#### 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): March 9, 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.)

18 East 16th Street, 7th Floor New York, New York (Address of principal executive offices)

10003 (Zip Code)

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

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))

Dere-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 7.01 Regulation FD Disclosure.

On March 9, 2011, senior management of Vringo, Inc. (the "Company") delivered a presentation at the Wedbush Securities 2011 Technology, Media & Telecommunications Conference. A copy of the presentation materials used at the conference is furnished herewith as Exhibit 99.1.

The information contained in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and shall not be deemed to be incorporated by reference into any filings under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent the Company specifically incorporates the information by reference.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Presentation Materials for the Wedbush Securities 2011 Technology, Media & Telecommunications Conference

#### 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.

Dated: March 9, 2011

#### VRINGO, INC.

By: /s/ Andrew Perlman

Name: Andrew Perlman Title: President

Exhibit 99.1



#### Safe Harbor Statement

This presentation contains certain statements that may be deetodole "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

All statements, other than statements of historical facts, that address activities, events or developments that the Company expects, projects, believes or anticipates will or may occur in the future, including, without limitation, the outlook for general industry conditions, future operating results, capital expenditures, expansion and growth opportunities, financing activities and other such matters, are forward-looking statements.

Although the Company believes that its expectations stated in this presentation are based on reasonable assumptions, actual results may differ from those projected in the forwardlooking statements. For a more detailed discussion of risk factors, please refer to the Company's Registration Statement on Form S-1 and its periodic reports filed with the United States Securities and Exchange Commission ("SEC").

Vringo expressly disclaims any obligations or undertaking to update or revise any forwardlooking statements contained herein to reflect any change in Vringo's expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.



### Vringo: The Name for Video Ringtones

- We provide a comprehensive platform of video ringtones for mobile phones
  - Software allows users to create, download and share mobile entertainment content
  - WAP and Web sites encompass robust content integration and distribution systems
  - 200+ Vringo-enabled handsets (Windows, BlackBerry, Android, Symbian, J2ME)
  - Library of over 5,000 video ringtones; over 40 content partners
  - 23 patents pending for software platform and mobile applications patent issued)
  - · Launched in six territories with carrier and other partners
  - 240,000 monthly subscribers in these paid launches

#### Founded in 2006

- 30 Employees
- Headquarters located in New York
- R&D based out of Israel

#### Strong early stage investors

- Angel round of \$2.4 M in 2006
- Warburg Pincus invested \$12 M in 2007
- Bridge round of \$3.0 M in Dec. 2009

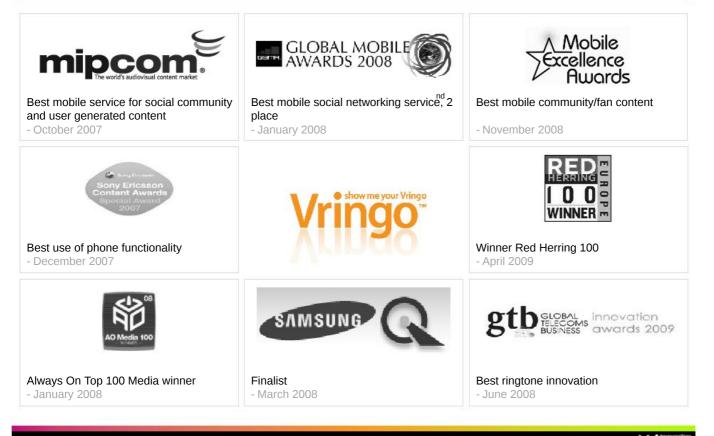
#### • IPO June 2010 raised \$11 M with Maxim, Ladenburg, and Chardan

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## Investment Highlights

Strong Platform for Grow	<ul> <li>Proven technology and products</li> <li>Scalable business model</li> <li>Major contracts signed with international mobile carriers and content providers</li> <li>Robust Video Ringtone platform ready to deploy as turnkey</li> </ul>
Fast Growing Markets	<ul> <li>4.6 B global mobile subscribers</li> <li>534 M global mobile video subscribers by 2014</li> <li>\$25 B mobile application market by 2014</li> <li>\$29 B mobile content market by 2012</li> </ul>
Established and Well Seasoned Management	<ul> <li>Strong management team and BOD with experience in the U.S. financial markets</li> <li>Track record of creating, running, investing and exiting successful technology companies</li> </ul>
Will grow organically and through acquisition	<ul> <li>Have announced signing of LOI for m-Wise acquisition</li> <li>Real opportunity for consolidation in mobile service arena</li> </ul>
	h for Vringo subscribers for Vringo market size
	- Page 4 - Vringo

