

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): **February 14, 2012 (February 8, 2012)**

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**

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))
-

Item 3.02. Unregistered Sales of Equity Securities.

Between February 6 and February 14, 2012, Vringo, Inc. (the “**Company**”) entered into agreements with holders of certain of its outstanding warrants (the “**Holders**”), pursuant to which the Holders exercised warrants to purchase 3,828,993 shares of the Company's common stock for aggregate proceeds to the Company of \$3.6 million. The Company issued new warrants to purchase an aggregate of 2,505,922 shares of common stock at an exercise price of \$1.76 per share in consideration for the immediate exercise of the warrants.

The foregoing paragraph includes (i) the warrant exercises and issuances set forth in the Current Report on Form 8-K filed by the Company on February 7, 2012, and (ii) additional warrant exercises to purchase 1,384,127 shares of the Company's common stock (the “**Original Warrants**”) between February 8, 2012 and February 14, 2012. The additional aggregate proceeds received by the Company upon the exercise of the Original Warrants equaled approximately \$1.3 million. In consideration for the immediate exercise of the Original Warrants by the holders, the Company issued the holders new five-year warrants to purchase an aggregate of 721,213 shares of common stock (the “**New Warrants**”). The New Warrants have an exercise price of \$1.76 per share and are redeemable by the Company in the event its common stock exceeds \$5.00 for twenty of thirty trading days. The New Warrants 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 February 14, 2012, the Company issued a press release announcing the warrant exercises. A copy of this press release is attached hereto as Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

A copy of a slide presentation that the Company uses at investor conferences is attached to this Current Report on Form 8-K as Exhibit 99.2 and is incorporated herein solely for purposes of this Item 7.01 disclosure. Additionally, the Company has posted the slide presentation on its website at www.vringo.com in the investor relations section.

The information contained in this Current Report on Form 8-K, including Exhibit 99.2, 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

Exhibit No.	Description
99.1	Press Release issued by the Company on February 14, 2012
99.2	PowerPoint Slide Presentation

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: February 14, 2012

VRINGO, INC.

By: /s/ Ellen Cohl

Name: Ellen Cohl

Title: Chief Financial Officer Executive Officer



Vringo Announces Warrant Exercises

Company Receives \$3.6 Million in Proceeds to Support its Ongoing Strategic Growth Initiatives

NEW YORK — February 14, 2012 — Vringo, Inc. (NYSE Amex: VRNG), a provider of software platforms for mobile social and video applications, today announced that it has received approximately \$3.6 million in cash proceeds from the exercise of warrants to purchase approximately 3.8 million shares of common stock.

"We are extremely pleased at the level of confidence in us demonstrated by our investors by exercising their warrants," said Andrew Perlman, President of Vringo. "Vringo has made improvements in its financial performance and we believe it is well- positioned to continue to benefit from improving efficiencies. These warrant exercises further strengthen both the cash position of the company as well as its capital structure. We currently have no debt, a streamlined organizational structure and increasing downloads of our products. We believe the proceeds from the warrant exercises will enable us to support our ongoing strategic growth initiatives."

In connection with the warrant exercises, the Company issued warrants holders new warrants to purchase 2,505,922 shares of common stock with an exercise price of \$1.76 per share.

About Vringo

Vringo (NYSE Amex: VRNG) is a provider of software platforms for mobile social and video applications. 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™ application creates an automated video slideshow using friends' photos from social media web sites, which is played each time a user communicates with a friend using a mobile device. 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.

Contacts:

Investor Contact:

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646-794-4226
cliff@vringo.com

Media Contact:

The Hodges Partnership
Caroline Platt & Stacey Brucia
804-788-1414
VringoPR@hodgespart.com

Investor Presentation

First Quarter 2012



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Vringo[™]

Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements regarding the business of the Company and its industry generally, business strategy and prospects. These statements are based on the Company's estimates, projections, beliefs and assumptions and are not guarantees of future performance. These forward-looking statements are subject to various risks and uncertainties, which may cause actual results to differ materially from the forward-looking statements. The Company disclaims any obligation to update these forward-looking statements except as required by law.



What is **Vringo**?

- Vringo is a **Distribution Platform for mobile social apps and services.**
- Together with our mobile carrier relationships and handset partners we seek to enhance the mobile experience for an increasing number of users around the world.
- Our applications and services are utilized on over **1 billion** mobile interactions* per year and growing.



