

Neonode, Inc  
Form 4/A  
February 16, 2016

**FORM 4**

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

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

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O NEONODE  
INC., STORGATAN 23C

(Street)

STOCKHOLM, V7 114 55

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/12/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
08/14/2013

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                      |                                                                   |
| Common<br>Stock                       | 08/12/2013                              |                                                             | X <sup>(1)</sup>                        |                                                                         | 320,000<br>(1)                                                                                                     | \$<br>1.375<br>(1)                                                         | 759,392 <sup>(2)</sup> D                                          |
| Common<br>Stock                       | 08/12/2013                              |                                                             | S <sup>(1)</sup>                        |                                                                         | 58,714<br>(1)                                                                                                      | \$<br>7.494<br>(1)                                                         | 700,678 D                                                         |
| Common<br>Stock                       | 08/12/2013                              |                                                             | X <sup>(3)</sup>                        |                                                                         | 67,773<br>(3)                                                                                                      | \$<br>1.375<br>(3)                                                         | 768,451 D                                                         |
| Common<br>Stock                       | 08/12/2013                              |                                                             | S <sup>(3)</sup>                        |                                                                         | 12,435<br>(3)                                                                                                      | \$<br>7.494                                                                | 756,016 D                                                         |

Edgar Filing: Neonode, Inc - Form 4/A

(3)

|                 |            |                  |                        |   |                            |           |   |                                                                         |
|-----------------|------------|------------------|------------------------|---|----------------------------|-----------|---|-------------------------------------------------------------------------|
| Common<br>Stock | 08/12/2013 | X <sup>(4)</sup> | 227,661 <sup>(4)</sup> | A | \$<br>1.375 <sup>(4)</sup> | 3,223,960 | I | through<br>Iwo Jima<br>sarl, a<br>company<br>owned by<br>Mr.<br>Bystedt |
| Common<br>Stock | 08/12/2013 | S <sup>(4)</sup> | 41,771 <sup>(4)</sup>  | D | \$<br>7.494 <sup>(4)</sup> | 3,182,189 | I | through<br>Iwo Jima<br>sarl, a<br>company<br>owned by<br>Mr.<br>Bystedt |

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

**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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount of<br>Number of<br>Shares |
| Warrant                                             | \$ 1.375                                                           | 08/12/2013                              |                                                             | X                                    |                                                                                                           | 320,000                                                        |     | 04/15/2011                                                          | 10/15/2013         | Common<br>Stock | 320,000                          |
| Warrant                                             | \$ 1.375                                                           | 08/12/2013                              |                                                             | X                                    |                                                                                                           | 67,773                                                         |     | 10/18/2010                                                          | 10/18/2013         | Common<br>Stock | 67,773                           |
| Warrant                                             | \$ 1.375                                                           | 08/12/2013                              |                                                             | X                                    |                                                                                                           | 227,661                                                        |     | 10/18/2010                                                          | 10/18/2013         | Common<br>Stock | 227,661                          |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |         |       |
|-------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                     | Director      | 10% Owner | Officer | Other |
| Bystedt Per Ivar Gosta<br>C/O NEONODE INC.<br>STORGATAN 23C<br>STOCKHOLM, V7 114 55 |               | X         |         |       |

## Signatures

Lars Lindqvist,  
Attorney-in-Fact

02/16/2016

\_\_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) Mr. Bystedt exercised a warrant to purchase 320,000 shares of Neonode common stock (reflecting the 25-for-1 reverse stock split on March 25, 2011) and utilized a net exercise provision of the warrant. As a result, Mr. Bystedt was issued a net of 261,286 shares. The \$7.494 net exercise disposition value reflects the average price of Neonode common stock for the five days prior to the exercise.

(2) Reflects a correction in the amount of securities beneficially owned as reported in the Form 4 amendment filed by Mr. Bystedt on September 7, 2012. That previous Form 4 amendment indicated a direct beneficial ownership of 429,392; however, the effect of the purchase of 20,000 shares reported therein equated to a direct beneficial ownership of 439,392 shares.

(3) Mr. Bystedt exercised a warrant to purchase 67,773 shares of Neonode common stock (reflecting the 25-for-1 reverse stock split on March 25, 2011) and utilized a net exercise provision of the warrant. As a result, Mr. Bystedt was issued a net of 55,338 shares. The \$7.494 net exercise disposition value reflects the average price of Neonode common stock for the five days prior to the exercise.

(4) Mr. Bystedt exercised an indirect beneficially-owned warrant to purchase 227,661 shares of Neonode common stock (reflecting the 25-for-1 reverse stock split on March 25, 2011) and utilized a net exercise provision of the warrant. As a result, Mr. Bystedt was issued a net of 185,890 shares. The \$7.494 net exercise disposition value reflects the average price of Neonode common stock for the five days prior to the exercise.

### Remarks:

This amendment solely corrects the amount of shares of Neonode common stock disposed in the final row of column 4 corresponding to the above.

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.