## **Consistently Winning Industry Awards**



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### Major Outlet Media Coverage



"offers an eyeful...has to be seen to be believed"

WIRED cnet

"Vringo has something that others lack...the "the next level ringtone...this company's fun caller has the power"

and unusual product is just getting better and better"

# **BusinessWeek**

"every call thus becomes an opportunity to share content and to establish identity...Vringo has a head start over competitors"

#### THE WALL STREET JOURNAL

"the service aims to tap consumer's obsession with creating their own content"



"the next big thing in ringtones...soon everyone could have a Vringo, a personalized video ringtone"

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#### The New York Times

"Next big thing in the ringtone wave"

#### Seasoned Management & Governance



#### Jon Medved

Founder & CEO, Board member

"One of Israel's leading venture capitalists" (Washington Post)

Founder of Israel Seed Partners, managing \$260 M in 4 funds-exits include:

- Shopping.com (acquired by eBay Inc.) f \$640 M
- Answers Corp. (NasdaqCM: ANSW)
- Native Networks (acquired by Alcatel (NYSE: ALA))
- Compugen (Nasdaq: CGEN)
- Xacct Technologies (acquired by Amdoc Ltd. (NYSE: DOX))
- Business Layers (acquired by CA, Inc. (NasdaqGS: CA))
- Cyota (acquired by RSA/CA NasdaqGS:

Manager of several startups with exits including:

- MERET (acquired by Amoco/BP)
- Accent (Nasdaq: ACNTF)



Andrew Perlman President and Board member

Formerly **EMI Music** 

Formerly

Formerly



Ellen Cohl VP Finance & Governance

Arthur Andersen

Dov Frohlich COO

**Eshed Doni** 

**VP** Products

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Formerly NMS Communications

**NMS Communications** 

Formerly eyeSight Mobile

### Vringo Board of Directors



Seth ("Yossi") Siegel Chairman of the Board

Was Founder, Chairman and CEO of the Beanstalk Group, the world's largest independent licensing agency, now part of the Omnicom Group. Served leading Brands such as:

- AT&T
- IBM
- Harley Davidson
- Unilever
- Ford Motor Company

Several time LIMA and Clio award winner

Marketing and brand commentary appears in the NY Times, BrandWeek, Wall Street Journal, etc.



Jon Medved CEO and Board member

Formerly Founder and GP Israel Seed



Andrew Perlman President and Board member

Formerly SVP, EMI Music

Founder and CEO Relegance, sold to AOL

Chairman Emeritus Founder MEFAmericas





Phil Serlin Board Member Chairman, Audit Committee

CFO BiolineRX Formerly Coopers, SEC

Classic Media

Co-CEO

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**Edo Segal** 

**Board Member** 

**Ralph Simon** 

**Board Member** 

#### Vringo in Middle of Rapidly Growing Markets and Trends

#### Mobile video has arrived

- Mobile video data usage is expected to grow at a 131% CAGR from 20091)
- 534 M global mobile video subscribers by 2014
  - Five-fold increase since 2008
  - \$16 B in revenues projected in the <sup>(</sup>ℓ)S
- Mobile social networking is growing exponentially
  - Facebook and Twitter at the forefront of the phenomenon
  - · Growing mobile social networking and user-generated content revenue
  - \$1.8 B in 2008 to \$11.8 B in 2013
  - Approximately 1 out of every 8 people world-wide has used a digital social net
    work
- User generated content continues to grow
  - YouTube revolution
  - · Advances in technology that facilitate the creation of user-generated content
- Rise of smart phones
  - Global Smartphone shipments experienced 72% growth YOY from 200<sup>(9)</sup>2010
  - Increased bandwidth enables rich media transfer across many devices
  - Apps everywhere...with Android unit growth of 888% from 2009 to 2010
  - Global 3G penetration expected to exceed 20% by the end of \$2010

Cisco Visual Networking Index: Global Mobile Data Traffic Forecast Update, 2009-2014, 2/10 Pyramid Research Juniper Research Morgan Stanley's Internet Trends, 04/10; comScore Global, 12/09

