012 compared to approximately $439,000 and $2.1 million for the same periods in 2011 and 2010, respectively.

The slight decrease in 2011 as compared to 2010 is primarily related to a decrease in non-cash fair value of warrants issued to employees that was partially offset by an increase in patent related legal fees and financial consultant costs.

Amortization of Fair Value of Stock Issued to Related Parties for Purchase of Neonode Technologies AB

On December 29, 2008, we entered into a Share Exchange Agreement with Neonode Technologies AB and the stockholders of Neonode Technologies AB: Iwo Jima SARL, Wirelesstoys AB, and Athemis Ltd (the "Neonode Technologies AB Stockholders"), pursuant to which we agreed to acquire all of the issued and outstanding shares of Neonode Technologies AB in exchange for the issuance of 19,800 shares of the Company's Series A Preferred stock. Pursuant to the terms of the Share Exchange Agreement, upon the closing of the transaction, Neonode Technologies AB became a wholly owned subsidiary of the Company. The Neonode Technologies AB Stockholders are or were employees of us and/or Neonode AB, and as such were related parties.

The fair value of the conversion feature of the 19,800 shares of Series A Preferred shares issued to the related parties to acquire Neonode Technologies AB that were converted into a total of 9,516,447 shares of our common stock was $9.5 million based on our stock price on March 31, 2009, the date our shareholders approved the increased conversion ratio. Because this transaction was essentially the issuance of shares to key employees for their continued service to enhance the Company, the $9.5 million revised fair value of the common stock has been amortized to compensation expense at the rate of $1.6 million per quarter for six quarters beginning January 1, 2009. The amortization of the $9.5 million in compensation expense related the value of the stock issued to the related parties to acquire Neonode Technologies AB was completed on June 30, 2010. For the year ended December 31, 2010, $3.2 million has been recorded as compensation expense in our consolidated statement of operations.

Interest Expense

Interest expense for the year ended December 31, 2011 was $288,000, compared to $179,000 for the year ended December 31, 2010. The increase is primarily due to an increase in the outstanding debt balance from $2.8 million at December 31, 2010 to $4.2 million for the majority of the year ended December 31, 2011. We did not have any interest expense for the year ended December 31, 2012.

Foreign Currency Translation and Transaction Gains and Losses

The functional currency of our foreign subsidiary is the applicable local currency, the Swedish Krona. The translation from Swedish Krona to U.S. Dollars is performed for balance sheet accounts using current exchange rates in effect at the balance sheet date and for income statement accounts using a weighted average exchange rate during the period. Gains or losses resulting from translation are included as a separate component of accumulated other comprehensive loss. Gains or losses resulting from foreign currency transactions are included in general and administrative expenses in the accompanying consolidated statements of operations and were $50,000, $44,000 and $23,000 during the years ended December 31, 2012, 2011 and 2010, respectively. Foreign currency translation gains (losses) were ($8,000), $76,000 and $33,000 during the years ended December 31, 2012, 2011 and 2010, respectively.

Non-Cash Items Related to Debt Discounts and Deferred Financing Fees and the Valuation of Conversion Features and Warrants

Non-cash items related to debt discounts and deferred financing fees and the valuation of conversion features and warrants for the year ended December 31, 2011 was $14.7 million, compared to $20.0 million for the year ended December 31, 2010. The amount in 2011 includes $8.6 million in net change in derivative liabilities, $4.3 million of debt discount and debt issuance cost amortization, $1.5 million in excess amount of debt discount recognized as interest expense associated with derivatives, and $0.4 million associated with the fair value of shares issued for bonus interest related to the automatic conversion of the Senior Convertible Secured Notes - 2011. The amount in 2010 includes $16.3 million in net change in derivative liabilities, $2.7 million of debt discount and debt issuance cost amortization, and $1.0 million in excess amount of debt discount recognized as interest expense associated with derivatives.

Loss on extinguishment of debt

Loss on extinguishment of debt for the year ended December 31, 2010 of $2.4 million was primarily the result of the warrant repricing and debt extension financing transaction. During September and October 2010, all of the holders of the convertible notes and the holders of the stock purchase warrants issued in the 2009 and 2010 Senior Secured Convertible Debt Financing Transactions agreed to extend the maturity date of their convertible debt from December 31, 2010 to June 30, 2011. In addition, holders of 2,766,857 stock purchase warrants also agreed to exercise their previously granted three-year warrants for a discounted exercise price. In accordance with relevant accounting guidance, the transaction qualified for debt extinguishment accounting.

Income Taxes

Our effective tax rate was 0% in the year ended December 31, 2012, 2011 and 2010, respectively. We recorded valuation allowances in 2012 and 2011 for deferred tax assets related to net operating losses due to the uncertainty of realization.

Net Loss

As a result of the factors discussed above, we recorded a net loss of $9.3 million for the year ended December 31, 2012, compared to a net loss of $17.1 million and $31.6 million for the years ended December 31, 2011 and 2010, respectively.

Off-Balance Sheet Arrangements

We do not have any transactions, arrangements, or other relationships with unconsolidated entities that are reasonably likely to affect our liquidity or capital resources other than the operating leases noted above. We have no special purpose or limited purpose entities that provide off-balance sheet financing, liquidity, or market or credit risk support; or engage in leasing, hedging, research and development services, or other relationships that expose us to liability that is not reflected on the face of the consolidated financial statements.

Liquidity and Capital Resources

Our liquidity is dependent on many factors, including sales volume, operating profit and the efficiency of asset use and turnover. Our future liquidity will be affected by, among other things:

- actual versus anticipated licensing of our technology;
- our actual versus anticipated operating expenses;
- the timing of our OEM customer product shipments;
- the timing of payment for our technology licensing agreements;
- our actual versus anticipated gross profit margin;
- our ability to raise additional capital, if necessary; and
- our ability to secure credit facilities, if necessary.

At December 31, 2012, we had cash of $9.1 million, as compared to $12.9 million at December 31, 2011.

Working capital (current assets less current liabilities) was $7.7 million at December 31, 2012, compared to an adjusted working capital of $13.6 million at December 31, 2011.

Net cash used in operating activities for the year ended December 31, 2012 was primarily the result of (i) a net loss of approximately $9.3 million and (ii) approximately $1.9 million in net cash provided by changes in operating assets and liabilities, primarily accounts receivable and deferred revenue. Cash used to fund net losses is reduced by approximately $3.6 million in non-cash operating expenses, mainly comprised of depreciation and amortization and stock-based compensation.

Accounts receivable decreased approximately $1.3 million at December 31, 2012 compared with December 31, 2011, primarily as a result of net revenues of approximately $2.3 million in the fourth quarter of 2012 compared to approximately $4.0 million in the fourth quarter of 2011. During 2012 and 2011, we were successful in collecting cash from sales to our customers substantially in accordance with our standard payment terms to those customers.

Deferred revenue increased approximately $0.8 million during 2012 primarily as a result of additional license technology agreements and engineering projects entered into during 2012 as compared to 2011.

Net cash used in operating activities for the year ended December 31, 2011 was primarily the result of (i) a net loss of approximately $17.1 million and (ii) approximately $1.6 million in net cash used by changes in operating assets and liabilities, primarily accounts receivable and deferred revenue. Cash used to fund net losses is reduced by approximately $15.3 million in net non-cash operating expenses, mainly comprised of stock-based compensation and discounts and deferred financing fees and the valuation of conversion features and warrants.

Accounts receivable increased approximately $3.2 million at December 31, 2011 compared with December 31, 2010, primarily as a result of net revenues of approximately $4.0 million in the fourth quarter of 2011 compared to approximately $81,000 in the fourth quarter of 2010. During 2011 and 2010, we were successful in collecting cash from sales to our customers substantially in accordance with our standard payment terms to those customers.

Deferred revenue increased approximately $1.4 million during 2011 primarily as a result of additional license technology agreements and engineering projects entered into during 2011 as compared to 2010.

Net cash used in operating activities for the year ended December 31, 2010 was primarily the result of (i) a net loss of approximately $31.6 million and (ii) approximately $0.04 million in net cash used by changes in operating assets and liabilities. Cash used to fund net losses is reduced by approximately $5.4 million of non-cash stock-based compensation, $2.4 million of loss on extinguishment of debt and $20.0 million on discounts and deferred financing fees and the valuation of conversion features and warrants.

In the years ended December 31, 2012, 2011 and 2010, we purchased $310,000, $114,000 and $14,000, respectively of fixed assets, consisting primarily of computers and engineering equipment.

Net cash provided by financing activities totaled approximately $200,000 during the year ended December 31, 2012 from the exercise of warrants for shares of our common stock.

Net cash provided by financing activities for the year ended December 31, 2011 was approximately $15.5 million, which consist of net proceeds of approximately $4.2 million from issuances of convertible debt, net proceeds of approximately $500,000 from exercise of warrants and net proceeds of approximately $10.8 million from issuances of common stock. Such increases were offset by repayment of convertible debt of approximately $30,000.

Net cash provided by financing activities for the year ended December 31, 2010 was approximately $4.1 million, which consist of net proceeds of approximately $1.6 million from issuances of convertible debt, net proceeds of approximately $50,000 from exercise of warrants and net proceeds of approximately $2.4 million from issuances of common stock.

Historically, the majority of our cash has been provided by borrowings from senior secured notes and bridge notes that have been convertible into shares of our common stock or from the sale of our common stock and common stock purchase warrants to private investors. During 2011, we raised approximately $15.5 million through debt and equity offerings. We believe we have sufficient cash to operate for at least the next twelve months.

In the future, we may require sources of capital in addition to cash on hand to continue operations and to implement our strategy. If our operations do not become cash flow positive, we may be forced to seek credit line facilities from financial institutions, additional private equity investment or debt arrangements. No assurances can be given that we will be successful in obtaining such additional financing on reasonable terms, or at all. If adequate funds are not available on acceptable terms, or at all, we may be unable to adequately fund our business plans and it could have a negative effect on our business, results of operations and financial condition. In addition, if funds are available, the issuance of equity securities or securities convertible into equity could dilute the value of shares of our common stock and cause the market price to fall, and the issuance of debt securities could impose restrictive covenants that could impair our ability to engage in certain business transactions.

The functional currency of our foreign subsidiary is the applicable local currency, the Swedish Krona, and is subject to foreign currency exchange rate risk. Any increase or decrease in the exchange rate of the U.S. Dollar compared to the Swedish Krona will impact Neonode's future operating results.

ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable

ITEM 8. FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Neonode Inc.

We have audited the accompanying consolidated balance sheets of Neonode Inc. (a Delaware corporation) and subsidiary (the "Company") as of December 31, 2012 and 2011, and the related consolidated statements of operations, comprehensive loss, stockholders' equity (deficit), and cash flows for each of the three years in the period ended December 31, 2012. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Neonode Inc. and subsidiary as of December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2012, based on the criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 14, 2013 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KMJ Corbin & Company LLP

Costa Mesa, California
March 14, 2013

NEONODE INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)

	As of December 31, 2012	As of December 31, 2011
ASSETS		
Current assets:		
Cash	$ 9,097	$ 12,940
Accounts receivable	2,123	3,345
Prepaid expenses and other current assets	550	234
Total current assets	11,770	16,519
Non-current assets:		
Deposit	68	--
Property and equipment, net	330	108
Total non-current assets	398	108
Total assets	$ 12,168	$ 16,627
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 539	$ 447
Accrued expenses	804	601
Deferred revenue	2,725	1,906
Total current liabilities	4,068	2,954
Total liabilities	4,068	2,954
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Series A Preferred stock, 444,541 shares authorized with par value of $0.001 per share; 83 shares issued and outstanding at December 31, 2012 and 2011. (In the event of dissolution, each share of Series A Preferred stock has a liquidation preference equal to par value of $0.001 over the shares of common stock)	--	--
Series B Preferred stock, 54,425 shares authorized with par value of $0.001; 95 and 114 shares issued and outstanding at December 31, 2012 and 2011, respectively. (In the event of dissolution, each share of Series B Preferred stock has a liquidation preference equal to par value of $0.001 over the shares of common stock)	--	--
Common stock, 70,000,000 shares authorized at December 31, 2012 and 2011, respectively, with par value of $0.001; 33,331,182 and 32,778,993 shares issued and outstanding at December 31, 2012 and 2011, respectively	33	33
Additional paid-in capital	146,677	142,955
Accumulated other comprehensive income	5	13
Accumulated deficit	(138,615)	(129,328)
Total stockholders' equity	8,100	13,673
Total liabilities and stockholders' equity	$ 12,168	$ 16,627

The accompanying notes are an integral part of these consolidated financial statements.

NEONODE INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)

	Year Ended December 31,		
	2012	2011	2010
Net revenues	$ 7,137	$ 6,067	$ 440
Cost of revenues	1,465	908	268
Gross margin	5,672	5,159	172
Operating expenses:			
Product research and development	5,741	1,858	1,873
Sales and marketing	4,372	1,812	566
General and administrative	4,721	3,533	3,588
Amortization of fair value of stock issued to related parties for purchase of Neonode Technologies AB (formerly Cypressen AB)	--	--	3,168
Total operating expenses	14,834	7,203	9,195
Operating loss	(9,162)	(2,044)	(9,023)
Other expense:			
Interest and other expense	--	(288)	(179)
Loss on extinguishment of debt	--	--	(2,416)
Non-cash items related to debt discounts and deferred financing fees and the valuation of conversion features and warrants	--	(14,735)	(19,963)
Total other expense	--	(15,023)	(22,558)
Loss before provision for income taxes	(9,162)	(17,067)	(31,581)
Provision for income taxes	125	78	45
Net loss	$ (9,287)	$ (17,145)	$ (31,626)
Loss per common share:			
Basic and diluted loss per share	$ (0.28)	$ (0.64)	$ (1.73)
Basic and diluted – weighted average number of common shares outstanding	33,003	26,784	18,293

The accompanying notes are an integral part of these consolidated financial statements.

NEONODE INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In thousands)

	Years ended December 31, 2012	2011	2010
Net loss	$ (9,287)	$ (17,145)	$ (31,626)
Other comprehensive income (loss):			
Foreign currency translation gain (loss)	(8)	76	33
Total comprehensive loss	$ (9,295)	$ (17,069)	$ (31,593)

The accompanying notes are an integral part of these consolidated financial statements

NEONODE INC
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(in thousands)

	Series A Preferred Stock Shares Issued	Series A Preferred Stock Amount	Series B Preferred Stock Shares Issued	Series B Preferred Stock Amount	Common Stock Shares Issued	Common Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balances, January 1, 2010	3	$ -	1	$ -	16,659	$ 17	$ 74,288	$ (96)	$ (80,557)	$ (6,348)
Employee stock option and warrant compensation expense	-	-	-	-	-	-	2,262	-	-	2,262
Amortization of fair value of stock issued to related parties for purchase of Neonode Technologies AB (formerly AB Cypressen)	-	-	-	-	-	-	3,168	-	-	3,168
Reclassification of derivative liabilities to additional paid-in capital	-	-	-	-	-	-	19,286	-	-	19,286
Common stock issued to settle lawsuit	-	-	-	-	498	-	647	-	-	647
Exchange of Series A preferred stock for common stock	(3)	-	-	-	1,577	2	(2)	-	-	-
Exchange of Series B preferred stock for common stock	-	–	(1)	-	73	-	-	-	-	-
Proceeds for issuance of warrants	-	-	-	-	-	-	49	-	-	49
Common stock issued upon conversion of debt including beneficial conversion feature amounts	-	-	-	-	186	-	179	-	-	179
Common stock issued to brokers	-	-	-	-	57	-	65	-	-	65
Common stock issued to investors in the 2010 warrant repricing financing transaction	-	-	-	-	2,767	3	2,418	-	-	2,421

	Series A Preferred Stock Shares Issued	Series A Preferred Stock Amount	Series B Preferred Stock Shares Issued	Series B Preferred Stock Amount	Common Stock Shares Issued	Common Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Foreign currency translation adjustment	-	-	-	-	-	-	-	33	-	33
Net loss	-	-	-	-	-	-	-	-	(31,626)	(31,626)
Balances, December 31, 2010	-	-	-	-	21,817	22	102,360	(63)	(112,183)	(9,864)
Stock option and warrant compensation expense to employees and vendors	-	-	-	-	-	-	550	-	-	550
Common stock issued upon exercise of warrants	-	-	-	-	543	1	514	-	-	515
Proceeds from sale of common stock, net of offering costs	-	-	-	-	3,000	3	10,784	-	-	10,787
Reclassification of derivative liabilities to additional paid-in capital	-	-	-	-	-	-	20,075	-	-	20,075
Fair value of warrants issued in connection with issuance of 2011 senior secured convertible debt	-	-	-	-	-	-	937	-	-	937
Exchange of Series A preferred stock for common stock	-	-	-	-	40	-	-	-	-	-
Exchange of Series B preferred stock for common stock	-	-	-	-	6	-	-	-	-	-
Common stock issued upon conversion of outstanding convertible debt and accrued bonus income	-	-	-	-	7,313	7	7,615	-	-	7,622
Common stock issued for settlement of accrued expenses	-	-	-	-	60	-	120	-	-	120
Foreign currency translation adjustment	-	-	-	-	-	-	-	76	-	76
Net loss	-	-	-	-	-	-	-	-	(17,145)	(17,145)
Balances, December 31, 2011	-	-	-	-	32,779	33	142,955	13	(129,328)	13,673

	Series A Preferred Stock Shares Issued	Series A Preferred Stock Amount	Series B Preferred Stock Shares Issued	Series B Preferred Stock Amount	Common Stock Shares Issued	Common Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Stock option and warrant compensation expense to employees	-	-	-	-	-	-	3,499	-	-	3,499
Common stock issued upon exercise of common stock warrants	-	-	-	-	550	-	223	-	-	223
Exchange of Series B preferred stock for common stock	-	-	-	-	2	-	-	-	-	-
Foreign currency translation adjustment	-	-	-	-	-	-	-	(8)	-	(8)
Net loss	-	-	-	-	-	-	-	-	(9,287)	(9,287)
Balances, December 31, 2012	-	$ -	-	$ -	33,331	$ 33	$ 146,677	$ 5	$ (138,615)	$ 8,100

The accompanying notes are an integral part of these consolidated financial statements.

