

Neonode, Inc
Form 4/A
August 14, 2013

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
REARDON JOHN RALPH

(Last) (First) (Middle)

3180 SITIO SENDERO

(Street)

CARLSBAD, CA 92009

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
04/13/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 03/29/2012 | | S | | 3,000 <u>(1)</u> <u>(2)</u> | D | |
| | | | | | \$ 3.68 <u>(2)</u> | | 172,154 |
| Common Stock | 03/30/2012 | | S | | 1,000 <u>(1)</u> <u>(2)</u> | D | |
| | | | | | \$ 3.65 <u>(2)</u> | | 171,154 |
| Common Stock | 03/30/2012 | | S | | 2,800 <u>(1)</u> <u>(2)</u> | D | |
| | | | | | \$ 3.67 <u>(2)</u> | | 168,354 |
| Common Stock | 03/30/2012 | | S | | 11,000 <u>(1)</u> <u>(2)</u> | D | |
| | | | | | \$ 3.63 <u>(2)</u> | | 157,354 |

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| | | | | | | | | |
|--------------|------------|---|----------------------------------|---|--------------------------|--------------------------|---|---------------------------------------|
| Common Stock | 04/02/2012 | S | 6,900 <u>(1) (2)</u> | D | \$ 3.66 <u>(2)</u> | 150,454 | D | |
| Common Stock | 04/03/2012 | S | 500 ⁽¹⁾ <u>(2)</u> | D | \$ 3.61 <u>(2)</u> | 149,954 | D | |
| Common Stock | 04/05/2012 | S | 48,850 <u>(1) (2)</u> | D | \$ 3.25 <u>(2)</u> | 101,104 ⁽³⁾ | D | |
| Common Stock | | | | | | 2,754 ^{(3) (4)} | I | by The RTC Group ⁽⁵⁾ |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| REARDON JOHN RALPH 3180 SITIO SENDERO CARLSBAD, CA 92009 | | X | | |

Signatures

/s/ John Reardon

08/14/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

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

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

(1) This amendment clarifies the presentation of the share transactions. The original filing aggregated multiple transactions into an aggregate of 74,050 shares sold and provided detail in the explanation of responses as to the dates, amounts, and prices. This amended filing properly reports each transaction separately; however, the aggregate amount of shares sold is unchanged at 74,050 shares as reported in the original filing and this amended filing.

(2) The shares sold were acquired through net exercise of a warrant as separately reported on an additional Form 4 filed by Mr. Reardon on April 13, 2012.

(3) This amendment corrects a miscalculation in the amount of securities beneficially owned as reported in Column 5 of Table I. The original filing reported 103,767 shares directly owned. This amended filing properly reports an aggregate of 103,858 shares directly and indirectly owned.

(4) Reflects the 25-for-1 split of Neonode common stock on March 25, 2011.

(5) Mr. Reardon is the President, Chief Executive Officer, and controlling shareholder of The RTC Group.

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

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