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### Ring Tone Market-Ready for Vringo's Innovation

#### Ringtone business was created in 1997

- Further developed in 2002 with the creation of truetone and mastertone
- Ringback tone was created in 2004
  - \$4.7 B ringback tone market by 2012
    - 3x growth from 2008
- More than one-third of mobile users download ringtones from various sources
  - 40% of such users frequently change their ringtones

#### Ringtone business has seen little innovation since 2004

- Traditional suppliers of ringtones are hurting
- Market ready for next evolution of products and services



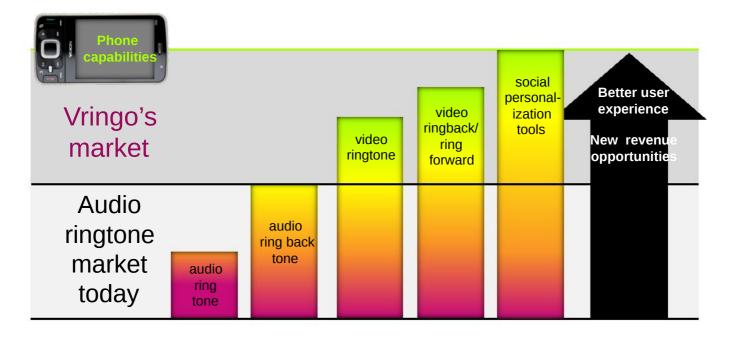
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## Future of Mobile Personalization



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#### Four Product Platform Components

#### **Mobile application**

- Customer store front
- Viral marketing engine
- 300+ handsets
- Java, Blackberry, Windows Mobile, Android, Symbian
- Opportunity exists to sell premium content bundles based on the core application



#### Channelsautomatic content delivery

- Video ringtones have a shorter shelf life
- Customers can subscribe to automatic
- content refreshes



#### **Custom store fronts**

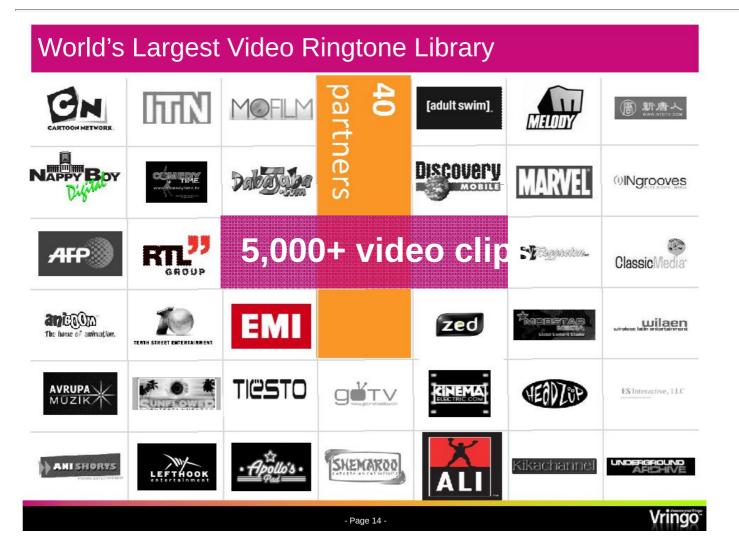
- Customizable web/mobile store front
- TV networks, retailers, political campaigns, live events
- Opportunity exists to set up advertisingsupported storefronts -"free" to consumers



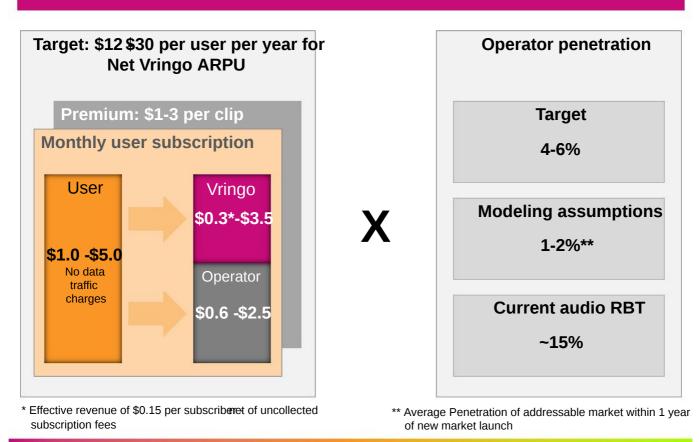
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- World's first Web-based video ringtone editor · Can be customized for
- partners (e.g., Marvel)