NEONODE INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Years Ended December 31,		
	2012	2011	2010
Cash flows from operating activities:			
Net loss	$ (9,287)	$ (17,145)	$ (31,626)
Adjustments to reconcile net loss to net cash used in operating activities:			
Stock-based compensation	3,499	550	5,430
Fair value of common stock issued in settlements	-	-	647
Depreciation and amortization	97	26	11
Loss on extinguishment of debt	-	-	2,416
Debt discounts and deferred financing fees and the valuation of conversion features and warrants	-	14,735	19,963
Changes in operating assets and liabilities:			
Accounts receivable	1,253	(3,228)	(146)
Prepaid expenses and other current assets	(296)	(79)	(16)
Accounts payable and accrued expenses	239	322	(414)
Deposits	(68)	-	-
Deferred revenue	819	1,366	540
Net cash used in operating activities	(3,744)	(3,453)	(3,195)
Cash flows used in investing activities:			
Purchase of property and equipment	(310)	(114)	(14)
Cash flow from financing activities:			
Proceeds from issuance of convertible debt	-	4,228	1,597
Repayment of convertible debt	-	(25)	-
Proceeds from exercise of warrants	223	515	49
Proceeds from issuance of common stock, warrant repricing and preferred stock	-	10,787	2,421
Net cash provided by financing activities	223	15,505	4,067
Effect of exchange rates on cash	(12)	91	25
Net (decrease) increase in cash	(3,843)	12,029	883
Cash at beginning of year	12,940	911	28
Cash at end of year	$ 9,097	$ 12,940	$ 911
Supplemental disclosure of cash flow information:			
Cash paid for interest	$ -	$ 27	$ 180
Cash paid for income taxes	$ 125	$ 78	$ 45
Supplemental disclosure of non-cash transactions from investing and financing activities:			
Exchange of preferred stock for common stock	$ -	$ -	$ 806
Reclassification of derivative liabilities to additional paid-in capital upon conversion of debt and exercise of warrants	$ -	$ 20,075	$ 19,286
Value of shares of common stock and warrants issued to brokers in connection with financing, recorded as debt issuance costs and debt discount	$ -	$ -	$ 129
Debt issuance costs recorded as part of 2011 financing transaction	$ -	$ 35	$ -
Debt discount recorded as part of convertible debt financing transactions, including warrants issued in financing transactions	$ -	$ 4,228	$ 1,761
Accounts payable converted in 2010 convertible debt offering	$ -	$ -	$ 163
Accrued expenses settle with shares of common stock	$ -	$ 120	$ -
Conversion of debt and accrued interest to shares of common stock	$ -	$ 7,222	$ 179
Debt issuance costs recorded in connection of debt extinguishment transactions	$ -	$ 20,075	$ 4,336
Reduction of derivative liabilities upon conversion of debt and exercise of warrants	$ -	$ -	$ 8

The accompanying notes are an integral part of these consolidated financial statements.

NEONODE INC.
Notes to the Consolidated Financial Statements

1. Nature of the business and operations

Background and Organization

Neonode Inc. was incorporated in the State of Delaware in 1997 as the parent of Neonode AB, a company founded in February 2004 and incorporated in Sweden. On December 29, 2008, we entered into a share exchange agreement with AB Cypressen nr 9683 (renamed Neonode Technologies AB), a Swedish engineering company, and Neonode Technologies AB became our wholly owned subsidiary.

On March 25, 2011, we filed a Certificate of Amendment of our Amended and Restated Certificate of Incorporation affecting a reverse stock split of the Company's issued and outstanding shares of common stock and preferred stock at a ratio of twenty-five-to-one (the "Reverse Split"). The Certificate of Amendment provided that each twenty-five (25) outstanding shares of the Corporation's common stock, par value $0.001 per share, was exchanged and combined, automatically, without further action, into one (1) share of common stock, and each twenty-five (25) outstanding shares of the Corporation's preferred stock, par value $0.001 per share, was exchanged and combined, automatically, without further action, into one (1) share of preferred stock. The Reverse Split was declared effective on March 28, 2011 and has been reflected in this Annual Report on Form 10-K.

Operations

Neonode Inc., develops and licenses MultiSensing™ touch user interfaces and optical multi-touch solutions. The cornerstone of our interface solutions is zForce®, our patented touch technology. Neonode licenses its MultiSensing touch technology to Original Equipment Manufacturers ("OEMs") and Original Design Manufacturers ("ODMs") who embed Neonode technology into devices that they produce and sell.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The preparation of our consolidated financial statements is in conformity with accounting principles generally accepted in the United States of America ("GAAP") and include the accounts of Neonode Inc. and its wholly owned Swedish subsidiary Neonode Technologies AB. All intercompany accounts and transactions have been eliminated in consolidation.

Estimates

The preparation of financial statements in conformity with GAAP requires making estimates and assumptions that affect, at the date of the financial statements, the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenue and expenses. Actual results could differ from these estimates. Significant estimates include, but are not limited to, collectability of accounts receivable, recoverability of long-lived assets, the valuation allowance related to our deferred tax assets, and the fair value of options and warrants issued for stock-based compensation.

Cash and Cash Equivalents

We have not had any liquid investments other than normal cash deposits with bank institutions to date. If in the future the Company purchases cash equivalents, the Company will consider all highly liquid investments with original maturities of three months of less to be cash equivalents.

Concentration of Cash Balance Risks

Cash balances are maintained at various banks in the United States of America ("U.S.") and Sweden. At times, deposits held with financial institutions in the U.S. may exceed the amount of insurance provided by the Federal Deposit Insurance Corporation ("FDIC"), which provided basic deposit coverage with limits up to $250,000 per owner. In addition to the basic insurance deposit coverage, the FDIC is providing temporary unlimited coverage for non-interest bearing transaction accounts until December 31, 2012. The Swedish government provides insurance coverage up to 100,000 euro per customer and covers deposits in all types of accounts. As of December 31, 2012, the Company has approximately $8.1 million in excess of insurance limits.

Accounts Receivable and Allowance for Doubtful Accounts

Our accounts receivable are stated at net realizable value. Our policy is to maintain allowances for estimated losses resulting from the inability of our customers to make required payments. Credit limits are established through a process of reviewing the financial history and stability of each customer. Where appropriate, we obtain credit rating reports and financial statements of the customer when determining or modifying its credit limits. We regularly evaluate the collectability of our trade receivable balances based on a combination of factors. When a customer's account balance becomes past due, we initiate dialogue with the customer to determine the cause. If it is determined that the customer will be unable to meet its financial obligation, such as in the case of a bankruptcy filing, deterioration in the customer's operating results or financial position or other material events impacting its business, we record a specific allowance to reduce the related receivable to the amount we expect to recover. Should all efforts fail to recover the related receivable, we will write-off the account. We also record an allowance for all customers based on certain other factors including the length of time the receivables are past due and historical collection experience with customers. An allowance for doubtful accounts was not necessary at December 31, 2012 and 201 **1.**

Property and Equipment

Property and equipment are stated at cost, net of accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method based upon estimated useful lives of the assets as follows:

	Estimated useful lives
Computer equipment	3 years
Furniture and fixtures	5 years

Equipment purchased under capital leases is amortized on a straight-line basis over the estimated useful life of the asset or term of the lease, whichever is shorter.

Upon retirement or sale of property and equipment, cost and accumulated depreciation and amortization are removed from the accounts and any gains or losses are reflected in the consolidated statement of operations. Maintenance and repairs are charged to expense as incurred.

Long-Lived Assets

We assess any impairment by estimating the future cash flow from the associated asset in accordance with relevant accounting guidance. If the estimated undiscounted future cash flow related to these assets decreases or the useful life is shorter than originally estimated, we may incur charges for impairment of these assets. The impairment is based on the estimated discounted cash flow associated with the asset. At December 31, 2012, we believe there is no impairment of our long-lived assets. There can be no assurance, however, that market conditions will not change or sufficient commercial demand for our products and services will materialize, which could result in impairment of long-lived assets in the future.

Foreign Currency Translation and Transaction Gains and Losses

The functional currency of our foreign subsidiary is the applicable local currency, the Swedish Krona. The translation from Swedish Krona to U.S. Dollars is performed for balance sheet accounts using current exchange rates in effect at the balance sheet date and for income statement accounts using a weighted average exchange rate during the period. Gains or (losses) resulting from translation are included as a separate component of accumulated other comprehensive income (loss). Gains or (losses) resulting from foreign currency transactions are included in general and administrative expenses in the accompanying consolidated statements of operations and were ($50,000), ($44,000) and ($23,000) during the years ended December 31, 2012, 2011 and 2010, respectively. Foreign currency translation gains (losses) were ($8,000), $76,000 and $33,000 during the years ended December 31, 2012, 2011 and 2010, respectively.

Concentration of Credit and Business Risks

In the short term, we anticipate that we will depend on a limited number of customers for substantially all of our future revenue. Failure to anticipate or respond adequately to technological developments in our industry, changes in customer or supplier requirements or changes in regulatory requirements or industry standards, or any significant delays in the development or introduction of products or services, could have a material adverse effect on our business, operating results and cash flows.

Our accounts receivable as of December 31, 2012 was due from fifteen customers. Our net revenues for the year ended December 31, 2012 were earned from twenty customers. Our customers are located in the U.S., Europe and Asia. Customers who accounted for 10% or more of our net revenues during the year ended December 31, 2012 are as follows:

- Amazon - 32%
- KOBO Inc. – 26%
- Sony Corporation - 17%

Our accounts receivable as of December 31, 2011 was due from five customers. Our net revenues for the year ended December 31, 2011 were earned from seven customers. Our customers are located in the U.S., Europe and Asia. Customers who accounted for 10% or more of our net revenues during the year ended December 31, 2011 are as follows:

- Amazon - 40%
- Barnes & Noble - 26%
- Sony Corporation - 21%
- KOBO Inc. - 11%

Our net revenues for the year ended December 31, 2010 were earned from seven customers. Customers who accounted for 10% or more of our net revenues during the year ended December 31, 2010 are as follows:

- Sony Corporation - 46%
- Sony Ericsson Mobile Communications AB - 38%

Risk and Uncertainties

Our long-term success is dependent on us obtaining sufficient capital to fund our operations and to develop our products, and bringing such products to the worldwide market to obtain sufficient sales volume to be profitable. To achieve these objectives, we may be required to raise additional capital through public or private financings or other arrangements. If additional capital is needed we cannot be assured that such financings will be available on terms attractive to us, if at all. Such financings may be dilutive to our stockholders and may contain restrictive covenants.

We are subject to certain risks common to technology-based companies in similar stages of development. Principal risks include risks relating to the uncertainty of market acceptance for our products, a history of losses since inception, our ability to remain competitive in response to new technologies, the costs to defend, as well as risks of losing patents and intellectual property rights, a reliance on a limited number of suppliers, the uncertainty of demand for our products in certain markets, our ability to manage growth effectively, our dependence on key members of our management and development team, our limited experience in conducting operations internationally, and our ability to obtain adequate capital to fund future operations.

We are exposed to a number of economic and industry factors that could result in portions of our technology becoming obsolete or not gaining market acceptance. These factors include, but are not limited to, technological changes in our markets, our ability to meet changing customer requirements, competitive pressures in products and prices, and the ability of our customers to manufacture and sell their products that incorporate our technology.

A significant portion of our business is conducted in currencies other than the U.S. dollar (the currency in which our consolidated financial statements are reported), primarily the Swedish Krona and, to a lesser extent, the Euro. We incur a significant portion of our expenses in Swedish Krona, including a significant portion of our product research and development expenses and a substantial portion of our general and administrative expenses. As a result, appreciation of the value of the Swedish Krona relative to the other currencies, particularly the U.S. dollar, could adversely affect operating results. We do not currently undertake hedging transactions to cover our currency exposure, but we may choose to hedge a portion of our currency exposure in the future as it deems appropriate.

Our future success depends on market acceptance of our technology as well as our ability to introduce new versions of our technology to meet the evolving needs of our customers.

Revenue Recognition

Engineering Services:

We may sell engineering consulting services to our customers on a flat rate or hourly rate basis. We recognize revenue from these services when all of the following conditions are met: (1) evidence existed of an arrangement with the customer, typically consisting of a purchase order or contract; (2) our services were performed and risk of loss passed to the customer; (3) we completed all of the necessary terms of the contract; (4) the amount of revenue to which we were entitled was fixed or determinable; and (5) we believed it was probable that we would be able to collect the amount due from the customer. To the extent that one or more of these conditions has not been satisfied, we defer recognition of revenue. Generally, we recognize revenue as the engineering services stipulated under the contract are completed and accepted by our customers.

Licensing Revenues:

We also derive revenue from the licensing of internally developed intellectual property (“IP”). We enter into IP licensing agreements that generally provide licensees the right to incorporate our IP components in their products with terms and conditions that vary by licensee. The IP licensing agreements generally include a nonexclusive license for the underlying IP. Fees under these agreements may include license fees relating to our IP and royalties payable following the sale by our licensees of products incorporating the licensed technology. The license for our IP has standalone value and can be used by the licensee without maintenance and support. As of September 30, 2011, Neonode met all the accounting requirements for revenue recognition as per unit royalty products are distributed or licensed by the Company’s customers. Prior to September 30, 2011, we deferred the technology license fee revenue until such time as the warranty period stipulated in the license agreement expired because we did not have sufficient historical experience in estimating potential warranty costs. For technology license arrangements that do not require significant modification or customization of the underlying technology, we recognize technology license revenue when: (1) we enter into a legally binding arrangement with a customer for the license of technology; (2) the customer distributes or license the products; (3) the customer payment is deemed fixed or determinable and free of contingencies or significant uncertainties; and (4) collection is reasonably assured.

From June 2010 to September 30, 2011, we entered into 12 technology license contracts with customers. During that time there were no warranty related costs incurred for any customer products after they had been released to market. During the quarter ended September 30, 2011, the Company performed an analysis and determined that it had sufficient historical evidence regarding estimated warranty costs and therefore began recognizing technology license fee revenues, net of warranty costs, if any, as the products incorporating the Neonode technology are distributed or licensed by our customers, assuming all other revenue recognition criteria has been met. Our customers report to us the quantities of products distributed by them after the end of the reporting period stipulated in the contract, generally 30 to 45 days after the end of the month or quarter.

Explicit return rights are not offered to customers. There have been no returns through December 31, 2012.

Software Products:

We may derive revenues from software licensing sales. We will account for the licensing of software in accordance with accounting guidance and such guidance requires judgment, including whether a software arrangement includes multiple elements, and if so, whether vendor-specific objective evidence (“VSOE”) of fair value exists for those elements.

For software license arrangements that do not require significant modification or customization of the underlying software, we will recognize new software license revenue when: (1) we enter into a legally binding arrangement with a customer for the license of software; (2) we deliver the products; (3) customer payment is deemed fixed or determinable and free of contingencies or significant uncertainties; and (4) collection is reasonably assured.

We allocate revenues to all deliverables based on their relative selling price using a specific hierarchy. The hierarchy is as follows: vendor-specific objective evidence (“VSOE”), third-party evidence of selling price (“TPE”) or best estimate of selling price (“BESP”).

When a sale involves multiple elements, we will allocate the entire fee from the arrangement to each respective element based on VSOE of fair value and recognize revenue when each element’s revenue recognition criteria are met. VSOE of fair value for each element is established based on the price charged when the same element is sold separately. We have established VSOE for our software licenses based on historical stand-alone sales to third parties or from the stated renewal rates contained in the customer contracts. Maintenance service revenue is recognized on a straight-line basis over the support period.

We have not yet demonstrated VSOE for the professional services that are rendered in conjunction with our software license sales. In accordance with the hierarchy we would attempt to establish the selling price of professional services using TPE. Our product contains significant differentiation such that the comparable pricing of products with similar functionality cannot be obtained. We are typically not able to obtain TPE for professional services.

When we are unable to establish selling prices using VSOE or TPE, we use BESP. The objective of BESP is to determine the price at which we would transact a sale if professional services were sold on a stand-alone basis. BESP is generally used for offerings that are not typically sold on a stand-alone basis or for highly customized offerings.

We will also continue to defer revenues that represent undelivered post-delivery engineering support until the engineering support has been completed and the software product is accepted. To date, we have not sold any software products.

Deferred Revenue

From time-to-time the Company receives pre-payments from its customers related to future services or future license fee revenues. We defer the license fees until we have met all accounting requirements for revenue recognition as per unit royalty products are distributed or licensed by the Company’s customers and the engineering development fee revenue until such time as the engineering work has been completed and accepted by our customers.

Advertising

Advertising costs are expensed as incurred. Advertising costs amounted to approximately $312,000, $241,000 and $28,000 for the years ended December 31, 2012, 2011 and 2010, respectively.

Product Research and Development

Research and development ("R&D") costs are expensed as incurred. R&D costs consist mainly of personnel related costs in addition to some external consultancy costs such as testing, certifying and measurements.

Stock-Based Compensation Expense

We measure the cost of employee services received in exchange for an award of equity instruments, including stock options, based on the fair value of the award on the grant date, and recognize the value as compensation expense over the period the employee is required to provide services in exchange for the award, usually the vesting period, net of estimated forfeitures.

We account for equity instruments issued to non-employees at their fair value. The measurement date for the fair value for the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached, or (ii) the date at which the consultant or vendor's performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instruments is primarily recognized over the term of the consulting agreement. The fair value of the stock-based compensation is periodically re-measured and income or expense is recognized during the vesting term.

When determining stock-based compensation expense involving options and warrants, we determine the estimated fair value of options and warrants using the Black-Scholes option pricing model.

Income Taxes

We recognize deferred tax liabilities and assets for the expected future tax consequences of items that have been included in the consolidated financial statements or tax returns. We estimate income taxes based on rates in effect in each of the jurisdictions in which we operate. Deferred income tax assets and liabilities are determined based upon differences between the financial statement and income tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The realization of deferred tax assets is based on historical tax positions and expectations about future taxable income. Valuation allowances are recorded against net deferred tax assets when, in our opinion, realization is uncertain based on the "more likely than not" criteria of the accounting guidance.

