

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

FORM 8-K

Current Report

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

Date of Report (Date of earliest event reported): November 24, 2015

VRINGO, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-34785  
(Commission  
File Number)

20-4988129  
(I.R.S. Employer  
Identification No.)

780 Third Avenue, 12<sup>th</sup> Floor, New York, NY 10017  
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (212) 309-7549

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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))

**Item 3.03. Material Modifications to Rights of Security Holders.**

The information set forth in Item 5.03 is incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 24, 2015, Vringo, Inc. (the "Company") filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the "Charter"), with the Secretary of State of the State of Delaware, to effect a one-for-ten reverse stock split of the Company's shares of common stock.

As previously disclosed on a Current Report on Form 8-K filed on November 16, 2015, the Company's stockholders approved an amendment to the Charter to effect a reverse stock split of our common stock, at a ratio in the range of one-for-two to one-for-ten. On November 16, 2015, the Board of Directors of the Company selected the one-for-ten reverse stock split ratio and authorized the implementation of the reverse stock split.

As a result of the reverse stock split, every ten shares of the Company's pre-reverse split common stock will be combined and reclassified into one share of our common stock. Proportionate voting rights and other rights of common stockholders will not be affected by the reverse stock split, other than as a result of the rounding up of fractional shares. Stockholders who would otherwise hold a fractional share of common stock will receive an increase to their common stock as the common stock will be rounded up to a full share. No fractional shares will be issued in connection with the reverse stock split.

The reverse stock split will become effective at 5:00 pm, Eastern Time, on November 27, 2015 and the Company's common stock will trade on the NASDAQ Capital Market on a post-split basis at the open of business on November 30, 2015. The Company's post-reverse split common stock has a new CUSIP number: 92911N302, but the par value and other terms of the common stock were not affected by the reverse stock split.

The Company's transfer agent, American Stock Transfer & Trust Company, LLC, is acting as exchange agent for the reverse stock split and will send instructions to stockholders of record regarding the exchange of certificates for common stock.

On November 25, 2015, we issued a press release with respect to the reverse stock split described above, which is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

A copy of the Certificate of Amendment to the Charter is being filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
3.1	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Vringo, Inc., dated November 24, 2015.
99.1	Press release dated November 25, 2015.

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**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: November 25, 2015

By: /s/ Andrew D. Perlman  
Name: Andrew D. Perlman  
Title: Chief Executive Officer

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**CERTIFICATE OF AMENDMENT  
OF THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
VRINGO, INC.**

**VRINGO, INC.**, a Delaware corporation (the "Corporation"), does hereby certify that:

**FIRST:** The name of the Corporation is VRINGO, INC.

**SECOND:** The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on January 9, 2006 and the Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 22, 2010, and as further amended by the Certificate of Amendment of the Amended and Restated Certificate of Incorporation on July 19, 2012.

**THIRD:** The Board of Directors of the Corporation (the "Board"), acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware (the "DGCL"), adopted resolutions amending the Corporation's Amended and Restated Certificate of Incorporation as follows:

Article Fourth of the Corporation's Amended and Restated Certificate of Incorporation is hereby amended by adding the following Sections (3), (4) and (5):

"(3) Reverse Stock Split. Upon the effectiveness of this Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Corporation, the shares of the Corporation's Common Stock issued and outstanding prior to the Effective Time and the shares of Common Stock issued and held in treasury of the Corporation immediately prior to the Effective Time shall automatically be reclassified into a smaller number of shares such that each ten (10) shares of the Corporation's issued and outstanding Common Stock immediately prior to the Effective Time are reclassified into one (1) validly issued, fully paid and nonassessable share of Common Stock, without any further action by the Corporation or the holder thereof. No fractional shares of Corporation Common Stock will be issued as a result of the reverse stock split. Instead, stockholders of record who otherwise would be entitled to receive fractional shares, will be entitled to rounding up of their fractional share to the nearest whole share.

(4) Each stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified (as well as the right to receive a whole share in lieu of a fractional share of Common Stock), provided, however, that each person of record holding a certificate that represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified (including the right to receive a whole share in lieu of a fractional share of Common Stock).

(5) This Certificate of Amendment shall be effective on November 27, 2015 at 05:00 p.m., Eastern time (the “**Effective Time**”).”

**FOURTH:** Thereafter, pursuant to a resolution of the Board, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Sections 222 and 242 of the DGCL.