#### Simple, Scalable Business Model



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## Signed Revenue Deals: Initial Basis for Growth





(1) Source: United Nations additional agreements over the next21/2 months

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## 6 Carrier Launches So Far...others pending

Name of Operator/Partner	Launch Date	Operator Subscribers (M)	Growth Potential
MTSGroup/Vivace((Armenia)	July 2009	2	Part of MTS Group which has 100 M subs
<b>Maxis</b> (Malaysia)	October 2009	11.4	Largest operator in Malaysia
Avea(Turkey)	November 2009	12.1	Third largest operator in Turkey; subsequently replaced b agreement with Retromedya
Etisala(UAE)	March 2010	7.3	Group includes 16 countries, 94 M global subs
RTL(Belgium)	May 2010	11	Service runs on all 3 major carriers
<b>Vodaphon&amp;hop</b> (Germany, Greece, Ireland, Italy, Netherlands Portugal, Spain, UK)	October 2010		Initial free app launch in 8 countries in Europe, with a pai service expected to launch soon
OviStore(UK)	November 2010		Advanced Nokia phones in UK
Orange(UK)[Everything Everywhere Ltd.]	February 2011	> 30*	Orange is subsidiary of UK's biggest communications company jointly-owned by Deutsche and France Telecor
Verizon(US)	Pending	> 92	Initial launch for Blackberry & Android phones
StarHut(Singapore)	Pending	> 2	Initial launch for Android phones
Hungama	Pending	>400	Launching with 15 operators

\* 30m includes combined subscribers for Orange (UK) and T-Mobile (UK) parent Everything Everywhere; initial laun@haisg@ith (UK) subscribers

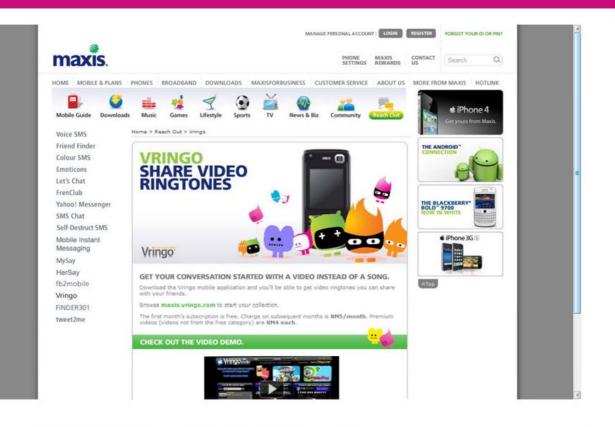
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### Marketing the Service: Sample Collateral



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### Integrated Slots in Carrier Portal



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### Hot New Releases in User-Friendly Formats



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### **Timely User Acquisition Tools**



Vringo's Creative Team renews the storefront, refeshes the content, and continually pushes timely



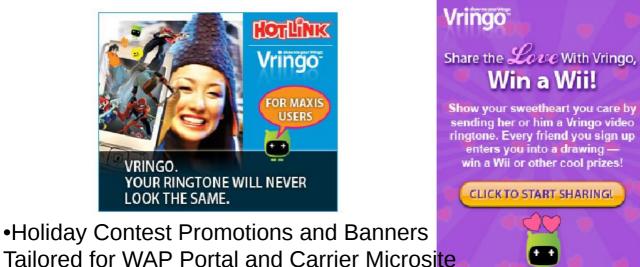
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Vringo

Standard

### Marketing Tools -- "Made for Maxis"

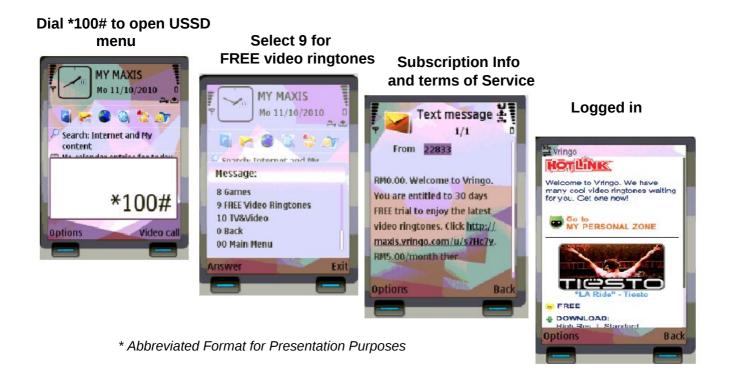
Refreshed New-Look Monthly Banner Ads





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## Increasing The Scale: Subscribing to Vringo via USSD M