Based on the uncertainty of future pre-tax income, we fully reserved our net deferred tax assets as of December 31, 2012 and 2011. In the event we were to determine that we would be able to realize our deferred tax assets in the future, an adjustment to the deferred tax asset would increase income in the period such determination was made. The provision for income taxes represents the net change in deferred tax amounts, plus income taxes payable for the current period.

We follow the relevant accounting guidance related to uncertain tax positions, which provisions include a two-step approach to recognizing, de-recognizing and measuring uncertain tax positions. As a result, we did not recognize a liability for unrecognized tax benefits. As of December 31, 2012 and 2011, we had no unrecognized tax benefits.

Net Loss Per Share

Net loss per share amounts have been computed based on the weighted-average number of shares of common stock outstanding during the years ended December 31, 2012, 2011 and 2010. Net loss per share, assuming dilution amounts from common stock equivalents, is computed based on the weighted average number of shares of common stock and potential common stock equivalents outstanding during the period. The weighted average number of shares of common stock and potential common stock equivalents used in computing the net loss per share for years ended December 31, 2012, 2011 and 2010 exclude the potential common stock equivalents, as the effect would be anti-dilutive (see Note 15).

Comprehensive Loss

Our comprehensive loss includes foreign currency translation gains and losses. The cumulative amount of translation gains and losses are reflected as a separate component of stockholders' equity in the consolidated balance sheets, as accumulated other comprehensive income.

Cash Flow Information

Cash flows in foreign currencies have been converted to U.S. dollars at an approximate weighted average exchange rate for the respective reporting periods. The weighted average exchange rate for the consolidated statements of operations was 6.78, 6.50 and 7.21 Swedish Krona to one U.S. Dollar for the years ended December 31, 2012, 2011 and 2010, respectively. The exchange rate for the consolidated balance sheets was 6.52 and 6.92 Swedish Krona to one U.S. Dollar as of December 31, 2012 and 2011, respectively.

Fair Value of Financial Instruments

We disclose the estimated fair values for all financial instruments for which it is practicable to estimate fair value. Financial instruments including cash, accounts receivable, accounts payable and accrued expenses and are deemed to approximate fair value due to their short maturities.

There were no assets or liabilities recorded at fair value on a recurring basis in 2012.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board ("FASB") issued guidance that requires new disclosures for fair value measurements and provides clarification for existing disclosure requirements. The guidance is effective for interim and annual periods beginning after December 15, 2009, except for gross presentation of activity in level 3 which is effective for annual periods beginning after December 15, 2010, and for interim periods in those years. We adopted the guidance for new disclosures for fair value measurements and clarification for existing disclosure requirements as of January 1, 2010 and there was no material impact on our consolidated financial statements. Additionally, we adopted the guidance regarding level 3 activity on January 1, 2011 and there was no material impact to our consolidated financial statements. See Note 7, "Fair Value Measurements" for additional information on the fair value of financial instruments.

In May 2011, the FASB amended fair value measurement and disclosure guidance to achieve convergence with International Financial Reporting Standards ("IFRS"). The amended guidance modifies the measurement of fair value, clarifies verbiage, and changes disclosure or other requirements in U.S. GAAP and IFRS. The guidance is effective during interim and annual periods beginning after December 15, 2011. We adopted the guidance as of January 1, 2012 and there was no material impact on our consolidated financial statements.

3. Prepaid Expenses and Other Current Assets

Prepaid expense and other current assets consist of the following (in thousands):

	As of December 31, 2012	As of December 31, 2011
Prepaid insurance	$ 80	$ 46
Prepaid rent	52	49
VAT receivable	204	110
Other	214	29
Total prepaid expenses and other current assets	$ 550	$ 234

4. Property and Equipment

Property and equipment consist of the following (in thousands):

	As of December 31, 2012	As of December 31, 2011
Computers, software, furniture and fixtures	$ 475	$ 151
Less accumulated depreciation and amortization	(145)	(43)
Property and equipment, net	$ 330	$ 108

Depreciation and amortization expense is $97,000, $26,000 and $11,000 for the years ended December 31, 2012, 2011 and 2010, respectively.

5. Accrued Expenses

Accrued expenses consist of the following (in thousands):

	As of December 31, 2012	As of December 31, 2011
Salaries, payroll taxes, vacation and benefits	$ 621	$ 560
Accrued consulting fees and other	183	41
Total accrued expenses	$ 804	$ 601

6. Convertible Debt

There is no convertible debt outstanding at December 31, 2012 and 2011.

Senior Convertible Secured Notes- 2007

At December 31, 2012 and 2011, we had no convertible promissory notes ("Senior Convertible Secured Notes-2007") that bore interest at the greater of 8% or LIBOR plus 3% interest per annum, convertible into shares of our common stock at an original conversion price of $87.50 per share outstanding. The Senior Convertible Secured Notes – 2007 were originally due August 26, 2010. On September 22, 2010, we entered into a debt modification agreement with the two holders of an aggregate of $126,362 of convertible promissory notes that were due on August 26, 2010. Based on the terms of the modification, this transaction qualified as a debt extinguishment under the relevant accounting guidance. As part of the debt extinguishment, the maturity date of the convertible promissory notes was extended until April 26, 2011. We entered into a debt-for-equity repayment plan whereby we retired the convertible promissory notes in equal installments by issuing our common stock priced at a 15% discount from the average market closing price for the five days ending on the 25th of each month over the eight month period beginning September 26, 2010 ending on April 26, 2011. The holders of the notes had the right to convert the outstanding balance priced at $2.25 per share if the market value of our common stock was greater than $2.50 per share for five consecutive days.

During the year ended December 31, 2011, we issued the note holders 31,570 shares of our common stock pursuant to the debt-for-equity repayment plan and retired the remaining note principal balance on April 26, 2011. We recorded $84,657 of note principal reduction and $1,054 of interest payment.

September 2009 Senior Convertible Secured Notes Financing Transaction

During the period from August 25, 2009 through December 15, 2009, we completed a private placement of convertible notes totaling $987,000 that were converted, at the holder's option, into shares of our common stock at a conversion price of $0.50 per share (the "Convertible Notes - 2009"). The convertible note holders had the right to have the conversion price adjusted to equal the lower stock price if we issued common stock or convertible notes at a lower conversion price than $0.50 per share during the period that the notes were outstanding. The Convertible Notes - 2009 that were originally due on December 31, 2010 were extended to June 30, 2011 (see below under Warrant Repricing and Debt Extension Financing Transaction – 2010) and bore an annual interest rate of 7%, payable on June 30 and December 31 of each year that the convertible notes were outstanding. In addition, we issued 986,983 three-year warrants to the convertible note holders with an exercise price of $1.00 per share. The warrants may be exercised and converted to common stock, at the warrant holder's option, beginning on the six-month anniversary of the date of issuance until the warrant expiration date. During the year ended December 31, 2011 we issued 1,851,486 shares of our common stock to holders of Convertible Notes – 2009 who converted principal of $912,036 and $13,707 of related accrued interest. On June 30, 2011, we paid in cash the remaining outstanding principal balance of $25,000 of Convertible Notes – 2009. As of December 31, 2011, all of the Convertible Notes – 2009 had been paid in full with cash or have been converted to shares of our common stock.

The embedded conversion feature of the Convertible Notes – 2009 met the definition of a derivative financial instrument and was classified as a liability in accordance with relevant accounting guidance. The note holders had the right to convert the debt into shares of our common stock, and the notes included price protection whereby these notes were protected for as long as the notes remained outstanding against future private placements made at lower share prices, and therefore, the total number of shares of our common stock that the convertible notes could be convertible into was not fixed. The embedded conversion features were revalued on each balance sheet date and marked-to-market with the change recorded to non-cash items related to debt discounts, deferred financing fees and the valuation of conversion features and warrants in the consolidated statements of operations. As a result of the conversions and repayments during the year ended December 31, 2011, the Company reclassified approximately $4.6 million of the related derivative liabilities to additional paid-in capital. As of December 31, 2011, the fair value of the remaining embedded conversion features was $0 due to the repayment or conversion of all the Convertible Notes - 2009. The Company recorded a loss of $2.3 million due to the change in the fair value of the embedded conversion features of these Convertible Notes – 2009 during the year ended December 31, 2011.

During the years ended December 31, 2011 and 2010, we recorded a total of $15,000 and $62,000, respectively, in interest expense related to the principal balance of the Convertible Notes – 2009.

Senior Convertible Secured Notes- 2010

During the period from January 2010 through June 30, 2010, we received $1,597,000 in cash proceeds and converted $163,000 of accounts payable related to a private placement of convertible notes ("Convertible Notes – 2010") and stock purchase warrants that were convertible, at the holder's option, into shares of our common stock at a conversion price of $0.50 per share and we issued 1,760,712 stock purchase warrants that had an exercise price of $1.00 per share. The convertible note holders had the right to have the conversion price adjusted to equal the lower stock price if we issued stock or convertible notes at a lower conversion price than $0.50 during the period that the notes were outstanding. These convertible notes were originally due on December 31, 2010 and were extended to June 30, 2011 (see below under Warrant Repricing and Debt Extension Financing Transaction – 2010) and bore an annual interest rate of 7%, payable on June 30 and December 31 of each year that the convertible notes were outstanding. The warrants may be exercised and converted to common stock, at the warrant holder's option, beginning on the six-month anniversary date of issuance until the warrant expiration date. During the year ended December 31, 2011, we issued 3,557,171 shares of our common stock to holders of Convertible Notes – 2010 who converted principal of $1,750,143 and $28,442 of related accrued interest. As of December 31, 2011, all of the Convertible Notes – 2010 had been converted to shares of our common stock.

The embedded conversion feature of the Convertible Notes – 2010 met the definition of a derivative financial instrument and was classified as a liability in accordance with accounting guidance. The note holders had the right to convert the debt into shares of our common stock, and the notes include price protection whereby these notes were protected for as long as the notes remained outstanding against future private placements made at lower share prices, and therefore, the total number of shares of our common stock that the convertible notes could be convertible into was not fixed. The embedded conversion features were revalued on each balance sheet date and marked-to-market with the increase or decrease in fair value was recorded to non-cash items related to debt discounts and deferred financing fees and the valuation of conversion features and warrants in the consolidated statements of operations. As a result of the conversions during the year ended December 31, 2011, the Company reclassified approximately $8.7 million of the related derivative liabilities to additional paid-in capital. As of December 31, 2011, the fair value of the remaining embedded conversion features is $0 as all the Convertible Notes – 2010 were converted. The Company recorded a loss of approximately $4.4 million due to the change in the fair value of the embedded conversion feature of these Convertible Notes – 2010 during the year ended December 31, 2011.

During the year ended December 31, 2011 and 2010, we recorded a total of approximately $28,000 and $109,000, respectively, in interest expense related to the principal balance of the Convertible Notes – 2010.

Warrant Repricing and Debt Extension Financing Transaction - 2010

During September and October 2010, all of the holders of the convertible notes and the holders of the stock purchase warrants issued in the 2009 and 2010 Senior Secured Convertible Debt Financing Transactions agreed to extend the maturity date of their convertible debt from December 31, 2010 to June 30, 2011 under the same terms and conditions as the original notes. Holders of 2,766,857 stock purchase warrants also agreed to exercise their previously granted three-year warrants with an exercise price of $1.00 for a discounted exercise price of $0.88 per share. They received 2,766,857 shares of our common stock and 2,766,857 replacement three-year warrants with an exercise price of $1.38 for each warrant exercised. We raised a total of $2.4 million by these warrant exercises. In accordance with relevant accounting guidance, we noted that the transaction qualified for debt extinguishment accounting. As a result, the remaining debt discounts were written off and charged to interest expense and fair value of the replacement warrants were recorded to loss on extinguishment of debt, which was deemed to be the date that the convertible debt holder signed the modification agreement. As the Company did not have sufficient unissued authorized shares to cover all dilutive instruments until the increase in authorized shares on December 13, 2010, these replacement warrants were initially recorded as derivative liabilities at their grant date fair value. On December 13, 2010, the Company increased its authorized shares and then had sufficient authorized shares to cover all dilutive instruments and as such the replacement warrants were re-valued on that date (totaling $4,335,785) and the Company reclassified the replacement warrants to additional paid-in-capital in accordance with relevant accounting guidance.

Senior Convertible Secured Notes- 2011

During March and April 2011, we received approximately $4.2 million in cash proceeds related to a private placement of convertible notes ("Senior Convertible Secured Notes – 2011"), bearing interest at a rate of seven percent (7%) per annum, that was scheduled to mature on March 1, 2014 and that were convertible at the holder's option into 1,691,320 shares of our common stock at a conversion price of $2.50 per share. The notes were automatically convertible into shares of the Company's common stock in the event that on or before the note due date either (a) the Company's common stock was traded at a price per share of $6.25 or higher for five (5) consecutive trading days, or (b) the Company consummated a financing in the amount of at least $5 million. The accrued interest was payable in stock, using the $2.50 conversion price, or cash, at the holder's option, on June 30 and December 31 of each year.

In connection with the March and April 2011 financing transactions the Company valued the warrants issued to the convertible note holders on a relative fair value basis using the Black-Scholes option pricing model, totaling $937,000. This relative fair value of the warrants was recorded as a debt discount. The embedded conversion feature of the notes was determined to meet the definition of a derivative liability and as of the date of issuance was valued at $4.8 million. In accordance with relevant accounting guidance, the Company recorded an additional debt discount up to the full face amount of the notes, recorded the derivative liability for the embedded conversion feature at $4.8 million and recorded the fair value in excess of face amount of debt as interest expense on the issuance date of $1.5 million. The debt discount was amortized in full upon the conversion of the notes to common stock on December 14, 2011. As of December 31, 2011, the fair value of the embedded conversion feature was $0 due to the conversion of all the Senior Convertible Secure Notes – 2011. The Company recorded a loss of $1.9 million due to the change in fair value of the embedded conversion feature for the year ended December 31, 2011 which is included in the accompanying consolidated statement of operations as a component of the non-cash items related to debt discounts and deferred financing fees and the valuation of conversion features and warrants.

During the year ended December 31, 2011, the Company issued 27,851 shares of unregistered common stock to note holders of the Senior Convertible Secured Notes – 2011 private placement financing transaction in lieu of cash for their $69,628 accrued interest payment that was due June 30, 2011. In addition, the Company paid $10,277 of the accrued interest in cash to note holders who declined to convert their interest payment to stock.

During the year ended December 31 2011, the Company issued 422,830 new five-year common stock purchase warrants to the investors, with an exercise price of $3.13 per share (the “March 2011 Warrants”), with each investor receiving a number of March 2011 Warrants that is equal to twenty-five percent (25%) of the investor’s note to the Company. The March 2011 Warrants may be exercised by cash payment or through cashless exercise by the surrender of warrant shares having a value equal to the exercise price of the portion of the warrants being exercised.

In October and November 2011, note holders of $575,000 of the original $4.2 million Senior Convertible Secure Notes – 2011 exercised their right to convert their notes and accrued interest and were issued 232,125 shares of our common stock.

On December 13, 2011, following a public offering pursuant to a Registration Statement on Form S-3, the Company received gross proceeds in excess of $5 million. Pursuant to the terms, as defined, in the Senior Convertible Secure Notes – 2011 agreements, the remaining outstanding principal balance immediately following such date, plus accrued interest, was automatically convertible into shares of common stock at a conversion price of $2.50 per share. In accordance with the terms of the agreement, the Company automatically converted approximately $3.7 million of remaining principal and approximately $130,000 of accrued interest into 1,513,237 shares of the Company’s common stock. In addition, the Company issued 99,461 shares of common stock related to the bonus interest feature associated with the mandatory conversion of the debt. The fair value of the shares issued were computed based on the stock price of the Company’s common stock on December 14, 2011 and were valued at $397,845 and recorded as additional interest expense in non-cash items related to debt discounts and deferred financing fees and the valuation of conversion features and warrants in the consolidated statement of operations. As a result of the conversions and repayments of the Senior Convertible Secure Notes - 2011 during the year ended December 31, 2011, the Company reclassified approximately $6.7 million of derivative liabilities to additional paid-in capital. The Company recorded a loss of $1.9 million for the year ended December 31, 2011 due to the change in fair value of the embedded conversion features. As of December 31, 2011, the fair value of the embedded conversion features was $0. As of December 31, 2011, all of the Senior Convertible Secure Notes - 2011 plus accrued interest was paid or converted into shares of common stock.

During the year ended December 31, 2011 we recorded a total of approximately $232,000 in interest expense related to the principal balance of the Senior Convertible Secured Notes – 2011.

7. Fair Value Measurements

Accounting guidance defines fair value, establishes a framework for measuring fair value, and expands disclosure requirements about fair value measurements. The accounting guidance does not mandate any new fair value measurements and is applicable to assets and liabilities that are required to be recorded at fair value under other accounting pronouncements.

There were no assets or liabilities recorded at fair value on a recurring basis in 2012.

The three levels of the fair value hierarchy are described as follows:

Level 1: Applies to assets or liabilities for which there are quoted prices (unadjusted) in active markets for identical assets and liabilities. We had no Level 1 assets or liabilities.

Level 2: Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable, either directly or indirectly. We had no Level 2 assets or liabilities.

