Neonode, Inc Form 4 August 10, 2015

FORM 4

OMB APPROVAL

Number:

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Dahlin Mats		2. Issuer Name and Ticker or Trading Symbol Neonode, Inc [NEON]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) C/O NEONODE INC., STORGATAN 23	0	3. Date of Earliest Tra Month/Day/Year) 08/10/2015	ansaction		_	X Director Officer (give below)		Owner er (specify	
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) STOCKHOLM, V7 114 55					- -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned	
Security (Month/Day) (Instr. 3)	n Date 2A. Deeme Year) Execution I any (Month/Da	Date, if Transaction Code	4. Securitie on(A) or Disp (Instr. 3, 4)	posed of and 5) (A) or (D) P	(D) 3	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common stock 08/10/2013	5 08/10/20	15 P	10,000	A \$ 2.	.61	203,000	D		
Common Stock					9	939,194	I	By Davisa Capital	

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

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SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date		4. T	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					.,						
									Amount		
						Date	Evaluation		or		
							Expiration Date	Title Number of	Number		
						Exercisable					
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Dahlin Mats
C/O NEONODE INC.
STORGATAN 23C
STOCKHOLM, V7 114 55

Signatures

Lars Lindqvist, 08/10/2015 Attorney-in-fact

**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).

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.

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