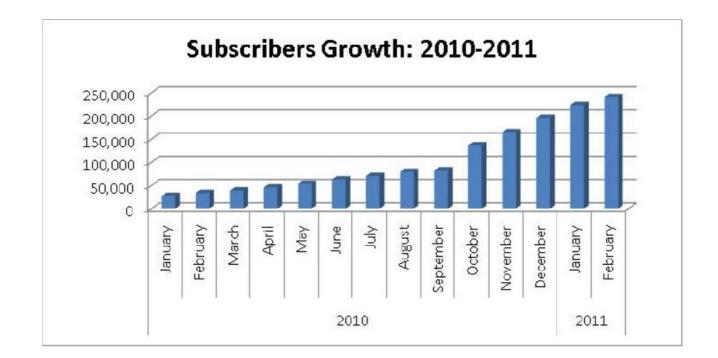


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- Growing our business in the countries where we have launched
  - Continue to grow organically in each, driving subscription revenue
  - Adding new customer acquisition techniques, such as:
    - Brand sponsorships, USSD, advertising
  - Add additional carriers in the territory
- Rolling out new countries and partners
  - Continuous development of a rich pipeline
  - Add 2-3 territories/partners per quarter
  - Migration to wealthier markets
- Bring new monetization models into play
  - Advertising-based Vringo may become important
  - · App stores and content bundles
  - Brand supported apps
  - Leverage carrier relationships for new services

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## Vringo Cumulative Subscriber Growth Across All Carriers



Vringo

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## Driving Subscriber Growth and Revenue

Initial Launches demonstrate viable subscription model	<ul> <li>240,000 subscribers in paid subscription services world-wide</li> <li>Added 100,000 subscribers over last four months, 70% growth</li> <li>Average net monetization \$0.13 per subscriber per month</li> <li>6 paid launches so farmany more to come</li> </ul>
Moving to higher subscription rates	<ul> <li>Intend gradual shift in subscriber pricing to \$2999 - monthly fee, depending on currency and territory</li> <li>Will start seeing revenue from more lucrative markets of North America and Western Europe</li> <li>Shift to these markets which are mostly post-paid, as opposed to pre-paid, will have positive effect on billing efficiency</li> </ul>
Leverage relationships fo additional services	<ul> <li>Will launch new Vringo services with carrier partners</li> <li>New services will also be on subscription basis</li> <li>New services developed in-house or acquired</li> </ul>

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Vringo-Orange Launch – Breakthrough in Europe

Deal with Everything Everywhere Ltd.; UK's largest mobile company to launch Vringo together in the UK market

everything everywhere

Everything Everywhere operates both Orange (UK) and T-Mobile (UK) with combined total of over 30 M subscribers, and is owned by France Telecom and Deutsche Telekom

Have first launched with Orange<sup>T</sup> · Mobile · · · (UK)

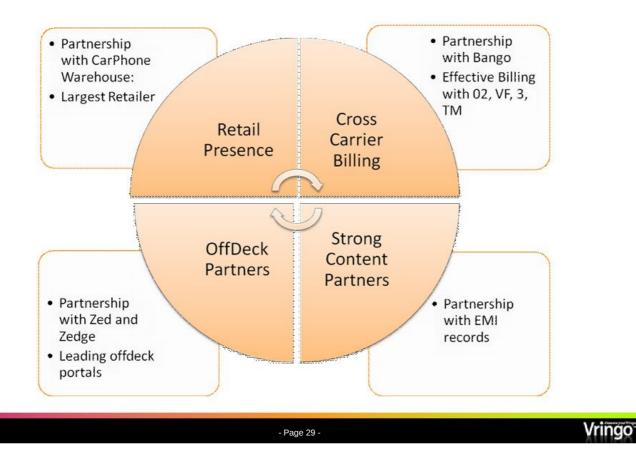


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- First major launch in the strategic European market
- UK is a vibrant and active mobile content and application market
- Vringo has until now focused on proving its business model in smaller, less developed markets
- Terms: Orange branded service, revenue split, zero rating for data, promotion of service on Orange properties