Level 3: Applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. We valued warrants and embedded conversion features that were without observable market values and the valuation required a high level of judgment to determine fair value (Level 3 inputs). The Company estimated the fair value of these warrants and embedded conversion features using the Black-Scholes option pricing model using the following assumptions:

	For the year ended December 31, 2010
Annual dividend yield	-
Expected life (years)	0.50 – 4.8
Risk-free interest rate	0.18% - 1.90%
Expected volatility	117% - 221%

	For the year ended December 31, 2011
Annual dividend yield	-
Expected life (years)	0.08 – 3.0
Risk-free interest rate	0.08% - 1.27%
Expected volatility	110% - 263%

The following table shows the classification of our liabilities that were subject to fair value measurements and the roll-forward of these liabilities for the years ended December 31, 2011 and 2010 (in thousands):

Fair Value of Embedded Conversion Features and Warrants

January 1, 2010	$	4,507
Ne Derivatives added in connection with issuance of debt and equity		5,236
Derivatives reclassified to equity in connection with repayment and conversion of debt		(19,286)
Net increase in fair value		16,261
December 31, 2010	$	6,718
Derivatives added in connection with issuance of debt and equity		4,762
Derivatives reclassified to equity in connection with repayment and conversion of debt		(20,075)
Net increase in fair value		8,595
December 31, 2011	$	-

8. Deferred Revenue

As of December 31, 2012 and 2011, we have $2.1 million and $1.5 million, respectively, of deferred license fee revenue related to prepayments for future license fees from three and one customers, respectively, and a total of $0.6 million and $0.4 million, respectively, of deferred engineering development fees from thirteen and four customers, respectively. We defer the license fees until we have met all accounting requirements for revenue recognition as per unit royalty products are distributed or licensed by the Company's customers and the engineering development fee revenue until such time as the engineering work has been completed and accepted by our customers.

9. Stockholders' Equity

On February 29, 2012, the Company filed a Certificate of Correction with the Secretary of State of Delaware effectively reducing the amount of its authorized shares from 848,000,000 shares of Common Stock and 2,000,000 shares of Preferred Stock to 70,000,000 shares of Common Stock and 1,000,000 shares of Preferred Stock. This correction reflects the new capital structure of the Company following its 1-for-25 reverse split that became effective at the close of business on March 25, 2011.

On May 1, 2012, the Company began trading its common stock on the NASDAQ Stock Market under trading symbol NEON.

Common Stock

On March 16, 2012, John Reardon, a member of our board of directors, exercised a warrant to purchase 200,000 shares of common stock using the net exercise provision allowed in the warrant and received 174,798 shares of our common stock.

During the year ended December 31, 2012, Series B Preferred stockholders exchanged 19 shares of Series B Preferred stock for 2,509 shares of our common stock.

During the year ended December 31, 2012, warrant holders (excluding members of our board of directors) exercised warrants to purchase 361,000 shares of common stock using the net exercise provision allowed in the warrant and received 235,144 shares of our common stock. Warrant holders exercised warrants to purchase 17,500 shares of common stock and paid a cash exercise price of $3.13 per share for total proceeds of $54,775. In addition, during 2012 a warrant holder exercised a warrant to purchase 122,238 shares of common stock and paid a cash exercise price of $1.38 per share for total proceeds of $168,668.

During the year ended December 31, 2011, Series A Preferred stockholders exchanged 82.79 shares of Series A Preferred stock for 39,790 shares of our common stock, and Series B Preferred stockholders exchanged 26.04 shares of Series B Preferred stock for 6,282 shares of our common stock.

During the year ended December 31, 2011, the Company issued a total of 5,408,657 shares of common stock as a result of the conversion of approximately $2.7 million of the Senior Convertible Secured Notes – 2009 and 2010 private placement financing transactions debt principal and accrued interest.

During the year ended December 31, 2011, the Company received proceeds of approximately $515,000 from the exercise of 493,426 warrants for shares of common stock.

During the year ended December 31, 2011, we issued the note holders of Senior Convertible Secured Notes- 2007 31,570 shares of our common stock pursuant to the debt-for-equity repayment plan and retired the remaining note principal balance and accrued interest totaling $86,000 on April 26, 2011.

During the year ended December 31, 2011, the Company issued 60,000 shares of common stock and issued a 3-year warrant to purchase 20,000 shares of common stock at an exercise price of $2.00 per share in satisfaction of certain accrued expenses totaling $120,000.

On April 25, 2011, Davisa Ltd (a related party) exercised warrants to purchase 50,000 shares of common stock. The Company recorded an additional $50,000 as stock based compensation to compensate Davisa Ltd by waiving the $1.00 exercise price and issued 50,000 shares of our common stock to Davisa Ltd for services provided in connection with the private placement of convertible notes and warrants in the March 2011 financing transaction.

During the year ended December 31, 2011, the Company issued 27,851 shares of unregistered common stock to note holders of the Senior Convertible Secured Notes – 2011 private placement financing transaction in lieu of cash for their $69,628 accrued interest payment that was due June 30, 2011 (see Note 6).

During the year ended December 31, 2011, we issued the note holders of Senior Convertible Secured Notes- 2011 a total of 1,844,814 shares of our common stock and retired the note principal balance and accrued interest totaling $4.6 million. Included in the total shares issued of 1,844,814 is 99,461 shares of common stock issued for bonus interest (as determined) totaling $399,000.

During the year ended December 31, 2011, we issued 3.0 million shares of our common stock to investors who completed an equity financing transaction that closed on December 13, 2011 in which we raised $12.0 million and received $11.2 million in cash, net of direct selling costs but before other direct offering costs of approximately $0.4 million.

On March 21, 2010, we issued 35,000 shares of our common stock and a warrant to purchase 35,000 shares of our common stock at an exercise price of $1.00 per share to an investor for services provided for the private placement of convertible note and warrant in the 2010 financing transaction. The fair value of the 35,000 shares of common stock is $26,000 based on our common stock closing price on the date of issuance. The $26,000 fair value of the warrants is included in common stock and additional paid-in capital in the consolidated balance sheets and was originally recorded as debt issuance costs and subsequently amortized to interest expense on the consolidated statement of operations for the year ended December 31, 2010 (See Note 6).

On May 27, 2010, we issued 3,136 shares of our common stock to a holder of two convertible promissory notes who elected to convert and retire the $1,600 of convertible promissory notes plus accrued interest at the $0.50 conversion price pursuant to the note agreements (see Note 6).

On September 8, 2010, we issued 16,894 shares of our common stock to the holder of a convertible promissory note that was due on August 26, 2010. We retired the $12,500 convertible promissory note and $170 of accrued interest (see Note 6).

On September 13, 2010, we issued 450,263 shares of our common stock in settlement of the Empire lawsuit and we settled all outstanding warrants held by Empire. In addition, our insurance carrier paid a cash settlement to Empire. The value of the shares issued to Empire were $562,828 (based on the trading price of $1.25 per share on the date of settlement) and were charged to settlement expense included in general and administrative expenses in the accompanying consolidated statement of operations for the year ended December 31, 2010. The fair value of Empire's warrants was reclassified to additional paid-in-capital at the date of settlement.

On September 22, 2010, we issued 120,111 shares of our common stock to a holder of two convertible promissory notes who elected to convert and retired the $59,000 of convertible promissory notes plus accrued interest at the $0.50 conversion price pursuant to the note agreements (see Note 6).

On September 23, 2010, we issued 6,933 shares of our common stock and a warrant to purchase 6,933 shares of our common stock at an exercise price of $1.00 per share to an investor for services provided for the private placement of convertible note and warrant in the 2010 financing transaction. The fair value of the shares of common stock and warrants totaling $24,000 are recorded as interest expense with an offsetting amount to equity (see Note 6).

On September 25, 2010, we issued 15,000 shares of our common stock and a warrant to purchase 15,000 shares of our common stock at an exercise price of $1.00 per share to an investor for services provided for the private placement of convertible note and warrant in the 2010 financing transaction. The fair value of the shares of common stock and warrants totaling $52,000 are recorded as interest expense with an offsetting amount to equity (see Note 6).

On September 29, 2010, we issued 11,462 shares of our common stock for the conversion of principal and interest of senior convertible secured notes originally issued in 2007 (see Note 6).

During September 2010, we issued 348,464 shares of our common stock for the exercise of warrants in connection with the 2009 and 2010 convertible debt financings. The warrants were exercised at $0.88 per share based on the warrant repricing and debt extension agreement (see Note 6).

On October 11, 2010, we issued 48,000 shares of our common stock in settlement of the Berman lawsuit and canceled all outstanding warrants held by Berman. In addition, our insurance carrier paid a cash settlement to Berman and we paid an additional cash settlement to Berman. The value of the shares issued to Berman were valued at $84,000 (based on the trading price of $1.75 per share on the date of settlement) and were charged to settlement expense included in general and administrative expenses in the accompanying consolidated statement of operations for the year ended December 31, 2010.

On October 18, 2010, we issued 1,235,636 shares of our common stock for the exercise of warrants in connection with the 2009 and 2010 convertible debt financings. The warrants were exercised at $0.88 per share based on the warrant repricing and debt extension agreement (see Note 6).

On October 27, 2010, we issued 12,966 shares of our common stock for the conversion of principal and interest of senior convertible secured notes originally issued in 2007 (see Note 6).

On November 4, 2010, we issued 792,086 shares of our common stock for the exercise of warrants in connection with the 2009 and 2010 convertible debt financings. The warrants were exercised at $0.88 per share based on the warrant repricing and debt extension agreement (see Note 6).

On November 19, 2010, we issued 390,672 shares of our common stock for the exercise of warrants in connection with the 2009 and 2010 convertible debt financings. The warrants were exercised at $0.88 per share based on the warrant repricing and debt extension agreement (see Note 6).

On December 13, 2010, we increased the number of our authorized shares of common stock from 698,000,000 to 848,000,000.

On December 13, 2010, we issued 9,866 shares of our common stock for the conversion of principal and interest of senior convertible secured notes originally issued in 2007 (see Note 6).

On December 29, 2010, we issued 12,002 shares of our common stock for the conversion of principal and interest of senior convertible secured notes originally issued in 2007 (see Note 6).

Preferred Stock

The terms of the Series A and Series B Preferred stock are as follows:

- Dividends and Distributions.

Series A Preferred:	The holders of shares of Series A Preferred stock are entitled to participate with the holders of our common stock with respect to any dividends declared on the common stock in proportion to the number of shares of common stock issuable upon conversion of the shares of Series A Preferred stock held by them.
Series B Preferred:	The holders of shares of Series B Preferred stock are entitled to participate with the holders of our common stock with respect to any dividends declared on the common stock in proportion to the number of shares of common stock issuable upon conversion of the shares of Series B Preferred stock held by them.

- Liquidation Preference.

Series A Preferred:	In the event of any liquidation, dissolution, or winding up of our operations, either voluntary or involuntary, subject to the rights of any other series of Preferred stock to be established by the Board of Directors (the “Senior Preferred Stock”), the holders of Series A Preferred stock shall be entitled to receive, after any distribution to the holders of Senior Preferred Stock and prior to and in preference to any distribution to the holders of common stock, $0.001 for each share of Series A Preferred stock then outstanding.
Series B Preferred:	In the event of any liquidation, dissolution, or winding up of our operations, either voluntary or involuntary, subject to the rights of the Series A Preferred stock and Senior Preferred Stock, the holders of Series B Preferred stock shall be entitled to receive, after any distribution to the holders of Senior Preferred Stock and prior to and in preference to any distribution to the holders of common stock, $0.001 for each share of Series B Preferred stock then outstanding.

- Voting

The holders of shares of Series A Preferred stock and Series B Preferred stock shall have one vote for each share of Series A Preferred stock and Series B Preferred stock held by them.

- Conversion

Initially, each share of Series A Preferred stock and each share of Series B Preferred stock was convertible into one share of our common stock. Any modification to the conversion rate requires shareholder approval (see below). On March 31, 2009, our shareholders approved a resolution to increase the authorized share capital, and to increase the conversion ratio to 480.63 shares of common stock for each share of Series A Preferred stock and to 132.07 shares of our common stock for each shares of Series B Preferred stock, thus completing the restructuring begun in December 2008.

Conversion of Preferred Stock Issued to Common Stock

On April 24, 2009, we initiated the process of allowing the shareholders of our preferred stock to convert the Series A and B Preferred stock to shares of our common stock. In order to convert the preferred stock to common stock each preferred stock shareholder is required to submit the preferred stock certificate to our transfer agent and request conversion to common stock. The conversion to common stock is not mandatory and shareholders who own preferred stock may choose not to convert their preferred stock to shares of our common stock. The following table summarizes the amounts at December 31, 2012:

	Shares of Preferred Stock Not Exchanged as of December 31, 2012	Conversion Ratio	Shares of Common Stock after Conversion of all Outstanding Shares of Preferred Stock Not yet Exchanged at December 31, 2012
Series A Preferred stock	83	480.63	39,892
Series B Preferred stock	95	132.07	12,547
Total remaining not exchanged	178		52,439

10. Stock-Based Compensation

We have several approved stock option plans for which stock options and restricted stock awards are available to grant to employees, consultants and directors. All employee and director stock options granted under our stock option plans have an exercise price equal to the market value of the underlying common stock on the grant date. There are no vesting provisions tied to performance conditions for any options, as vesting for all outstanding option grants was based only on continued service as an employee, consultant or director. All of our outstanding stock options and restricted stock awards are classified as equity instruments.

Amortization of Fair Value of Stock Issued to Related Parties for Purchase of Neonode Technologies AB

On December 29, 2008, we entered into a Share Exchange Agreement with Neonode Technologies AB and the stockholders of Neonode Technologies AB: Iwo Jima SARL, Wirelesstoys AB, and Athemis Ltd (the "Neonode Technologies AB Stockholders"), pursuant to which we agreed to acquire all of the issued and outstanding shares of Neonode Technologies AB in exchange for the issuance of 19,800 shares of the Company's Series A Preferred stock. Pursuant to the terms of the Share Exchange Agreement, upon the closing of the transaction, Neonode Technologies AB became a wholly owned subsidiary of the Company. The Neonode Technologies AB Stockholders are or were employees of us and/or Neonode AB, and as such are related parties.

The fair value of the conversion feature of the 19,800 shares of Series A Preferred shares issued to the related parties to acquire Neonode Technologies AB that was converted to a total of 9,516,447 shares of our common stock was $9.5 million based on our stock price on March 31, 2009, the date our shareholders approved the increased conversion ratio. Because this transaction was essentially the issuance of shares to key employees for their continued service to enhance the Company, the $9.5 million revised fair value of the common stock has been amortized to compensation expense at the rate of $1.6 million per quarter for six quarters beginning January 1, 2009. The amortization of the $9.5 million in compensation expense related the value of the stock issued to the related parties to acquire Neonode Technologies AB was completed on June 30, 2010. For the year ended December 31, 2010 $3.2 million has been recorded as compensation expense in our consolidated statement of operations.

Stock Options

As of December 31, 2012, we had three equity incentive plans:

- The 1996 Stock Option Plan (the "1996 Plan"), which expired in January 2006;
- The 1998 Non-Officer Stock Option Plan (the "1998 Plan"), which expired in June 2008; and
- The 2006 Equity Incentive Plan (the "2006 Plan").

We also have one non-employee director stock option plan as of December 31, 2012:

- The 2001 Non-Employee Director Stock Option Plan (the "Director Plan"), which expired in March 2011.

The following table summarizes information with respect to all options to purchase shares of common stock outstanding under the 1996 Plan, the 1998 Plan, the 2006 Plan and the Director Plan at December 31, 2012:

	Options Outstanding				Options Exercisable		
Range of Exercise Price	Number Outstanding at 12/31/12	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price		Number Exercisable at 12/31/12	Weighted Average Exercise Price	
$ 4.25	1,475,000	6.3	$	4.25	814,028	$	4.25
$ 4.26 - $ 7.00	229,000	6.9	$	5.05	30,751	$	5.27
$ 7.01 - $ 125.00	11,200	1.7	$	108.75	11,200	$	108.75
	1,715,200	6.4	$	5.04	855,979	$	5.65

A summary of the combined activity under all of the stock option plans is set forth below:

	Weighted Average Number of Shares	Exercise Price Per Share	Weighted-Average Exercise Price
Outstanding at January 1, 2010	19,884	$ 35.39 – 687.50	$ 103.63
Granted	--	$ --	$ --
Cancelled or expired	(80)	$ 348.75	$ 348.75
Exercised	--	$ --	$ --
Outstanding at December 31, 2010	19,804	$ 35.39 – 687.50	$ 101.36
Granted	--	$ --	$ --
Cancelled or expired	(480)	$ 135.00- 687.50	$ 523.23
Exercised	--	$ --	$ --
Outstanding, vested and expected to vest at December 31, 2011	19,324	$ 35.39 – 368.75	$ 92.19
Granted	1,704,000	$ 4.02 -6.28	$ 4.35
Cancelled or expired	(8,124)	$ 35.39- 368.75	$ 69.36
Exercised	--	$ --	$ --
Outstanding, vested and expected to vest at December 31, 2012	1,715,200	$ 4.02 – 125.00	$ 5.04

The assumptions used to value stock options granted to directors, employees and consultants during the year ended December 31, 2012 are as follows:

	For the year ended December 31, 2012
Annual dividend yield	-
Expected life (years)	3.8 – 4.3
Risk-free interest rate	0.43% - 0.62%
Expected volatility	169% - 187%

The aggregate intrinsic value of the 1,715,200 stock options that are outstanding, vested and expected to vest at December 31, 2012 is $909,800.

During the years ended December 31, 2012, 2011 and 2010, the Company recorded $3.4 million, $87,000 and $142,000, respectively, of compensation expense related to the vesting of stock options. The fair value of the stock-based compensation was calculated using the Black-Scholes option pricing model as of the grant date of the stock option.

The 1996 Plan terminated effective January 17, 2006, and the 1998 Plan terminated effective June 15, 2008. Although we can no longer issue stock options out of the plans, the outstanding options at the date of termination will remain outstanding and vest in accordance with their terms. Options granted under the Director Plan vest over a one to four-year period, expire five to seven years after the date of grant and have exercise prices reflecting market value of the shares of our common stock on the date of grant. Stock options granted under the 1996, 1998 and 2006 Plans are exercisable over a maximum term of ten years from the date of grant, vest in various installments over a one to four-year period and have exercise prices reflecting the market value of the shares of common stock on the date of grant.

On January 30, 2012, the Board of Directors of Neonode Inc. ("Board") adopted an amendment to the 2006 Plan to increase the number of shares of common stock authorized for issuance under the 2006 Plan by an additional two million (2,000,000) shares.

We granted 169,000 stock options to purchase shares of our common stock to a consultant during the year ended December 31, 2012.

We also granted 1,175,000 stock options to purchase shares of our common stock to our employees and 360,000 stock options to purchase shares of our common stock to members of our Board during the year ended December 31, 2012.

