SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Siegel Seth M | 2. Date of Even Requiring State (Month/Day/Yea 06/21/2010 | ment | 3. Issuer Name and Ticker or Trading Symbol <u>Vringo Inc</u> [VRNGU] | | | | | |
|--|--|--------------------|---|--|------------------------------------|---|---|--|
| (Last) (First) (Middle) C/O VRINGO, INC. 18 E. 16TH ST., 7TH FLOOR | | | 4. Relationship of Reporting Perso (Check all applicable) X Director Officer (give title | 10% Owne Other (spe | r (Mo cify 6. I | 5. If Amendment, Date of Original Filed (Month/Day/Year)6. Individual or Joint/Group Filing (Check | | |
| (Street) NEW YORK NY 10003 | | | below) | below) | · · · | | y One Reporting Person y More than One erson | |
| (City) (State) (Zip) | | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | |
| 1. Title of Security (Instr. 4) | | | . Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownersh Form: Direc or Indirect ((Instr. 5) | t (D) (Inst | ture of Indirect Beneficial Ownership 5) | | |
| Common Stock | | | 68,608 | D | | | | |
| Common Stock | | | 19,165 | Ι | By | eth Mitchell Siegel Family Trust | | |
| 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 Securit Underlying Derivative Security | Derivative Security (Instr. 4) | | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | | |
| Stock Options ⁽¹⁾ | 10/30/2006 | 10/30/2012 | Common Stock | 13,333 | 1.5 | D | | |
| Stock Options ⁽²⁾ | (2) | (2) | Common Stock | 100,000 | 0.01 | D | | |
| Stock Options ⁽³⁾ | (3) | (3) | Common Stock | 100,000 | 5.5 | D | | |
| Warrants | 12/29/2009 | 12/29/2014 | Common Stock | 28,985 | 2.75 | D | | |
| Warrants | (4) | (4) | Common Stock | 57,970 | 5.06 | D | | |

Explanation of Responses:

1. The Stock Options were granted on October 30, 2006. One-fourth of the grant became exercisable six months after the date of the grant, with the remainder becoming exercisable in equal quarterly installments over the following three years

2. The Stock Options were granted on March 17, 2010. One-third of the grant becomes exercisable one year after the consummation of the company's initial public offering, with the remainder becoming exercisable in equal annual installments over the following two years. The stock options will expire six years following the company's initial public offering.

3. The Stock Options were granted on March 17, 2010. One-fourth of the grant becomes exercisable one year after the consummation of the company's initial public offering, with the remainder becoming exercisable in equal quarterly installments over the following three years. The stock options will expire six years following the company's initial public offering.

4. The Warrants will be exercisable upon the consummation of the company's initial public offering and will expire five years thereafter.

/s/ Seth M. Siegel

** Signature of Reporting Person

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

* 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.

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 Number.

Date

06/21/2010