

Dahlin Mats  
Form 3/A  
December 23, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol              |  |
| Â Dahlin Mats                             |         | (Month/Day/Year)  | Neonode, Inc [NEON]   |  |
| (Last)                                    | (First) | (Middle)  | 12/23/2011  |  |
| 2700 AUGUSTINE DR, SUITE 100              |         | 4. Relationship of Reporting Person(s) to Issuer                                |   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         | (Check all applicable)  |   | 12/20/2011   |
| SANTA CLARA,Â CAÂ 95054                   |         | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner |   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)   | <input type="checkbox"/> Officer <input type="checkbox"/> Other |  |
|   |         | (give title below) (specify below)  |   | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |   |   | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| common stock                    | 702,794   | I  | By Davisa Ltd a company 100% owned by Mr. Dahlin      |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |  |
|----------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|--|
| common stock warrant | 03/09/2011       | 03/09/2016      | Common Stock | 93,200                     | \$ 3.13  | I                                     | By Davisa Ltd a company 100% owned by Mr. Dahlin |
| Common stock warrant | 10/18/2010       | 10/18/2013      | Common Stock | 215,724                    | \$ 1.38  | I                                     | By Davisa Ltd a company 100% owned by Mr. Dahlin |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships                       |                          |                          |                          |
|--|-------------------------------------|--------------------------|--------------------------|--------------------------|
|  | Director                            | 10% Owner                | Officer                  | Other                    |
| Dahlin Mats<br>2700 AUGUSTINE DR, SUITE 100<br>SANTA CLARA, CA 95054 | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Signatures

/s/ Mats Dahlin                      12/23/2011  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.