We did not grant any options to purchase shares of our common stock to employees, consultants or members of our Board during the years ended December 31, 2011 and 2010.

Warrants

During 2012, certain warrant holders exercised their warrants under the cash and net cash provisions, as defined in the agreements. See Note 9 for details of such exercises and number of common stock shares issued.

On December 3, 2010, we issued 120,000 warrants at an exercise price of $1.63 per share to an employee. The fair value of the warrants was $198,000 on the date of grant, using the Black-Scholes option pricing model, which has been amortized to expense over 24 months. During the years ended December 31, 2012, 2011 and 2010, we recorded $91,000, $99,000 and $8,000, respectively, of stock based compensation expense related to vesting of such warrants.

We issued 80,000 five-year stock purchase warrants at an exercise price of $2.50 per share to our legal advisor during the year ended December 31, 2011. We also issued 20,000 three-year stock purchase warrants at an exercise price of $2.00 per share to one of our U.S. based employees during the year ended December 31, 2011. In addition, we issued 20,000 three-year stock purchase warrants at an exercise price or $4.05 per share to an engineering consultant during the year ended December 31, 2011. These warrants to purchase an aggregate of 120,000 shares of our common stock vested on the date of grant. The vested warrant granted to our legal advisor has a fair value on the date of grant of $193,000 and is included in general and administrative expense for the year ended December 31, 2011. The vested warrant granted to our employee has a fair value on the date of grant of $37,000 and is included in product research and development expense for the year ended December 31, 2011. The vested warrant granted to our engineering consultant has a fair value on the date of grant of $73,000 and is included in product research and development expense for the year ended December 31, 2011.

We issued 20,000 three-year stock purchase warrants at an exercise price of $3.90 per share with a vesting period over 24 months to an employee during the year ended December 31, 2011. The unvested warrant granted to an employee has a fair value on the date of grant of $75,000. This amount will be expensed over the vesting period and $38,000 and $11,000 of expense related to this warrant is included in product research and development expense for the year ended December 31, 2012 and 2011, respectively. The fair value of stock-based compensation related to the issuance of warrants is calculated using the Black-Scholes option pricing model as of the grant date of the underlying warrant.

The stock-based compensation expense for the years ended December 31, 2012, 2011 and 2010 reflects the fair value of the vested portion of options and warrants granted to directors, employees and non-employees. Stock-based compensation expense for the year ended December 31, 2010 also includes $3.2 million of amortization of the value of stock issued to related parties for the purchase of Neonode Technologies AB. Stock-based compensation expense in the accompanying consolidated statements of operations is as follows (in thousands):

	Year ended December 31, 2012	2011	2010
Product research and development	$ 315	$ 11	$ -
Sales and marketing	1,407	99	140
General and administrative	1,777	440	5,290
Stock compensation expense	$ 3,499	$ 550	$ 5,430

	Remaining unamortized expense at December 31, 2012
Stock-based compensation	$ 3,568

The remaining unamortized expense related to stock options and warrants will be recognized on a straight line basis monthly as compensation expense over the remaining vesting period which approximates 1.9 years.

A summary of all warrant activity is set forth below:

Outstanding and exercisable	Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
January 1, 2011	5,139,489	$ 1.27	3.23
Issued	809,543	3.08	-
Expired/forfeited	-	-	-
Exercised	(543,426)	$ 1.04	-
December 31, 2011	5,405,606	$ 1.57	2.45
Issued	-	-	-
Expired/forfeited	(232)	31.75	-
Exercised	(700,738)	$ 1.18	-
Outstanding and exercisable, December 31, 2012	4,704,636	$ 1.61	1.41

During the year ended December 31, 2010, we issued additional convertible debt with warrants and also warrants to a broker. Prior to December 13, 2010, we did not have sufficient unissued authorized shares to settle all outstanding equity instruments, and the warrants were classified as liabilities (see Notes 6 and 7).

As a result of the issuance of convertible notes in early October 2009, we no longer had enough unissued authorized shares to settle all outstanding equity instruments, including convertible preferred stock, convertible debt, options and warrants. Therefore, in accordance with the applicable accounting guidance, all non-employee warrants were required to be recorded as liabilities from that point and marked-to-market at each period until we had sufficient unissued authorized shares to settle all outstanding equity instruments. As a result, we reclassified the fair value of all non-employee warrants not already recorded as liabilities totaling $837,000 as of October 1, 2009 from additional paid-in-capital to embedded derivatives of convertible debt and warrants. The warrants issued to the holders in financings were originally recorded as derivative liabilities as we did not have sufficient authorized unissued shares of common stock to settle all outstanding equity instruments. On December 13, 2010, the Company increased its authorized shares of common stock to cover all potentially dilutive instruments outstanding. As a result, on December 9, 2010, the Company reclassified the fair value of the warrants on that date, totaling $4.3 million to additional paid-in capital, as warrants no longer qualified as derivative instruments.

On September 22, 2010, we issued 5-year warrants to purchase 6,400 shares of our common stock at an exercise price of $1.00 per share to holders of our Senior Convertible Secured Notes – 2007 to extend the maturity date of the notes until April 26, 2011. The fair value of the warrants to purchase 6,400 shares of common stock was $28,000 on the date of issuance and was recorded as expense component of the loss on extinguishment of debt in the accompanying consolidated statement of operations for the year ended December 31, 2010. The warrants were valued using the Black-Scholes option pricing model. The assumptions used for the Black-Scholes option pricing model are a term of 4.98 years, volatility of 162.45%, and a risk-free interest rate of 1.95%.

On September 24, 2010, we issued a warrant to purchase 6,933 shares of our common stock at an exercise price of $1.00 per share to an investor for services provided for the private placement of convertible notes and warrants in the 2010 financing transaction (see Note 6).

On September 27, 2010, we issued a warrant to purchase 15,000 shares of our common stock at an exercise price of $1.00 per share to an investor for services provided for the private placement of convertible notes and warrants in the 2010 financing transaction (see Note 6).

We granted 440,000 stock purchase warrants to our U.S. based employees or members of our Board during the year ended December 31, 2010. The stock purchase warrants have an exercise price equal to $1.38 to $1.63 per shares, which was the market price on the date of grant, October 15, 2010 and December 3, 2010. These stock purchase warrants have a three to five-year term. Warrants to purchase 320,000 shares of our common stock are vested on the date of grant and a warrant to purchase 120,000 shares of our common stock vests over 24 months at the rate of 5,000 shares per month, beginning December 2010. The vested warrants granted to employees had a fair value on the date of grant of $660,000. Approximately $470,000 and $99,000 of the fair value is included in general and administrative expense for the years ended December 31, 2010 and 2011, respectively, and the remaining $90,750 has been amortized to expense on a straight-line monthly basis over the year ended December 31, 2012. The fair value of stock-based compensation related to the employee warrants is calculated using the Black-Scholes option pricing model as of the grant date of the underlying warrant.

We sold 1,200,000 stock purchase warrants to our Swedish based employees or members of our Board during the year ended December 31, 2010 for approximately $49,000. The stock purchase warrants have an exercise price equal to $1.38 per shares, which was the market price on the date of grant, October 15, 2010. These stock purchase warrants have a three-year term and were vested on the date of the sale. The stock underlying the stock purchase warrants granted to employees or members of our Board has not been registered for resale. The vested warrants granted to employees had a fair value on the date of grant of $1.7 million and is included in general and administrative expense for the year ended December 31, 2010. The fair value of stock-based compensation related to the employee warrants is calculated using the Black-Scholes option pricing model as of the grant date of the underlying warrant.

During September and October 2010, we entered into two different types of amendments with the holders of the convertible notes and stock purchase warrants issued in the Fall of 2009 and Spring of 2010 financing transactions. All of the holders of the convertible notes entered into an amendment pursuant to which the due date of the convertible notes was extended until June 30, 2011. A majority of the holders of the stock purchase warrants entered into an amendment pursuant to which they exercised their previously granted warrants at a discounted exercise price of $0.88 per share and was granted a replacement three-year warrant for each original warrant exercised. A total of 2,766,857 of the original warrants were exercised at the discounted exercise price of $0.88 per share and a total of $2,384,554 was raised by the Company through these exercises of the original warrants. We issued a total of 2,766,857 shares of common stock and replacement warrants to the exercising warrant holders with an exercise price of $1.38 per share.

In the year ended December 31, 2011, the Company issued 422,830 new five-year common stock purchase warrants, with an exercise price of 3.13 per share (see Note 6).

In March 2011, the Company entered into a warrant agreement with investors who participated in the Company's 2009 and 2010 financing transactions and who had been issued common stock purchase warrants with exercise prices of $0.50 per share, $1.00 per share, and $1.38 per share (the "2009 and 2010 Warrants"). Pursuant to the warrant agreement, each warrant holder who exercised some or all of its outstanding 2009 and 2010 Warrants at the applicable exercise price ($0.50 per share, $1.00 per share, and/or $1.38 per share), received a number of March 2011 Warrants equal to fifty percent (50%) of the number of 2009 and 2010 Warrants exercised by such warrant holder. The warrant holders exercised an aggregate of 493,426 outstanding 2009 and 2010 Warrants, for an aggregate investment of $515,000 and received 493,426 shares of common stock and 246,713 new five-year common stock purchase warrants, with an exercise price of $3.13 per share. The March 2011 Warrants may be exercised by cash payment or through cashless exercise by the surrender of warrant shares having a value equal to the exercise price of the portion of the warrants being exercised.

On April 25, 2011, Davisa Ltd. (a related party) exercised warrants to purchase 50,000 shares of common stock. During the year ended December 31, 2011, the Company recorded an additional $50,000 as stock based compensation to compensate Davisa Ltd. by waiving the $1.00 exercise price, and issued 50,000 shares of our common stock to Davisa Ltd. for services provided for the private placement of convertible notes and warrants in the March 2011 financing transaction.

The fair value of stock-based awards is calculated using the Black-Scholes option pricing model, even though this model was developed to estimate the fair value of freely tradable, fully transferable options without vesting restrictions, which differ significantly from our stock options. The Black-Scholes model also requires subjective assumptions, including future stock price volatility and expected time to exercise, which greatly affect the calculated values. The expected term and forfeiture rate of options granted is derived from historical data on employee exercises and post-vesting employment termination behavior, as well as expected behavior on outstanding options and warrants. The risk-free rate is based on the U.S. Treasury rates in effect during the corresponding period of grant. The expected volatility is based on the historical volatility of our stock price. These factors could change in the future, which would affect fair values of stock options granted in such future periods, and could cause volatility in the total amount of the stock-based compensation expense reported in future periods.

Below is a summary of Outstanding Warrants to Purchase Common Stock as of December 31, 2012:

Description	Issue Date	Exercise Price	Shares	Expiration Date
August 2009 Employee Warrants	8/25/2009	$ 0.50	240,000	8/25/2016
January 2010 Investor Warrant	1/28/2010	$ 1.00	40,000	1/28/2013
2007 Debt Extension Warrants	9/22/2010	$ 1.00	16,000	9/22/2015
September 2010 Repricing Warrant	9/28/2010	$ 1.38	4,000	9/28/2013
October 2010 Repricing Warrants	10/18/2010	$ 1.38	2,137,593	10/18/2013
October 2010 Employee Warrants	10/15/2010	$ 1.38	1,280,000	10/15/2013
December 2010 Employee Warrants	12/3/2010	$ 1.63	200,000	12/3/2015
January 2011 Employee Warrant	1/21/2011	$ 2.00	20,000	1/21/2014
February 2011 Legal Advisor Warrant	2/22/2011	$ 2.50	80,000	2/22/2016
March 2011 Investor Warrants	3/9/2011	$ 3.13	612,943	3/9/2016
March 2011 Investor Warrants	4/7/2011	$ 3.13	34,100	4/7/2016
May 2011 Consultant Warrant	5/17/2011	$ 4.05	20,000	5/17/2014
September 2011 Employee Warrant	9/12/2011	$ 3.90	20,000	9/12/2014
Total Warrants Outstanding			**4,704,636**	

11. Commitments and Contingencies

Indemnities and Guarantees

We have agreed to indemnify each of our executive officers and directors for certain events or occurrences arising as a result of the officer or director serving in such capacity. The term of the indemnification period is for the officer's or director's lifetime. The maximum potential amount of future payments we could be required to make under these indemnification agreements is unlimited. However, we have a directors’ and officers’ liability insurance policy that should enable us to recover a portion of future amounts paid. As a result of our insurance policy coverage, we believe the estimated fair value of these indemnification agreements is minimal and have no liabilities recorded for these agreements as of December 31, 2012 and 2011.

We enter into indemnification provisions under our agreements with other companies in the ordinary course of business, typically with business partners, contractors, customers and landlords. Under these provisions we generally indemnify and hold harmless the indemnified party for losses suffered or incurred by the indemnified party as a result of our activities or, in some cases, as a result of the indemnified party's activities under the agreement. These indemnification provisions often include indemnifications relating to representations made by us with regard to intellectual property rights. These indemnification provisions generally survive termination of the underlying agreement. The maximum potential amount of future payments we could be required to make under these indemnification provisions is unlimited. We have not incurred material costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, we believe the estimated fair value of these agreements is minimal. Accordingly, we have no liabilities recorded for these indemnification provisions as of December 31, 2012 and 2011.

Operating Leases

Neonode Technologies AB has a lease with Vasakronan Fastigheter AB for 2,723 square feet of office space located at Linnegatan 89D, Stockholm, Sweden for approximately $8,000 per month including property tax (excluding VAT). The annual payment for this space equates to approximately $93,000 per year including property tax (excluding VAT). This lease is valid thru December 31, 2014, with a nine month notice period. The contract will be extended for an additional three years if it is not terminated according to the terms in the contract.

On April 15, 2012, Neonode Technologies AB entered into a lease with No Picnic for 2,853 square feet of office space located at Storgatan 23C, Stockholm, Sweden for approximately $14,000 per month including property tax (excluding VAT). The annual payment for this space equates to approximately $174,000 per year including property tax (excluding VAT). This lease is valid through April 15, 2013.

On March 22, 2012, we entered into a three year lease with 2350 Mission Investors LLC for 3,185 square feet of office space located at 2350 Mission College Blvd, Suite 190, Santa Clara, CA 95054 USA. The initial lease payment is $7,007 per month, increasing to $7,657 per month over the term of the lease. This lease is valid through July 31, 2015. The annual payment for this space equates to approximately $86,000 per year.

For the years ended December 31, 2012, 2011 and 2010, the Company recorded approximately $400,000, $167,000 and $103,000, respectively for rent expense.

A summary of future minimum payments under operating lease commitments as of December 31, 2012 is as follows (in thousands):

Year ending December 31,		Total
2013	$	230
2014		181
2015		53
	$	464

12. Segment Information

The Company has one reportable segment, which is comprised of the touchscreen technology licensing business. All of our sales for the years ended December 31, 2012, 2011 and 2010 were to customers located in the U.S., Europe and Asia.

The following table presents net revenues by geographic region for the years ended December 31, 2012, 2011 and 2010 (dollars in thousands):

	2012		
	Amount		Percentage
Net revenues from customers in the U.S.	$	3,337	47%
Net revenues from customers in Europe		153	2%
Net revenues from customers in Asia		3,647	51%
Total	$	7,137	100%

	2011		
	Amount		Percentage
Net revenues from customers in the U.S.	$	4,739	78%
Net revenues from customers in Europe		53	1 %
Net revenues from customers in Asia		1,275	21%
Total	$	6,067	100%

	2010		
	Amount		Percentage
Net revenues from customers in the U.S.	$	--	--%
Net revenues from customers in Europe		180	41 %
Net revenues from customers in Asia		260	59%
Total	$	440	100%

13. Income Taxes

Loss before income taxes was distributed geographically for the years ended December 31, as follows (in thousands):

	2012	2011	2010
Domestic	$ (10,283)	$ (16,867)	$ (29,590)
Foreign	1,121	(200)	(1,991)
Total	$ (9,162)	$ (17,067)	$ (31,581)

The provision for income taxes is as follows for the years ended December 31:

	2012	2011	2010
Current			
Federal	$ -	$ --	$ --
State	2	2	1
Foreign	123	76	44
Change in deferred			
Federal	(3,653)	(1,856)	-
Federal valuation allowance	3,653	1,856	-
State	453	(206)	-
State valuation allowance	(453)	206	
Foreign	276	122	-
Foreign valuation allowance	(276)	(122)	-
Total current	$ 125	$ 78	$ 45

The differences between our effective income tax rate and the U.S. federal statutory federal income tax rate for the years ended December 31, are:

	2012	2011	2010
Amounts at statutory tax rates	34%	34%	34%
Non-deductible loss on revaluation of embedded conversion features and extinguishment of convertible debt	-	(29)%	(24)%
Foreign losses taxed at different rates	1%	2%	--
Stock-based compensation	(7)%	--	(5)%
Other	--	--	--
Total	28%	7%	5%
Valuation allowance	(29)%	(7)%	(5)%
Effective tax rate	(1)%	--%	--%

Significant components of the deferred tax asset balances at December 31, are as follows (in thousands):

	2012	2011
Deferred tax assets:		
Accruals	$ 873	$ 26
Stock compensation	1,050	1,080
Net operating losses	6,417	4,116
Total deferred tax assets	$ 8,340	$ 5,222
Basis difference in fixed assets	(38)	--
Valuation allowance	(8,302)	(5,222)
Total net deferred tax assets	$ --	$ --

Valuation allowances are recorded to offset certain deferred tax assets due to management's uncertainty of realizing the benefits of these items. Management applies a full valuation allowance for the accumulated losses of Neonode Inc., and its subsidiary Neonode Technologies AB, since it is not determinable using the "more likely than not" criteria that there will be any future benefit of our deferred tax assets. This is mainly due to our history of operating losses. Due to the reorganization, the Company believes that the U.S. net operating losses and credits would be subject to the provisions of Section 382 and therefore subject to strict limitations. The Company has not completed a study of the limitations and therefore has not included these loss carryforwards or credits in the analysis of the deferred tax assets. At December 31, 2012, the Company has federal, state and foreign net operating losses of $17.8 million, $8.5 million and $0, respectively. The federal loss carryforward begins to expire in 2029, the California loss carryforward begins to expire in 2019 and the foreign loss carryforward is indefinite. On December 9, 2008, Neonode AB filed for liquidation under the Swedish bankruptcy laws and effective with the filing we are no longer responsible for the liabilities and no longer have any ownership interest in the assets of Neonode AB, including any tax net operating loss carryforwards.