# Orange UK Launch: Mobile Ecosystem Partners in Place to Maximize Performance



# Vringo Platform Expansion

Vringo Video Ringtone Platform	<ul> <li>Launched in 6 territories</li> <li>More on the way</li> <li>\$1 - \$5 monthly subscription</li> </ul>
Vringo Video Remix Platform	<ul> <li>Supports Android and IOS</li> <li>T-Pain launched - hits #14 in iTunes music apps</li> <li>New artists due to launch shortly including brand sponsorship</li> </ul>
Vringo Facetones Platform	<ul> <li>Animates Social Network photos</li> <li>In Alpha, being shown to operator partners</li> </ul>

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### Vringo LOI for Asset Purchase of m-Wise (OTC.BB: MWI

- Vringo has announced the signing of a non-binding Letter of Intent ("LOI") that sets forth terms for asset purchase of m-Wise, Inc.
- Transaction is contingent on definitive agreement, approval of respective Boards and shareholders, and regulatory approval.
- m-Wise provides a mobile content management, delivery and monetization platform used by major suppliers of mobile content and services
- m-Wise platform is used for over 3 M daily mobile service transactions and has supported over 1 B such transactions cumulatively
- Nine months 2010 reported m-Wise revenue was \$2.1 M
- Vringo will provide m-Wise with 1,900,000 shares, a management retention option of 500 K shares, cover \$615 K expenses over two years and assume certain other liabilities of m-Wise, and provide a \$325 K promissory note convertible into 200 K shares

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#### Strategic and Market Rationale

- Mobile apps and services, in particular video and imaging, are fragmented and in need of consolidation
- Carriers, content owners and brands are seeking an end-to-end array of mobile turnkey services and want to buy these services from trusted suppliers due to lack of internal development resources
- Solutions are sought that include Server-side components, transport, client apps and wap properties
- Customers are focused on delivery of rich media services including video, imaging (pictures), music, social apps, etc.
- Traditional suppliers of these services have not moved effectively to the "cloud'or embraced the app revolution
- A company with strong server, transport, and application footprint will be a desirable partner for major customers
- Serviceandcarriergroupsarelargelyglobal—onecanleveragenitial successes elsewhere
- We have already seen validation of this in initial discussions with customers

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#### m-Wise: why?

- Powerful platform that will allow us to offer cloud based end-to-end mobile services and solutions to our customers
- Utilizing Vringo's public currency will allow us to grow faster through acquisitions like m-Wise
- Few pure play mobile companies with pedigree public listings
- Strong Synergies:
  - Product Synergy: m-Wise back-end together with Vringo app expertise
  - Customer Synergy: m-Wise has a good group of leading companies as customers
  - Geographic Synergy: Focus on complimentary territories
  - Revenue and Margin contribution: m-Wise will immediately impact our revenue and help us move towards profitability
  - m-Wise platform is used to host app stores which is a frequent carrier request

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## m-Wise Client Base



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## Signed Revenue Deals: Initial Basis for Growth

# Markets in which we have launched or will launch our service through carriershaveseverahundredmillionmobilesubscribers



Currently in discussions with several other carriers pursuing additional agreements over the next242months

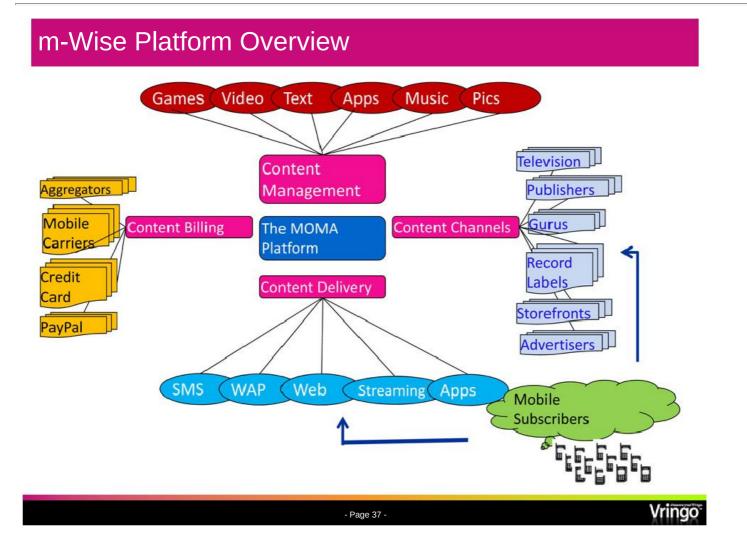
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(1) Source: United Nations

