

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 5, 2011 (December 1, 2011)**

VRINGO, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-34785
(Commission
File Number)

20-4988129
(IRS Employer
Identification No.)

44 W. 28th Street
New York, New York
(Address of principal executive offices)

10001
(Zip Code)

Registrant's telephone number, including area code: **(646) 525-4319**

18 East 16th Street, 7th Floor
New York, New York 10003
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On December 1, 2011, Vringo, Inc. (the “**Company**”) entered into subscription agreements with certain accredited investors pursuant to which the Company sold approximately 817,303 shares of common stock at \$1.04 per share, a 20% discount to the closing price of the Company’s common stock on November 30, 2011 (the “**Financing**”). The Company received gross proceeds of \$850,000 in the Financing. Upon the closing of the Financing, the Company’s outstanding convertible notes in the aggregate principal amount of \$2,500,000 automatically converted into approximately 2,659,570 shares of common stock (the “**Conversion**”) at \$0.94 per share, a 10% discount to the purchase price in the Financing (the “**Conversion Price**”).

The foregoing issuances triggered anti-dilution provisions in certain of the Company’s outstanding warrants. As a result, the exercise price of these warrants decreased to the Conversion Price and the number of shares issuable under certain warrants increased. Specifically, the exercise prices of the Company’s outstanding warrants to purchase 864,332 shares of common stock at an exercise price of \$2.75 per share, warrants to purchase 55,664 shares of common stock at an exercise price of \$3.795 and warrants to purchase 1,728,664 shares of common stock at an exercise price of \$5.06 per share have been reduced to the Conversion Price. In addition, the Company is required to issue additional warrants to purchase approximately 1,771,482 shares at the Conversion Price.

In connection with the Financing, the Company agreed to file a registration statement with the Securities and Exchange Commission by December 31, 2011 to register the shares issued in the Financing and upon the Conversion.

Item 3.02. Unregistered Sales of Equity Securities.

The information contained in Item 1.01 above is incorporated herein by reference. The Shares were offered and sold to accredited investors pursuant to an exemption from the registration requirements under Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 of Regulation D promulgated thereunder.

On December 1, 2011, the Company issued 181,159 shares of common stock to a service provider for services rendered. The shares were issued pursuant to an exemption from the registration requirements under Section 4(2) of the Securities Act of 1933, as amended, and Rule 506 of Regulation D promulgated thereunder.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On December 1, 2011, the Company held a special meeting of stockholders to approve the issuance of shares of its common stock that, in the aggregate, exceeded 19.99% of the Company’s outstanding shares of common stock in connection with a financing transaction under the rules and regulations of the NYSE Amex, including the shares issued in the Financing and upon the Conversion. The final voting results, as certified by the inspector of election in its report dated December 1, 2011, were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
3,231,350	89,535	32,750	0

Item 7.01. Regulation FD Disclosure.

On December 5, 2011, the Company issued a press release announcing the closing of the Financing and the Conversion. A copy of this press release is attached hereto as Exhibit 99.1.

The information set forth in this Item 7.01 and Exhibit 99.1 is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued by the Company on December 5, 2011

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VRINGO, INC.

Date: December 5, 2011

By: /s/ Ellen Cohl

Name: Ellen Cohl

Title: Chief Financial Officer Executive Officer



**Vringo Announces Completion of \$3.35 Million Round of Financing
Raise Represents \$850,000 of New Funds and Conversion of \$2.5 Million of Notes
Previously Issued in Bridge Financing Led by Benchmark Capital and DAG Ventures**

NEW YORK, Dec. 5, 2011 /PRNewswire/ -- Vringo, Inc. (NYSE Amex: VRNG), a provider of software platforms for mobile social and video applications, today announced that it has closed a round of financing totaling approximately \$3.35 million, consisting of gross proceeds of \$850,000 in new funds from the issuance of 817,303 shares of common stock, and the conversion into common stock of \$2.5 million of convertible notes previously issued in a bridge financing led by prominent venture capital firms Benchmark Capital and DAG Ventures in July 2011.

"We are thrilled to announce the closing of this financing, including the conversion of the bridge notes previously issued in the financing led by Benchmark and DAG," said Jon Medved, Chief Executive Officer of Vringo. "We have strengthened our cash position, eliminated all of our debt and are continuing to build our future business pipeline. We believe our innovative social mobile applications, early lead in the market and strengthened balance sheet will allow us to make further advancements into the fast-growing mobile social market."

Andrew Perlman, Vringo's President, said, "The proceeds of this financing will significantly improve our capital structure as well as enable us to maintain our strategic vision of mobile social applications such as Facetones™ becoming more mainstream. We have reduced our expenses while continuing to expand our revenues. This additional funding will allow us to grow our business and launch additional software platforms with partners around the world."

The issuance price for the new funds was \$1.04 per share, a 20% discount to the closing price of the Company's common stock on November 30, 2011. Upon closing of this new \$850,000 million financing, the convertible notes previously issued in the \$2.5 million bridge financing led by Benchmark Capital and DAG Ventures were automatically converted into common stock at a 10% discount to the issuance price for the new funds.

Benchmark Capital and DAG Ventures are leading venture capital firms that have been early investors in leading technology companies such as eBay (EBAY), Twitter, Zipcar (ZIP), AdMob (acquired by Google), Plaxo (acquired by Comcast), Chegg, Segway, and Yelp.

The net proceeds received by Vringo from the private placement will be used for sales and marketing expansion, working capital and general corporate purposes.

About Vringo

Vringo (NYSE Amex: VRNG) is a provider of software platforms for mobile social and mobile video services. With its award-winning video ringtone application and other mobile software platforms - including Facetones™, Video Remix and Fan Loyalty - Vringo transforms the basic act of making and receiving mobile phone calls into a highly visual, social experience. Vringo's video ringtone service enables users to create or take video, images and slideshows from virtually anywhere and turn it into their visual call signature. In a first for the mobile industry, Vringo has introduced its patented VringForward technology, which allows users to share video clips with friends with a simple call. Vringo's Facetones™ product creates an automated video slideshow using friends' photos from social media web sites, which is played each time a user makes or receives a mobile call. Vringo's Video ReMix application, in partnership with music artists and brands, allows users to create their own music video by tapping on a Smartphone or tablet. Lastly, Fan Loyalty is a platform that lets users interact, vote and communicate with contestants in reality TV series that it partners with, as well as downloading and setting clips from such shows as video ringtones. Vringo's video ringtone application has been heralded by The New York Times as "the next big thing in ringtones" and USA Today said it has "to be seen to be believed." For more information, visit: www.vringo.com.

For comprehensive investor relations material, including fact sheets, white papers, conference calls and video regarding Vringo and its applications, please follow the appropriate link: [Investor Portal](#), [White Paper](#), [Overview Video](#) and [Facetones Video](#).

Forward-Looking Statements

This press release includes forward-looking statements, which may be identified by words such as "believes," "expects," "anticipates," "estimates," "projects," "intends," "should," "seeks," "future," "continue," or the negative of such terms, or other comparable terminology. Forward-looking statements are statements that are not historical facts. Such forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from the forward-looking statements contained herein. Factors that could cause actual results to differ materially include, but are not limited to: our ability to raise capital to fund our operations, the continued listing of our securities on the NYSE Amex, market acceptance of our products, our ability to protect our intellectual property rights, competition from other providers and products and other factors discussed from time to time in our filings with the Securities and Exchange Commission. Vringo expressly disclaims any obligation to publicly update any forward-looking statements contained herein, whether as a result of new information, future events or otherwise, except as required by law.

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