Utilization of the net operating loss and tax credit carryforwards is subject to an annual limitation due to the ownership percentage change limitations provided by Section 382 of the Internal Revenue Code and similar state provisions. The annual limitation may result in the expiration of the net operating losses and tax credit carryforwards before utilization. As of December 31, 2012, the Company has not completed the determination of the amount to be limited under the provision.

As of December 31, 2012, the Company did not recognize $160,000 and $17,000 of federal and state deferred tax assets relating to excess tax benefits for stock-based compensation deductions. Unrecognized deferred tax benefits will be accounted for as a credit to additional paid-in capital when realized through a reduction in income taxes payable.

Effective January 1, 2007, we adopted the provisions of accounting guidance which includes a two-step approach to recognizing, de-recognizing and measuring uncertain tax positions accounted for in accordance with accounting guidance. A reconciliation of the unrecognized tax benefits for the years ended December 31, 2012, 2011 and 2010 is as follows:

Balance at January 1, 2010	$ -
Additions for tax positions of prior years	-
Reductions for tax position of prior years	-
Additions based on tax positions related to the current year	-
Decreases - Settlements	-
Reductions - Settlements	-
Balance at December 31, 2010	$ -
Balance at January 1, 2011	$ -
Additions for tax positions of prior years	-
Reductions for tax position of prior years	-
Additions based on tax positions related to the current year	-
Decreases - Settlements	-
Reductions - Settlements	-
Balance at December 31, 2011	$ -

Balance at January 1, 2012	$	-
Additions for tax positions of prior years		-
Reductions for tax position of prior years		-
Additions based on tax positions related to the current year		-
Decreases - Settlements		-
Reductions - Settlements		-
Balance at December 31, 2012	$	-

We adopted a policy to classify accrued interest and penalties as part of the accrued tax liability in the provision for income taxes. For the years ended December 31, 2012, 2011 and 2010 we did not recognize any interest or penalties related to unrecognized tax benefits.

Our continuing practice is to recognize interest and/or penalties related to income tax matters in income tax expense. As of December 31, 2012 and 2011, we had no accrued interest and penalties related to uncertain tax matters.

As of December 31, 2012, we had no uncertain tax positions that would be reduced as a result of a lapse of the applicable statute of limitations. We do not anticipate the adjustments would result in a material change to our financial position.

Payments related to the license agreement with Sony Corporation are net of 10% income tax withholding as required by the Japanese government under the Sweden and Japan international tax treaty. The amounts withheld may be used to offset future payables for income tax in Sweden. In the years ended December 31, 2012, 2011 and 2010, $123,000, $78,000 and $48,000 was withheld, respectively. The amounts withheld expire over five years.

We file income tax returns in the U.S. federal jurisdiction, California and Sweden. The 1997 through 2011 tax years are open and may be subject to potential examination in one or more jurisdictions. We are not currently under any federal, state or foreign income tax examinations.

14. Employee Benefit Plans

We participate in a number of individual defined contribution pension plans for our employees in Sweden. We contribute five percent (5%) of the employee's annual salary to these pension plans. Contributions relating to these defined contribution plans for the years ended December 31, 2012 and 2011 were $139,500 and $50,000, respectively. We did not have any defined contribution or other pension plans for our Swedish employees for the year ended December 31, 2010. We match the U.S. employee's contributions to a 401K retirement plan up to a maximum of six percent (6%) of the employee's annual salary. Contributions relating to the matching 401K contributions for the year ended December 31, 2012 were $26,900. We did not make any matching contributions to the U.S. employee's 401K plans in the years ended December 31, 2011 and 2010.

15. Net Loss Per Share

Basic net loss per common share for the years ended December 31, 2012, 2011 and 2010 was computed by dividing the net loss by the weighted average number of shares of common stock outstanding during the year. Diluted loss per common share is computed by dividing net loss by the weighted average number of shares of common stock and common stock equivalents outstanding during the year.

Potential common stock equivalents of approximately 4.7 million, 5.4 million and 5.1 million outstanding stock warrants, 52,000, 55,000 and 100,000 shares issuable upon conversion of preferred stock, 1.7 million, 19,000 and 20,000 stock options and 0, 0 and 0.2 million shares issuable upon conversion of notes are excluded from the diluted earnings per share calculation for the years ended December 31, 2012, 2011 and 2010, respectively, due to their anti-dilutive effect.

(in thousands, except per share amounts)	Year ended December 31,		
	2012	2011	2010_
BASIC AND DILUTED			
Weighted average number of common shares outstanding	33,003	26,784	18,293
Net loss	$ (9,287)	$ (17,145)	$ (31,626)
Net loss per shares basic and diluted	$ (0.28)	$ (0.64)	$ (1.73)

16. Related Party Transactions

Mr. Per Bystedt, our Chairman and former Chief Executive Officer, invested a total of $75,000 of the $4.2 million raised in the Senior Convertible Secure Notes -2011 financing transaction and was issued 7,500 March 2011 Warrants to purchase our common stock at an exercise price of $3.13 per share. On December 14, 2011, the Company converted the $75,000 note and $5,337 of related accrued interest, and issued Mr. Bystedt 33,208 shares of our common stock.

On March 31, 2011, Mr. Bystedt and Iwo Jima SARL, a company controlled by Mr. Bystedt, converted $295,434 of 2009 and 2010 convertible notes that were due on June 30, 2010 plus $5,086 of accrued interest to 601,041 shares of our common stock.

On June 30, 2011, the Company issued Mr. Bystedt 572 shares of restricted common stock in lieu of a $1,429 cash interest payment related to the convertible note he purchased in March 2011 (see Note 6).

Employees and relatives of employees of the Company, other than Mr. Bystedt, invested a total of $218,000 of the $4.2 million raised in the March and April 2011 private placement financing transaction and received convertible notes that were converted into 87,364 shares of our common stock and we issued a total of 21,841 March 2011 Warrants to purchase our common stock at an exercise price of $3.13 per share.

Davisa Ltd., a company controlled by Mr. Mats Dahlin who is now a member of the board of directors of the Company and of our wholly owned subsidiary Neonode Technologies AB, participated in the March 2011 warrant exercise agreement and exercised 186,400 warrants with an exercise price of $0.50 per share for $93,200. Davisa Ltd. received 186,400 shares of our common stock and 93,200 March 2011 Warrants to purchase our common stock at an exercise price of $3.13 per share.

On March 9, 2011, Davisa Ltd converted $215,724 of 2009 and 2010 convertible notes that were due on June 30, 2011 plus $2,811 of accrued interest to 437,070 shares of our common stock.

On April 25, 2011, Davisa Ltd. exercised warrants to purchase 50,000 shares of common stock. The Company recorded an additional $50,000 as stock based compensation to compensate Davisa Ltd. by waiving the $1.00 exercise price, and issued 50,000 shares of our common stock to Davisa Ltd. for services provided for the private placement of convertible notes and warrants in the March 2011 financing transaction.

On March 16, 2012, John Reardon, a member of our board of directors, exercised a warrant to purchase 200,000 shares of common stock using the net exercise provision allowed in the warrant and received 174,798 shares of our common stock.

17. Subsequent Events

The Company has evaluated subsequent events through the filing of this form 10-K, and determined that no subsequent events have occurred that would require recognition in the consolidated financial statements or disclosure in the notes thereto other than as discussed in the accompanying notes.

Subsequent to December 31, 2012, warrant holders exercised warrants to purchase 106,660 shares of common stock using the net exercise provision allowed in the warrant and received 75,307 shares of our common stock.

In January 2013, we opened Neonode Japan Inc., a wholly owned subsidiary of Neonode Inc. Neonode Japan Inc.'s office is located in Tokyo, Japan. We will serve our customers in Japan through this company. We currently have a Vice President – Sales and General Manager working in this company. We are planning to increase the engineering and sales staffing throughout 2013.

In January 2013, we opened Neonode Americas Inc., a wholly owned subsidiary of Neonode Inc. Neonode Americas Inc.'s office is located in Santa Clara, California. We will serve our customers in the Americas through this company. We currently have ten employees working in this company. We are planning to increase the engineering and sales staffing throughout 2013.

In January 2013, we opened NEON Technology Inc., a wholly owned subsidiary of Neonode Inc. NEON Technology Inc.'s office is located in Santa Clara, California. We will transfer certain user interface ("UI") and product design patents from Neonode Inc. to NEON Technology Inc.

In February 2013, we opened Neonode UI AB, a wholly owned subsidiary of Neonode Technology AB. Neonode UI AB's office is located in Stockholm, Sweden. We will provide sales and engineering services to customers of our user interface ("UI") and product design patents from Neonode UI AB.

On February 26, 2013, David Brunton, CFO, exercised two warrants to purchase a total of 320,000 shares of common stock using the net exercise provision allowed in the warrant and received 266,228 shares of our common stock.

On February 27, 2013, a holder of Series B preferred stock converted 4 shares of series B preferred stock to common stock and received 528 shares of our common stock.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision of and with the participation of our management, including the Company's Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2012. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Changes in Internal Control over Financial Reporting

During the fourth quarter of 2012, our management has taken the following actions that materially affect, or are reasonably likely to materially affect, our internal control over financial reporting and to remediate the material weaknesses in our internal control over financial reporting previously identified (see below):

- We enhanced our internal finance and accounting organizational structure, which included hiring additional personnel so that the initiation of transactions, the custody of assets and the recording of transactions are performed by separate individuals to provide adequate segregation of duties within our accounting functions.

- We engaged a third party consultant with sufficient technical expertise in the area of accounting for income taxes to provide reasonable assurance as to the completeness, accuracy, and review of our consolidated tax provision and disclosures.

- We enhanced our internal finance and accounting organizational structure, which included hiring additional personnel to provide reasonable assurance as to the translation of our foreign subsidiary operations into U.S. Dollars in our financial consolidation worksheets, specifically related to our accumulated other comprehensive loss.

- We enhanced our internal finance and accounting organizational structure, which included hiring additional personnel to ensure that the preparation and review of the consolidated statement of cash flows is enhanced.

- We retained a Sarbanes-Oxley consulting firm to assist us in preparing written policies and procedures for accounting and financial reporting to establish a formal process to close our books and account for all transactions.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting has been designed to provide reasonable assurance with respect to the reliability of financial reporting and the presentation of financial statements for external purposes in accordance with generally accepted accounting principles. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2012. In making their assessment, our management used the criteria established in the framework on *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission. Based upon that assessment, our management concluded that our internal control over financial reporting was effective at the reasonable assurance level as of December 31, 2012. The effectiveness of our internal control over financial reporting as of December 31, 2012 has been audited by KMJ Corbin & Company LLP, our independent registered public accounting firm, as stated in their report included herein.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Board of Directors and Stockholders
Neonode Inc.

We have audited the internal control over financial reporting of Neonode Inc. and subsidiary (the "Company") as of December 31, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on that risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Neonode Inc. and subsidiary maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Neonode Inc. and subsidiary as of December 31, 2012 and 2011, and the related consolidated statements of operations, comprehensive loss, stockholders' equity (deficit) and cash flows for each of the three years in the period ended December 31, 2012 and our report dated March 14, 2013 expressed an unqualified opinion on those consolidated financial statements.

/s/ KMJ Corbin & Company LLP

Costa Mesa, California
March 14, 2013

ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item will be included in the Company's definitive 2012 Proxy Statement and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item will be included in the Company's definitive 2012 Proxy Statement and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item will be included in the Company's definitive 2012 Proxy Statement and is incorporated herein by reference.

ITEM13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item will be included in the Company's definitive 2012 Proxy Statement and is incorporated herein by reference.

ITEM 14 PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item will be included in the Company's definitive 2012 Proxy Statement and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Financial Statements

The consolidated financial statements of the registrant are listed in the index to the consolidated financial statements and filed under Item 8 of this Annual Report.

Financial Statement Schedules

All financial statement schedules are omitted because the relevant information is not applicable or not present in amounts sufficient to require submission of the schedule or the required information is shown in the consolidated financial statements and the notes thereto included in this Annual Report.

Exhibit #	Description
3.1	Amended and Restated Certificate of Incorporation of Neonode Inc., dated April 17, 2009 (*incorporated by reference to Exhibit 10.22 of the registrant's Quarterly Report on Form 10-Q filed on August 4, 2009*)
3.1.1	Certificate of Amendment, dated December 13, 2010 (*incorporated by reference to Exhibit 3.1.1 of the registrant's Annual Report on Form 10-K filed on March 31, 2011*)
3.1.2	Certificate of Amendment, dated March 18, 2011 (*incorporated by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K filed on March 28, 2011*)
3.1.3	Certificate of Correction, dated February 28, 2012 (*incorporated by reference to Exhibit 3.1.3 of the registrant's Annual Report on Form 10-K filed on March 31, 2012*)
3.2	Bylaws, as amended through December 5, 2007 (*incorporated by reference as Exhibit 3.2 of the registrant's Annual Report on Form 10-K filed on April 15, 2008*)
4.1	Certificate of Designations, Preferences and Rights of the Series A and Series B Preferred Stock dated December 29, 2008 (*incorporated by reference as Exhibit 4.1 of the registrant's Current Report on Form 8-K filed on December 31, 2008*)
4.2	Certificate of Increase of Designation of Series B Preferred Stock dated January 2, 2009 (*incorporated by reference as Exhibit 4.2 of the registrant's Quarterly Report on Form 10-Q filed on October 31, 2011*)
4.3	Certificate of Increase of Designation of Series B Preferred Stock dated January 28, 2009 (*incorporated by reference as Exhibit 4.3 of the registrant's Quarterly Report on Form 10-Q filed on October 31, 2011*)
10.1	Form of Common Stock Purchase Warrant (*incorporated by reference to Exhibit 10.3 of the registrant's Current Report on Form 8-K filed on February 23, 2010*)
10.2	Form of Common Stock Purchase Warrant (*incorporated by reference to Exhibit 10.3 of the registrant's Current Report on Form 8-K filed on October 18, 2010*)
10.3	Form of Common Stock Purchase Warrant for the March 2011 Financing (*incorporated by reference to Exhibit 10.20 of the registrant's Annual Report on Form 10-K filed on March 31, 2011*)
10.4	Form of Common Stock Purchase Warrant dated October 15, 2010 +
10.5	Employment Agreement with David W. Brunton, dated July 1, 2010 +
10.6	Consulting Agreement with Per Bystedt, dated January 28, 2011 (*incorporated by reference as Exhibit 10.17 of the registrant's Annual Report on Form 10-K filed on March 31, 2011*) +
10.7	Neonode Inc. 2006 Equity Incentive Plan (*incorporated by reference to Exhibit 99.1 of the registrant's Registration Statement on Form S-8 (333-179313) filed on February 2, 2012*) +
10.8	Agreements used in connection with the 2006 Equity Incentive Plan +
21	Subsidiaries of the registrant
23.1	Consent of Independent Registered Public Accounting Firm
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act Of 2002
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act Of 2002
32	Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema Document *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document *
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document *
101.LAB	XBRL Taxonomy Extension Label Linkbase Document *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document *

+ Management contract or compensatory plan or arrangement
* Furnished herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.
(Registrant)

Date: March 14, 2013

By: /s/ David W. Brunton
David W. Brunton
Chief Financial Officer,
Vice President, Finance
and Secretary

Pursuant to the requirements for the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacity and dates indicated.

Name	Title	Date
/s/ Thomas Eriksson Thomas Eriksson	Chief Executive Officer, and Director *(Principal Executive Officer)*	March 14, 2013
/s/ David W. Brunton David W. Brunton	Chief Financial Officer, Vice President, Finance and Secretary *(Principal Financial and Accounting Officer)*	March 14, 2013
/s/ John Reardon John Reardon	Director	March 14, 2013
/s/ Mats Dahlin Mats Dahlin	Director	March 14, 2013
/s/ Lars Lindqvist Lars Lindqvist	Director and Audit Committee Chair	March 14, 2013
/s/ Per Bystedt Per Bystedt	Director and Chairman of the Board	March 14, 2013

Exhibit 10.4

NEITHER THE ISSUANCE AND SALE OF THE SECURITIES REPRESENTED BY THIS CERTIFICATE NOR THE SECURITIES INTO WHICH THESE SECURITIES ARE EXERCISABLE HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR APPLICABLE STATE SECURITIES LAWS. THE SECURITIES MAY NOT BE OFFERED FOR SALE, SOLD, TRANSFERRED OR ASSIGNED (I) IN THE ABSENCE OF (A) AN EFFECTIVE REGISTRATION STATEMENT FOR THE SECURITIES UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR (B) AN OPINION OF COUNSEL (WHICH COUNSEL SHALL BE SELECTED BY THE HOLDER), IN A GENERALLY ACCEPTABLE FORM, THAT REGISTRATION IS NOT REQUIRED UNDER SAID ACT OR (II) UNLESS SOLD PURSUANT TO RULE 144 OR RULE 144A UNDER SAID ACT. NOTWITHSTANDING THE FOREGOING, THE SECURITIES MAY BE PLEDGED IN CONNECTION WITH A BONA FIDE MARGIN ACCOUNT OR OTHER LOAN OR FINANCING ARRANGEMENT SECURED BY THE SECURITIES.

Right to Purchase ________ shares of Common Stock of Neonode Inc.
(subject to adjustment as provided herein)

COMMON STOCK PURCHASE WARRANT

No. 2010-[*insert warrant designation code*] Issue Date: October 15, 2010

NEONODE INC., a corporation organized under the laws of the State of Delaware (the "Company"), hereby certifies that, for value received, *[fill-in name]* , or its assigns (the "Holder"), is entitled, subject to the terms set forth below, to purchase from the Company at any time commencing six (6) months after the Issue Date until 5:00 p.m., E.S.T on October 15, 2013, the third (3rd) anniversary of the Issue Date (the "Expiration Date"), up to *[fill-in amount of Common Stock that can be issued]* fully paid and nonassessable shares of Common Stock at a per share purchase price of $_____. The purchase price per share, as adjusted from time to time as herein provided, is referred to herein as the "Purchase Price." The number and character of such shares of Common Stock and the Purchase Price are subject to adjustment as provided herein.