**IN WITNESS WHEREOF**, the Corporation has caused this CERTIFICATE OF AMENDMENT to be signed by Anastasia Nyrkovskaya its Chief Financial Officer and Treasurer as of the 24th day of November, 2015.

**VRINGO, INC.**

By: /s/ Anastasia Nyrkovskaya  
Name: Anastasia Nyrkovskaya  
Title: Chief Financial Officer and Treasurer

**VRINGO, INC. ANNOUNCES REVERSE STOCK SPLIT**

NEW YORK - November 25, 2015 - Vringo, Inc. (NASDAQ: VRNG), a company engaged in the innovation, development and monetization of intellectual property as well as the commercialization and distribution of wire-free charging and rugged computing devices, today announced that effective at 5:00 pm, Eastern Time, on November 27, 2015 ("Effective Time"), the Company will effect a one-for-ten reverse stock split of its outstanding common stock. The Company's common stock will open for trading on The NASDAQ Capital Market on November 30, 2015 on a post-split basis.

The reverse stock split is intended to increase the per share trading price of the Company's common stock to satisfy the \$1.00 minimum bid price requirement for continued listing on The NASDAQ Capital Market. As a result of the reverse stock split, every ten shares of the Company's common stock issued and outstanding on the Effective Time will be consolidated into one issued and outstanding share, except to the extent that the reverse stock split results in any of the Company's stockholders owning a fractional share, which would be rounded up to the next highest whole share. In connection with the reverse stock split, there will be no change in the nominal par value per share of \$0.01.

Trading of the Company's common stock on The NASDAQ Capital Market will continue, on a split-adjusted basis, with the opening of the markets on Monday, November 30, 2015, under the existing trading symbol "VRNG" under a new CUSIP number 92911N302. The reverse stock split reduces the number of shares of the Company's common stock outstanding from approximately 112.7 million pre-reverse split shares to approximately 11.3 million post-reverse split.

The Company has retained its transfer agent, American Stock Transfer & Trust Company, LLC ("AST"), to act as its exchange agent for the reverse stock split. AST will provide stockholders of record as of the Effective Time a letter of transmittal providing instructions for the exchange of their stock certificates. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to brokers' particular processes, and will not be required to take any action in connection with the reverse stock split.

The reverse stock split was approved within a range of one-for-two to one-for-ten by the Company's stockholders at the 2015 Annual Meeting of Stockholders held on November 16, 2015 and the specific ratio of one-for-ten was subsequently approved by the Company's Board of Directors. For more information regarding the reverse stock split, please refer to the Company's definitive proxy statement filed with the Securities and Exchange Commission on Schedule 14A on September 25, 2015.

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## **About Vringo, Inc.**

Vringo, Inc. is engaged in the innovation, development and monetization of intellectual property as well as the commercialization and distribution of wire-free charging and rugged computing devices. Vringo's intellectual property portfolio consists of over 600 patents and patent applications covering telecom infrastructure, internet search, ad-insertion, mobile and wire-free charging technologies. Vringo's subsidiary fliCharge is dedicated to the licensing and commercialization of wire-free charging technologies. Vringo's subsidiary Group Mobile is dedicated to the marketing and sale of rugged computing devices. For more information, visit: [www.vringo.com](http://www.vringo.com).

## **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 inability to license and monetize our patents, including the outcome of the litigation against ZTE and other companies; our inability to recognize the anticipated benefits of the acquisition of IDG, which may be affected by, among other things, competition, our ability to secure advantageous licensing and sales agreements, market acceptance of IDG's technology, potential technology obsolescence, protection of intellectual property rights and potential liability risks that are inherent in the marketing and sale of products used by consumers; our inability to monetize and recoup our investment with respect to patent assets that we acquire; our inability to develop and introduce new products and/or develop new intellectual property; our inability to protect our intellectual property rights; new legislation, regulations or court rulings related to enforcing patents, that could harm our business and operating results; unexpected trends in the mobile phone and telecom infrastructure industries; our inability to raise additional capital to fund our combined operations and business plan; our inability to maintain the listing of our securities on a major securities exchange; the potential lack of market acceptance of our products; potential competition from other providers and products; our inability to retain key members of our management team; the future success of Infomedia and our ability to receive value from its stock; our ability to continue as a going concern; our liquidity and other risks and uncertainties and other factors discussed from time to time in our filings with the Securities and Exchange Commission ("SEC"), including our annual report on Form 10-K filed with the SEC on March 16, 2015. 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.

## **Contacts:**

### Investors and Media:

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