### m-Wise Mobile Content Clients

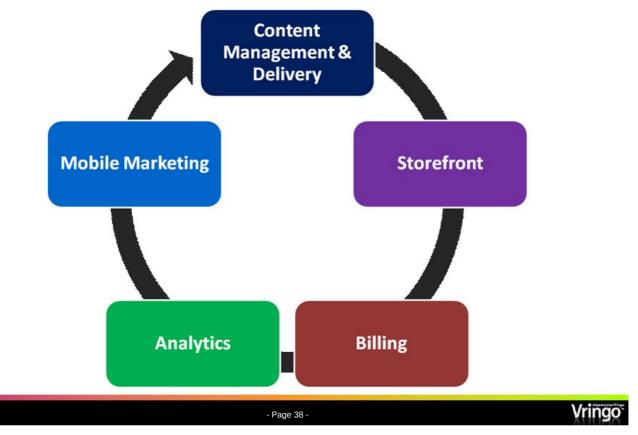


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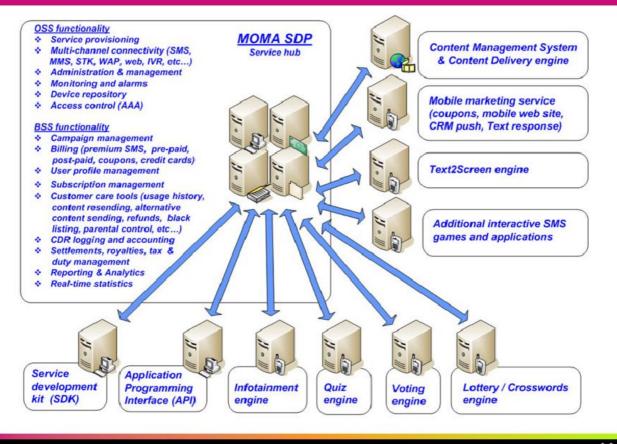




#### **One-Stop-Shop for Online & Mobile Content Solutions**



### MOMA Service Delivery Platform



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### The MOMA SDP Main Functionality

#### The MOMA Service Delivery Platform (SDP)

- Multi-territory, multi-country, multi-currency, multi-lingual, multitimezone, cross network platform messaging and billing
- Central management and maintenance
- Service provisioning (Quiz, Voting, Binary content, coupons, etc...)
- Management and delivery of any type of binary content, including music, videos, pictures, games and applications
- Medium independentoperates on SMS, MMS, WAP, web, IVR, and email simultaneously
- Flexible rating, pricing and billing
- Comprehensive reporting, analytics and CDRs records
- Extensive customer care tools
- OpenAPIforweb/WAPdevelopers3<sup>rd</sup> partiesapplication developers

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# Vringo Financial Position

(\$ 000)	September 30, 2010 (Unaudited)	December 31, 2009 (Audited)
Cash and cash equivalents	7,394	744
Total current assets	7,704	3,518
Total assets	7,982	3,789
Total current liabilities	2,076	3,649
Total long-term liabilities	5,830	4,550
Total stockholdersequity	76	(16,378)

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# Company Snapshot

Stock Exchange/Ticker:	NYSE Amex: VRNG
VRNG Recent Price (3/8/11):	\$2.10
Shares Outstanding: (3/8/11)	5.7 M
Market Cap:	\$12 M
3Q10 Revenue / Sequential growth rate:	\$54 K / 23%
Special Bridge/Bank warrants at \$2.75 exercise price	(3/8/11) 1.1M
Out-of-the-money warrants (3/8/11)	6.6 M
3Q 10 Net Income (Loss):	(\$2.8 M)
Net Granted stock options	3.1 M
Director and Officer Ownership:	8.7%
Warrant Exchange/Ticker:	IYSE Amex: VRNG-W
VRNG-W Recent Price (3/8/11):	\$0.14
VRNG-W exercise price & expiration	\$5.06; 6/21/15

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## Investment Highlights: Recap

Strong Platform for Grow	<ul> <li>Proven technology and products</li> <li>Scalable business model</li> <li>Major contracts signed with international mobile carriers and content providers</li> <li>Robust Video Ringtone platform ready to deploy as turnkey</li> </ul>
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