As used herein the following terms, unless the context otherwise requires, have the following respective meanings:

(a) The term "Company" shall include Neonode Inc. and any corporation which shall succeed or assume the obligations of Neonode Inc. hereunder.

(b) The term "Common Stock" includes (a) the Company's Common Stock, $0.001 par value per share and (b) any other securities into which or for which any of the securities described in (a) may be converted or exchanged pursuant to a plan of recapitalization, reorganization, merger, sale of assets or otherwise.

(c) The term "Other Securities" refers to any stock (other than Common Stock) and other securities of the Company or any other person (corporate or otherwise) which the holder of the Warrant at any time shall be entitled to receive, or shall have received, on the exercise of the Warrant, in lieu of or in addition to Common Stock, or which at any time shall be issuable or shall have been issued in exchange for or in replacement of Common Stock or Other Securities pursuant to Section 3 or otherwise.

(d) The term "Warrant Shares" shall mean the Common Stock issuable upon exercise of this Warrant.

1. Exercise of Warrant.

1.1. Number of Shares Issuable upon Exercise. From and after the Issue Date through and including the Expiration Date, the Holder hereof shall be entitled to receive, upon exercise of this Warrant in whole in accordance with the terms of subsection 1.2 or upon exercise of this Warrant in part in accordance with subsection 1.3, shares of Common Stock of the Company, subject to adjustment pursuant to Section 3.

1.2. Full Exercise. This Warrant may be exercised in full by the Holder hereof by delivery of an original or facsimile copy of the form of subscription attached as Exhibit A hereto (the "Subscription Form") duly executed by such Holder and delivery within two days thereafter of payment, in cash, wire transfer or by certified or official bank check payable to the order of the Company, in the amount obtained by multiplying the number of shares of Common Stock for which this Warrant is then exercisable by the Purchase Price then in effect. The original Warrant is not required to be surrendered to the Company until it has been fully exercised.

1.3. Partial Exercise. This Warrant may be exercised in part (but not for a fractional share) by delivery of a Subscription Form in the manner and at the place provided in subsection 1.2 except that the amount payable by the Holder on such partial exercise shall be the amount obtained by multiplying (a) the number of whole shares of Common Stock designated by the Holder in the Subscription Form by (b) the Purchase Price then in effect. On any such partial exercise provided the Holder has surrendered the original Warrant, the Company, at its expense, will forthwith issue and deliver to or upon the order of the Holder hereof a new Warrant of like tenor, in the name of the Holder hereof or as such Holder (upon payment by such Holder of any applicable transfer taxes) may request, the whole number of shares of Common Stock for which such Warrant may still be exercised for the balance of.

1.4. Fair Market Value. Fair Market Value of a share of Common Stock as of a particular date (the "Determination Date") shall mean:

(a) If the Company's Common Stock is traded on an exchange or is quoted on the NASDAQ Global Market, Nasdaq Global Select Market, the NASDAQ Capital Market, the New York Stock Exchange or the American Stock Exchange, LLC, then the average of the closing or last sale prices, respectively, reported for the ten trading days immediately preceding the Determination Date;

(b) If the Company's Common Stock is not traded on an exchange or on the NASDAQ Global Market, Nasdaq Global Select Market, the NASDAQ Capital Market, the New York Stock Exchange or the American Stock Exchange, LLC, but is traded in the over-the-counter market, then the average of the closing bid price reported for the ten trading days immediately preceding the Determination Date;

(c) Except as provided in clause (d) below and Section 2.1, if the Company's Common Stock is not publicly traded, then as the Holder and the Company agree, or in the absence of such an agreement, by arbitration in accordance with the rules then standing of the American Arbitration Association, before a single arbitrator to be chosen from a panel of persons qualified by education and training to pass on the matter to be decided; or

(d) If the Determination Date is the date of a liquidation, dissolution or winding up, or any event deemed to be a liquidation, dissolution or winding up pursuant to the Company's charter, then all amounts to be payable per share to holders of the Common Stock pursuant to the charter in the event of such liquidation, dissolution or winding up, plus all other amounts to be payable per share in respect of the Common Stock in liquidation under the charter, assuming for the purposes of this clause (d) that all of the shares of Common Stock then issuable upon exercise of all of the Warrants are outstanding at the Determination Date.

1.5. Company Acknowledgment. The Company will, at the time of the exercise of the Warrant, upon the request of the Holder hereof acknowledge in writing its continuing obligation to afford to such Holder any rights to which such Holder shall continue to be entitled after such exercise in accordance with the provisions of this Warrant. If the Holder shall fail to make any such request, such failure shall not affect the continuing obligation of the Company to afford to such Holder any such rights.

1.6. Trustee for Warrant Holders. In the event that a bank or trust company shall have been appointed as trustee for the Holder of the Warrants pursuant to Subsection 3.2, such bank or trust company shall have all the powers and duties of a warrant agent (as hereinafter described) and shall accept, in its own name for the account of the Company or such successor person as may be entitled thereto, all amounts otherwise payable to the Company or such successor, as the case may be, on exercise of this Warrant pursuant to this Section 1.

1.7 Delivery of Stock Certificates, etc. on Exercise. The Company agrees that the shares of Common Stock purchased upon exercise of this Warrant shall be deemed to be issued to the Holder hereof as the record owner of such shares as of the close of business on the date on which delivery of a Subscription Form shall have occurred and payment made for such shares as aforesaid. As soon as practicable after the exercise of this Warrant in full or in part, and in any event within three (3) business days thereafter ("Warrant Share Delivery Date"), the Company at its expense (including the payment by it of any applicable issue taxes) will cause to be issued in the name of and delivered to the Holder hereof, or as such Holder (upon payment by such Holder of any applicable transfer taxes) may direct in compliance with applicable securities laws, a certificate or certificates for the number of duly and validly issued, fully paid and non-assessable shares of Common Stock (or Other Securities) to which such Holder shall be entitled on such exercise, plus, in lieu of any fractional share to which such Holder would otherwise be entitled, cash equal to such fraction multiplied by the then Fair Market Value of one full share of Common Stock, together with any other stock or other securities and property (including cash, where applicable) to which such Holder is entitled upon such exercise pursuant to Section 1 or otherwise.

2. Cashless Exercise.

(a) Commencing six months after the Issue Date, payment upon exercise may be made at the option of the Holder either in (i) cash, wire transfer or by certified or official bank check payable to the order of the Company equal to the applicable aggregate Purchase Price, (ii) by delivery of Common Stock issuable upon exercise of the Warrants in accordance with Section (b) below or (iii) by a combination of any of the foregoing methods, for the number of Common Stock specified in such form (as such exercise number shall be adjusted to reflect any adjustment in the total number of shares of Common Stock issuable to the holder per the terms of this Warrant) and the holder shall thereupon be entitled to receive the number of duly authorized, validly issued, fully-paid and non-assessable shares of Common Stock (or Other Securities) determined as provided herein.

(b) Subject to the provisions herein to the contrary, if the Fair Market Value of one share of Common Stock is greater than the Purchase Price (at the date of calculation as set forth below), in lieu of exercising this Warrant for cash, the holder may elect to receive shares equal to the value (as determined below) of this Warrant (or the portion thereof being cancelled) by surrender of this Warrant at the principal office of the Company together with the properly endorsed Subscription Form in which event the Company shall issue to the holder a number of shares of Common Stock computed using the following formula:

$$X = \frac{Y(A-B)}{A}$$

Where X= the number of shares of Common Stock to be issued to the holder

Y= the number of shares of Common Stock purchasable under the Warrant or, if only a portion of the Warrant is being exercised, the portion of the Warrant being exercised (at the date of such calculation)

A= the average of the closing sale prices of the Common Stock for the five (5) Trading Days immediately prior to (but not including) the Exercise Date, or Fair Market Value, whichever is less

B= Purchase Price (as adjusted to the date of such calculation)

For purposes of Rule 144 promulgated under the 1933 Act, it is intended, understood and acknowledged that the Warrant Shares issued in a cashless exercise transaction shall be deemed to have been acquired by the Holder, and the holding period for the Warrant Shares shall be deemed to have commenced, on the date this Warrant was originally issued pursuant to the Convertible Note Agreement.

3. Adjustment for Reorganization, Consolidation, Merger, etc.

3.1. Fundamental Transaction . If, at any time while this Warrant is outstanding, (A) the Company effects any merger or consolidation of the Company with or into another entity, (B) the Company effects any sale of all or substantially all of its assets in one or a series of related transactions, (C) any tender offer or exchange offer (whether by the Company or another entity) is completed pursuant to which holders of Common Stock are permitted to tender or exchange their shares for other securities, cash or property, (D) the Company consummates a stock purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off or scheme of arrangement) with one or more persons or entities whereby such other persons or entities acquire more than the 50% of the outstanding shares of Common Stock (not including any shares of Common Stock held by such other persons or entities making or party to, or associated or affiliated with the other persons or entities making or party to, such stock purchase agreement or other business combination), (E) any "person" or "group" (as these terms are used for purposes of Sections 13(d) and 14(d) of the 1934 Act) is or shall become the "beneficial owner" (as defined in Rule 13d-3 under the 1934 Act), directly or indirectly, of 50% of the aggregate Common Stock of the Company, or (F) the Company effects any reclassification of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property (in any such case, a "Fundamental Transaction"), then, upon any subsequent exercise of this Warrant, the Holder shall have the right to receive, for each Warrant Share that would have been issuable upon such exercise immediately prior to the occurrence of such Fundamental Transaction, at the option of the Holder, (a) upon exercise of this Warrant, the number of shares of Common Stock of the successor or acquiring corporation or of the Company, if it is the surviving corporation, and any additional consideration (the "Alternate Consideration") receivable upon or as a result of such reorganization, reclassification, merger, consolidation or disposition of assets by a Holder of the number of shares of Common Stock for which this Warrant is exercisable immediately prior to such event or (b) if the Company is acquired in (1) a transaction where the consideration paid to the holders of the Common Stock consists solely of cash, (2) a “Rule 13e-3 transaction” as defined in Rule 13e-3 under the 1934 Act, or (3) a transaction involving a person or entity not traded on a national securities exchange, the Nasdaq Global Select Market, the Nasdaq Global Market or the Nasdaq Capital Market, cash equal to the Black-Scholes Value. For purposes of any such exercise, the determination of the Purchase Price shall be appropriately adjusted to apply to such Alternate Consideration based on the amount of Alternate Consideration issuable in respect of one share of Common Stock in such Fundamental Transaction, and the Company shall apportion the Purchase Price among the Alternate Consideration in a reasonable manner reflecting the relative value of any different components of the Alternate Consideration. If holders of Common Stock are given any choice as to the securities, cash or property to be received in a Fundamental Transaction, then the Holder shall be given the same choice as to the Alternate Consideration it receives upon any exercise of this Warrant following such Fundamental Transaction. To the extent necessary to effectuate the foregoing provisions, any successor to the Company or surviving entity in such Fundamental Transaction shall issue to the Holder a new warrant consistent with the foregoing provisions and evidencing the Holder's right to exercise such warrant into Alternate Consideration. The terms of any agreement pursuant to which a Fundamental Transaction is effected shall include terms requiring any such successor or surviving entity to comply with the provisions of this Section 2.1 and insuring that this Warrant (or any such replacement security) will be similarly adjusted upon any subsequent transaction analogous to a Fundamental Transaction. “Black-Scholes Value” shall be determined in accordance with the Black-Scholes Option Pricing Model obtained from the “OV” function on Bloomberg L.P. using (i) a price per share of Common Stock equal to the VWAP of the Common Stock for the Trading Day immediately preceding the date of consummation of the applicable Fundamental Transaction, (ii) a risk-free interest rate corresponding to the U.S. Treasury rate for a period equal to the remaining term of this Warrant as of the date of such request and (iii) an expected volatility equal to the 100 day volatility obtained from the HVT function on Bloomberg L.P. determined as of the Trading Day immediately following the public announcement of the applicable Fundamental Transaction.

3.2. Dissolution. In the event of any dissolution of the Company following the transfer of all or substantially all of its properties or assets, the Company, prior to such dissolution, shall at its expense deliver or cause to be delivered the stock and other securities and property (including cash, where applicable) receivable by the Holder of the Warrants after the effective date of such dissolution pursuant to this Section 2 to a bank or trust company (a "Trustee") having its principal office in New York, NY, as trustee for the Holder of the Warrants. Such property shall be delivered only upon payment of the Warrant exercise price.

3.3. Continuation of Terms. Upon any reorganization, consolidation, merger or transfer (and any dissolution following any transfer) referred to in this Section 2, this Warrant shall continue in full force and effect and the terms hereof shall be applicable to the Other Securities and property receivable on the exercise of this Warrant after the consummation of such reorganization, consolidation or merger or the effective date of dissolution following any such transfer, as the case may be, and shall be binding upon the issuer of any Other Securities, including, in the case of any such transfer, the person acquiring all or substantially all of the properties or assets of the Company, whether or not such person shall have expressly assumed the terms of this Warrant as provided in Section 4. In the event this Warrant does not continue in full force and effect after the consummation of the transaction described in this Section 2, then only in such event will the Company's securities and property (including cash, where applicable) receivable by the Holder of the Warrants be delivered to the Trustee as contemplated by Section 2.2.

4. Extraordinary Events Regarding Common Stock. In the event that the Company shall (a) issue additional shares of the Common Stock as a dividend or other distribution on outstanding Common Stock, (b) subdivide its outstanding shares of Common Stock, or (c) combine its outstanding shares of the Common Stock into a smaller number of shares of the Common Stock, then, in each such event, the Purchase Price shall, simultaneously with the happening of such event, be adjusted by multiplying the then Purchase Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such event and the denominator of which shall be the number of shares of Common Stock outstanding immediately after such event, and the product so obtained shall thereafter be the Purchase Price then in effect. The Purchase Price, as so adjusted, shall be readjusted in the same manner upon the happening of any successive event or events described herein in this Section 4. The number of shares of Common Stock that the Holder of this Warrant shall thereafter, on the exercise hereof, be entitled to receive shall be adjusted to a number determined by multiplying the number of shares of Common Stock that would otherwise be issuable on such exercise by a fraction of which (a) the numerator is the Purchase Price that would otherwise be in effect, and (b) the denominator is the Purchase Price in effect on the date of such exercise.

5. Certificate as to Adjustments. In each case of any adjustment or readjustment in the shares of Common Stock (or Other Securities) issuable on the exercise of the Warrants, the Company at its expense will promptly cause its Chief Financial Officer or other appropriate designee to compute such adjustment or readjustment in accordance with the terms of the Warrant and prepare a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based, including a statement of (a) the consideration received or receivable by the Company for any additional shares of Common Stock (or Other Securities) issued or sold or deemed to have been issued or sold, (b) the number of shares of Common Stock (or Other Securities) outstanding or deemed to be outstanding, and (c) the Purchase Price and the number of shares of Common Stock to be received upon exercise of this Warrant, in effect immediately prior to such adjustment or readjustment and as adjusted or readjusted as provided in this Warrant. The Company will forthwith mail a copy of each such certificate to the Holder of the Warrant and any Warrant Agent of the Company (appointed pursuant to Section 10 hereof).

6. Reservation of Stock, etc. Issuable on Exercise of Warrant; Financial Statements . The Company will at all times reserve and keep available, solely for issuance and delivery on the exercise of the Warrants, all shares of Common Stock (or Other Securities) from time to time issuable on the exercise of the Warrant. This Warrant entitles the Holder hereof to receive copies of all financial and other information distributed or required to be distributed to the holders of the Company's Common Stock.

7. Assignment; Exchange of Warrant . Subject to compliance with applicable securities laws, this Warrant, and the rights evidenced hereby, may be transferred by any registered holder hereof (a "Transferor"). On the surrender for exchange of this Warrant, with the Transferor's endorsement in the form of Exhibit B attached hereto (the “Transferor Endorsement Form") and together with an opinion of counsel reasonably satisfactory to the Company that the transfer of this Warrant will be in compliance with applicable securities laws, the Company will issue and deliver to or on the order of the Transferor thereof a new Warrant or Warrants of like tenor, in the name of the Transferor and/or the transferee(s) specified in such Transferor Endorsement Form (each a "Transferee"), calling in the aggregate on the face or faces thereof for the number of shares of Common Stock called for on the face or faces of the Warrant so surrendered by the Transferor.

8. Replacement of Warrant . On receipt of evidence reasonably satisfactory to the Company of the loss, theft, destruction or mutilation of this Warrant and, in the case of any such loss, theft or destruction of this Warrant, on delivery of an indemnity agreement or security reasonably satisfactory in form and amount to the Company or, in the case of any such mutilation, on surrender and cancellation of this Warrant, the Company at its expense, twice only, will execute and deliver, in lieu thereof, a new Warrant of like tenor.

9. Maximum Exercise . The Holder shall not be entitled to exercise this Warrant on an exercise date in connection with that number of shares of Common Stock which would be in excess of the sum of (i) the number of shares of Common Stock beneficially owned by the Holder and its affiliates on an exercise date, and (ii) the number of shares of Common Stock issuable upon the exercise of this Warrant with respect to which the determination of this limitation is being made on an exercise date, which would result in beneficial ownership by the Holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock on such date; provided that the restrictions on exercise set forth in this Section 9 shall not apply in event of completion of a Fundamental Transaction. For the purposes of the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities 1934 Act, and Rule 13d-3 thereunder. Subject to the foregoing, the Holder shall not be limited to aggregate exercises which would result in the issuance of more than 4.99%. The restriction described in this paragraph may be waived, in whole or in part, upon sixty-one (61) days prior notice from the Holder to the Company to increase such percentage to up to 9.99%, but not in excess of 9.99%. The Holder may decide whether to convert a Investment Amount or exercise this Warrant to achieve an actual 4.99% or up to 9.99% ownership position as described above, but not in excess of 9.99%.

10. Warrant Agent . The Company may, by written notice to the Holder of the Warrant, appoint an agent (a “Warrant Agent”) for the purpose of issuing Common Stock (or Other Securities) on the exercise of this Warrant pursuant to Section 1, exchanging this Warrant pursuant to Section 7, and replacing this Warrant pursuant to Section 8, or any of the foregoing, and thereafter any such issuance, exchange or replacement, as the case may be, shall be made at such office by such Warrant Agent.

11. Transfer on the Company's Books. Until this Warrant is transferred on the books of the Company, the Company may treat the registered holder hereof as the absolute owner hereof for all purposes, notwithstanding any notice to the contrary.

12. Notices. All notices, demands, requests, consents, approvals, and other communications required or permitted hereunder shall be in writing and, unless otherwise specified herein, shall be (i) personally served, (ii) deposited in the mail, registered or certified, return receipt requested, postage prepaid, (iii) delivered by reputable air courier service with charges prepaid, or (iv) transmitted by hand delivery, telegram, or facsimile, addressed as set forth below or to such other address as such party shall have specified most recently by written notice. Any notice or other communication required or permitted to be given hereunder shall be deemed effective (a) upon hand delivery or delivery by facsimile, with accurate confirmation generated by the transmitting facsimile machine, at the address or number designated below (if delivered on a business day during normal business hours where such notice is to be received), or the first business day following such delivery (if delivered other than on a business day during normal business hours where such notice is to be received) or (b) on the second business day following the date of mailing by express courier service, fully prepaid, addressed to such address, or upon actual receipt of such mailing, whichever shall first occur. The addresses for such communications shall be: if to the Company, to: Neonode Inc., 651 Byrdee Way, Lafayette, California, 94549, Attn: Chief Financial Officer , with a copy by telecopier only to: Steve Kronengold, SRK Law Offices, Hamada 12, Rehovot, Israel, Fax: +972-8-936-6000, and (ii) if to the Holder, to the address and telecopier number listed in the records of the Company, or such other address as such party may designate by notice hereunder.

13. Law Governing This Warrant. This Warrant shall be governed by and construed in accordance with the laws of the State of New York without regard to principles of conflicts of laws. Any action brought by either party against the other concerning the transactions contemplated by this Warrant shall be brought only in the state courts of New York or in the federal courts located in the state and county of New York. The parties to this Warrant hereby irrevocably waive any objection to jurisdiction and venue of any action instituted hereunder and shall not assert any defense based on lack of jurisdiction or venue or based upon forum non conveniens. The Company and Holder waive trial by jury. The prevailing party shall be entitled to recover from the other party its reasonable attorney's fees and costs. In the event that any provision of this Warrant or any other agreement delivered in connection herewith is invalid or unenforceable under any applicable statute or rule of law, then such provision shall be deemed inoperative to the extent that it may conflict therewith and shall be deemed modified to conform with such statute or rule of law. Any such provision which may prove invalid or unenforceable under any law shall not affect the validity or enforceability of any other provision of any agreement. Each party hereby irrevocably waives personal service of process and consents to process being served in any suit, action or proceeding in connection with this Agreement by mailing a copy thereof via registered or certified mail or overnight delivery (with evidence of delivery) to such party at the address in effect for notices to it under this Agreement and agrees that such service shall constitute good and sufficient service of process and notice thereof. Nothing contained herein shall be deemed to limit in any way any right to serve process in any other manner permitted by law.

IN WITNESS WHEREOF, the Company has executed this Warrant as of the date first written above.

NEONODE INC.

By: ______________________________
Name:

Exhibit A

FORM OF SUBSCRIPTION
(to be signed only on exercise of Warrant)

TO: NEONODE INC.

The undersigned, pursuant to the provisions set forth in the attached Warrant (No.____), hereby irrevocably elects to purchase (check applicable box):

__ ________ shares of the Common Stock covered by such Warrant.

__ ________ the maximum number of shares of Common Stock covered by such Warrant pursuant to the cashless exercise procedure set forth in Section 2.

The undersigned herewith makes payment of the full purchase price for such shares at the price per share provided for in such Warrant, which is $___________. Such payment takes the form of (check applicable box or boxes)

___ $__________ in lawful money of the United States and/or

___ the cancellation of such portion of the attached Warrant as is exercisable for a total of _______ shares of Common Stock (using a Fair Market Value of $_______ per share for purposes of this calculation); and/ or

___ the cancellation of such number of shares of Common Stock as is necessary, in accordance with the formula set forth in Section 2, to exercise this Warrant with respect to the maximum number of shares of Common Stock purchasable pursuant to the cashless exercise procedure set forth in Section 2.

The undersigned requests that the certificates for such shares be issued in the name of, and delivered to ____ whose address is ____ _______________________________________.

The undersigned represents and warrants that all offers and sales by the undersigned of the securities issuable upon exercise of the within Warrant shall be made pursuant to registration of the Common Stock under the Securities Act of 1933, as amended (the "Securities Act"), or pursuant to an exemption from registration under the Securities Act.

Dated:___________________

____
(Signature must conform to name of holder as specified on the face of the Warrant)

____
____
(Address)

Exhibit B

FORM OF TRANSFEROR ENDORSEMENT
(To be signed only on transfer of Warrant)

For value received, the undersigned hereby sells, assigns, and transfers unto the person(s) named below under the heading "Transferees" the right represented by the within Warrant to purchase the percentage and number of shares of Common Stock of NEONODE INC. to which the within Warrant relates specified under the headings "Percentage Transferred" and "Number Transferred," respectively, opposite the name(s) of such person(s) and appoints each such person Attorney to transfer its respective right on the books of NEONODE INC. with full power of substitution in the premises.

Transferees	Percentage Transferred	Number Transferred

Dated: ______________, ___________

(Signature must conform to name of holder as specified on the face of the warrant)

Signed in the presence of:

(Name)

(address)

ACCEPTED AND AGREED:
[TRANSFEREE]

(address)

(Name)

Exhibit 10.5

EMPLOYMENT AGREEMENT

This EMPLOYMENT AGREEMENT (this "Agreement") is made and entered into as of 1 day of July, 2010 by and between Dave Brunton (the "Employee") and Neonode, Inc. (the "Company").

1. Employment and Duties etc.

(a) Subject to the terms and conditions set forth in this Agreement, the Company hereby employs the Employee as Chief Financial Officer.

(b) During the employment, the Employee shall, for the benefit of the company, use his skills, knowledge and specialized training to perform the duties and exercise the powers, function and discretions incident to the position which, from time to time may be assigned or vested in him. The Employee reports to the Chief Executive Officer and the Board of Directors.

(c) During the employment, the Employees shall always protect the interest of the Company. The Employee may therefore not, without written approval from the Board of Director, directly or indirectly, or through other, engage himself in business activities other than the Company's Business, hold other assignment of any significance, or otherwise conduct business which may have a negative influence on the Employee's work for the company.

The Company's *"Business"* in this Agreement refers to what the Company does or has done and the Company's tangible plans to enter into in the near future.

(d) The Employee's normal working hours are 40 hours a week.

(e) The Employee accepts that position requires him to travel to Stockholm and abroad.

2. Effective Date

(a) This agreement shall commence on July, 1, 2010.

3. Compensation

(a) The Employee shall receive a fixed salary of $13,000 gross per month. Payment is to be made via the normal payroll.

(b) In addition to the fixed salary the Employee shall receive 0.75% of any fund raising in the form of cash or stock at the Boards discretion. This does not include the exercise of Options or Warrants.

(c) The Employee hereby acknowledges that he may be required to work beyond standard working hours in order to perform his duties hereunder and may be required to travel from time to time in connection with the performance of such duties. The Employee shall not be entitled to compensation for overtime or extra hours worked in performance of his duties hereunder unless otherwise required by law.

(d) In addition to the compensation described in this Agreement, the Employee shall be entitled to reimbursement by the Company for all actual, reasonable and direct expenses incurred by him in the performance of *his* duties hereunder consistent with the Company's policies and practices, provided such expenses were incurred and documented in accordance with the expense reimbursement policies and procedures established by the Company.

4. Vacation; Company Policies and Procedures

(a) The Employee shall be entitled to 30 days vacation per year, in addition to the recognized U.S. holidays.

5. Termination of Employment

(a) The Employee shall receive 6 month salary for termination without cause.

(b) Upon termination for cause, the Employees shall not be entitled to any severance.

6. Confidentiality; Intellectual Property; Communications.

(a) The Employee agrees to observe complete confidentiality with respect to the Company's business. The Employee Thus agrees not to, for the duration of his employment or at anytime thereafter, reveal what has become known to him with respect to the Company, including, without limitation, the Company's and any Subsidiary's, customers, products, developmental programs, surveys, operational relationships, price setting or other business secrets or the like, and neither for his own or another's interest . make use of this information for any reason whatsoever.

(b) Any inventions, utility models, improvements in production or work methods similar technical improvements related to the Company's *"Business"* made by the Employee during the employment shall be the property of the Company without the Company having to make special demands therefore, and without the Employee being entitled to additional enumeration therefore, besides what is stated in applicable law.

(c) If the Employee has made an invention, product or other intellectual property as described in clause (b) above, the Employee shall promptly notify the Company accordingly. The notification shall be accompanied by sufficient information to enable the Company to assess the relevant invention, product or other intellectual property. Furthermore, the Employee shall do all things necessary, top assist the company in securing the tile to and the value of the said rights.

(d) The Company has an exclusive right to and shall be entitled in all respects to dispose of such inventions, products and intellectual property, etc. as referred to above including inter alia by production, reproduction, sale, licensing, and the like. The Company may make use of this Agreement in connection with the registration and the like of the rights referred to.

(e) Except as otherwise required by applicable law, both during the Employee's employment hereunder and after termination of his employment, with respect to any pending potential litigation or regulatory or administrative proceeding involving the Company or any subsidiary or any of their affiliates, other then any litigation or other proceeding in which the Employee is party-in-opposition (a *"Proceeding"):* (i) the Employee shall not communicate with anyone (other than the Employee's own attorneys and tax advisors), except to the extent necessary in the performance of the Employee's duties hereunder with respect to the facts or subject matter of the Proceeding, without giving prior notice to the Company, and (ii) in the event that any other party attempts to obtain information or documents from the Employee with respect to matters possibly related to a Proceeding, the Employee shall promptly so notify the company.

(f) Both during the Employee's employment hereunder and for one year after termination of his employment, the Company on its own behalf and on behalf of all Group Companies and the Employee each agree that he or it shall not in any communications with any customers or clients, tec. Of the Company or any Group Company or their affiliates, criticize, ridicule or make any statement which disparages or is derogatory of the other, or of Company's or any Group Company's officer, directors, agents or employees.

(g) When the Employee leaves his employment in the company, he shall return all business documents of all types, whether they concern the Company's business with which he was entrusted, or those to which the Employee in any other fashion received access. With business documents naturally is included all copies, photocopies, notes, other materials or other collections or storage of information which the Employee created or allowed to be related in the performance of his duties. If either of the parties terminated the employment and the Employee is freed from his employment duties during the notice termination period, this section is applicable from the last working day.

7. Non-solicitation of Employees.

(a) Both during the Employee's employment hereunder and for 3 months after termination of his employment, the Employee shall not, directly or indirectly, engage, employ contract with, or subcontract to or with, or solicit the employment of the initiation of a commercial contracts with any person who is then or has been within six months prior thereto, an employee or "significant contractor" (as defined below) of the Company or any Group Company. For the avoidance of doubt the meaning of "significant contractor" in this section refers to a person who has provided on average more than 900 hours of work to the Company pro-rated on an annual basis_

8. Non-solicitation of Customers

(a) Both during the Employee's employment hereunder and for one year after termination of his employment, the Employee shall refrain from soliciting, encouraging or inducing or attempting to solicit, encourage or induce (directly or by assisting others) business from any Customer (as defined below), including actively sought prospective Customers, for purposes of providing products or services that are directly competitive with the products and services provided by the Company or Group Company or Customers to terminate or reduce any of their business relationships with the Company or any Group Company.

(b) For the purposes of this section, "Customer" means any and all person, partnerships, association, firms, corporations, or other entities that have purchased nay of the Company's or Group Company's product or service within one year prior to the date of termination of the Employee's employment with the Company.

9. Restriction on Investments in Competitors

(a) Both during the Employee's Employment hereunder and for on year after termination of his employment, the Employee shall not directly or indirectly invest in (other than to hold 2% or less o any class of securities of a public company) or otherwise provide financial assistance to any person or entity developing, selling or providing services sourced from, that are competitive with the Business of the Company or any Group Company, if one or more of the Company or any Group Company is also then still engaged in such Business (a *"Competitor").*

10. Non Compete

(a) The Employee undertakes for a period of one year after the end of the employment not to be employed in a company or directly or indirectly be an owner in a company that competes with the Company and not in any way assist such company with advice or deeds or directly or indirectly prepare, start or conduct any business that would compete with the Company.

(b) The non-competition prohibition does not apply in case the Company terminates the Employee's employment due to redundancy.

11. Liquidated Damages

(a) In case the Employee commits a breach against any of the regulation in clause 6, 7,8,9, and/or 10 above, the Employee shall for each breach, pay to the Company liquidation damages with an amount corresponding to six months base salary. Payment of liquidated damages shall not restrict the Company's right to apply other remedies according to the law.

12. Governing Law

(a) This Agreement shall be construed and interpreted in accordance with the laws of Sweden.

13. Entire Agreement

(a) This Agreement constitutes the entire agreement between the parties with respect to the subject matter of this agreement and supersedes any prior agreements or understandings among the parties with respect to such subject matter. No amendment or waiver of this agreement or any provision hereof shall be effective unless in writing signed by both of the parties. The parties specifically agree that the terms of all prior agreement are superseded by this Agreement.

IN WITNESS WHEREOF, the undersigned have signed this Agreement as of the date first noted above.

Company
Neonode, Inc.

/s/ Per Bystedt
By: Mr. Per Bystedt

Employee

/s/ David Brunton
By: Mr. David Brunton

Neonode Inc.
2006 Equity Incentive Plan

Option Grant Notice

Neonode Inc. (the " ***Company*** "), pursuant to its 2006 Equity Incentive Plan (the " ***Plan*** "), hereby grants to Optionholder an option to purchase the number of shares of the Company's Common Stock set forth below. This option is subject to all of the terms and conditions as set forth herein and in the Option Agreement, the Plan, and the Notice of Exercise, all of which are attached hereto and incorporated herein in their entirety.

Optionholder: ______________________________
Date of Grant: ______________________________
Vesting Commencement Date: ______________________________
Number of Shares Subject to Option: ______________________________
Exercise Price (Per Share): ______________________________
Total Exercise Price: ______________________________
Expiration Date: ______________________________

Type of Grant: ☐ Incentive Stock Option [1] ☐ Nonstatutory Stock Option

Exercise Schedule : 1/3 th of the shares vest and become exercisable on the date of grant; the balance of the shares vest and become exercisable in a series of twenty-four (24) successive equal monthly installments measured from the date of grant.

Payment: By one or a combination of the following items (described in the Option Agreement):

☒ By cash or check
☒ Pursuant to a Regulation T Program if the Shares are publicly traded
☒ By delivery of already-owned shares if the Shares are publicly traded
☐ By net exercise [2]

Additional Terms/Acknowledgements: The undersigned Optionholder acknowledges receipt of, and understands and agrees to, this Option Grant Notice, the Option Agreement, and the Plan. Optionholder further acknowledges that as of the Date of Grant, this Option Grant Notice, the Option Agreement, and the Plan set forth the entire understanding between Optionholder and the Company regarding the acquisition of stock in the Company and supersede all prior oral and written agreements on that subject with the exception of (i) options previously granted and delivered to Optionholder under the Plan, and (ii) the following agreements only:

Other Agreements: ______________________________
____

[1] If this is an Incentive Stock Option, it (plus other outstanding Incentive Stock Options) cannot be first *exercisable* for more than $100,000 in value (measured by exercise price) in any calendar year. Any excess over $100,000 is a Nonstatutory Stock Option.
[2] An Incentive Stock Option may not be exercised by a net exercise arrangement.

Neonode Inc.		**Optionholder:**	
By:	Signature		Signature
Title:		Date:	
Date:			

Attachments : Option Agreement, 2006 Equity Incentive Plan, and Notice of Exercise

Exhibit 21

SUBSIDIARIES OF THE REGISTRANT

Name	Jurisdiction
Neonode Technologies AB	**Sweden**
Neonode UI AB	**Sweden**
Neonode Japan Inc.	**Japan**
Neonode Americas Inc.	**U.S.**
NEON Technology Inc.	**U.S.**

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements Nos. 333-179313, 333-150346, 333-132713, 333-114161, 333-87828, 333-63228, 333-43532, 333-32896, 333-65767, 333-63377, 33-45998 and 33-59167 on Form S-8 and in Registration Statements Nos. 333-177726, 333-147425, 333-152163 and 333-153634 on Form S-3 of our reports dated March 14, 2013, relating to the consolidated financial statements of Neonode Inc. and subsidiary (the "Company") and the effectiveness of the Company's internal control over financial reporting appearing in this Annual Report on Form 10-K of Neonode Inc. for the year ended December 31, 2012.

/s/ KMJ Corbin & Company LLP

Costa Mesa, California
March 14, 2013

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Thomas Eriksson, certify that:

1. I have reviewed this annual report on Form 10-K of Neonode Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 14, 2013

/s/ Thomas Eriksson
Thomas Eriksson
Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David W. Brunton certify that:

1. I have reviewed this annual report on Form 10-K of Neonode Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 14, 2013

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

Exhibit 32

**CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Neonode Inc. (the “Company”) on Form 10-K for the fiscal year ended December 31, 2012 as filed with the Securities and Exchange Commission (the “Report”), the undersigned principal executive officer and principal financial officer of the Company, each hereby certify, solely for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

/s/ Thomas Eriksson	/s/ David W. Brunton
Thomas Eriksson Chief Executive Officer March 14, 2013	David W. Brunton Chief Financial Officer, Vice President Finance and Secretary March 14, 2013