*Phone Calls, Text Messages, Billing Attempts

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Investment **Highlights**

- Experienced Management Team
- Early Mover Advantage
- Market Opportunity – **Right Place, Right Time**
- World Class Partners
- Proprietary Distribution Platform
- Multiple Revenue Streams
- Patented Portfolio of Technology
- **Undervalued vs. Peer Group**



Stock Information

- Stock Symbol: VRNG
- Exchange: NYSE Amex
- Recent Price (2/6/12) \$1.40
- Avg. Daily Volume (30 Day) 393,000
- 52-Week Range: \$0.68 to \$3.30
- Shares Outstanding: 13.7 million
- Industry: Mobile Social
- Headquarters: New York
- Key Investors: **Benchmark Capital and DAG Ventures***

* Leading Silicon Valley Venture Capital Firms. Prior investments include: eBay (EBAY), Twitter, AdMob (acquired by Google), Zipcar (ZIP), Plaxo (acquired by Comcast), Segway, and Yelp



Experienced **Management Team**

Jon Medved, Founder and CEO

- Brings more than 26 years of experience in technology start-ups including MERET (acquired by Amoco/BP) and Accent (Nasdaq: ACNTF)
- "One of Israel's leading venture capitalists" (Washington Post)
- Founder of Israel Seed Partners with exits including: Answers Corp. (NasdaqCM: ANSW), Shopping.com (acquired by eBay Inc. for \$640 M), Compugen (Nasdaq: CGEN), Native Networks (acquired by Alcatel (NYSE: ALA))

Andrew Perlman, President

- Formerly of EMI Music with 10 years mobile entertainment experience
- Led distribution deals with digital partners for EMI's music and video content
- Built the digital business at Classic Media until its sale to Entertainment Rights for **\$320 million**.

Ellen Cohl, CFO

- Formerly of Arthur Andersen & Co., Chiaro Networks, and Virtual Communities
- Certified Public Accountant with MBA

Cliff Weinstein, VP Corporate Development

- Formerly partner at Maxim Group
- Brings 9 Years of Capital Market experience within the micro/small cap sectors

Josh Wolff, VP Services & Solutions

- Formerly of NMS Communications



Board of Directors

Seth ("Yossi") Siegel, Chairman of the Board

- Former Founder, Chairman and CEO of the Beanstalk Group, world's largest independent licensing agency
- Marketing / brand commentary appears in NY Times, BrandWeek, Wall 2Street Journal, etc.
- Served leading Brands such as: AT&T, IBM, Harley Davidson and Ford



Jon Medved, CEO and Board Member

- Formerly the Founder and General Partner of Israel Seed



Andrew Perlman, President and Board Member

- Formerly VP of EMI Music with strong background in digital entertainment



Edo Segal, Board Member

- Founder and CEO of Relegance (sold to AOL)

John Engleman, Board Member

- Co-CEO of Classic Media



Geoffrey Skolnik, Board Member

- Founder and President of G.M. Skolnik Associates
- Formerly of Gitano Group, Jacques Moret and Accessory Network

Phil Serlin, Board Member and Chairman of the Audit Committee

- CFO of Bioline RX (Nasdaq: BLRX)



Focused on Rapidly Expanding Markets and Trends

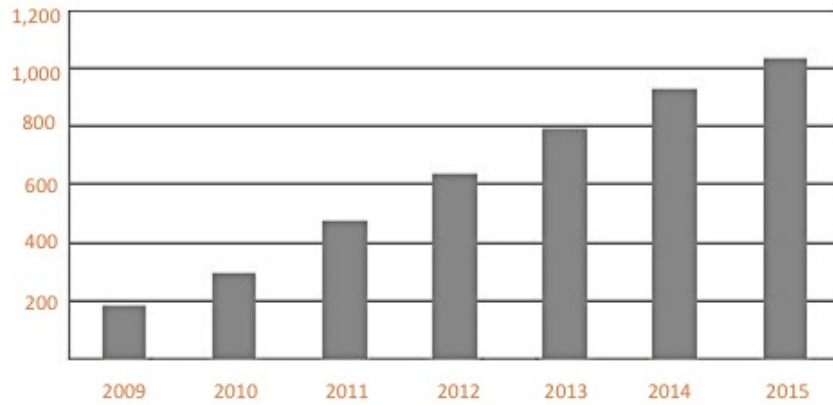
- **Mobile Social is Growing Exponentially**
 - Facebook® and Twitter at the forefront of the phenomenon
 - Mobile social media users expected to grow **from 650 million to 1.3 billion** from 2011-2016 ⁽¹⁾
- **Mobile Applications/Preloads**
 - **\$7.7 billion** in mobile preloads expected by 2014 ⁽²⁾
 - Mobile apps expected to grow from 10.9 billion downloads in 2010 to 76.9 billion in 2014
- **Growth of Smartphones**
 - Global smartphone shipments are expected to **rise three fold** from 2010 to 2015⁽³⁾
 - Global smartphone sales are expected to reach **948 million** by 2015, 26% CAGR⁽⁴⁾

(1) Juniper Research
(2) iSupply
(3) Coda Research
(4) Coda Research



Growth of the Smartphone

Worldwide Forecast of Smartphone Shipments
(Millions of Units)

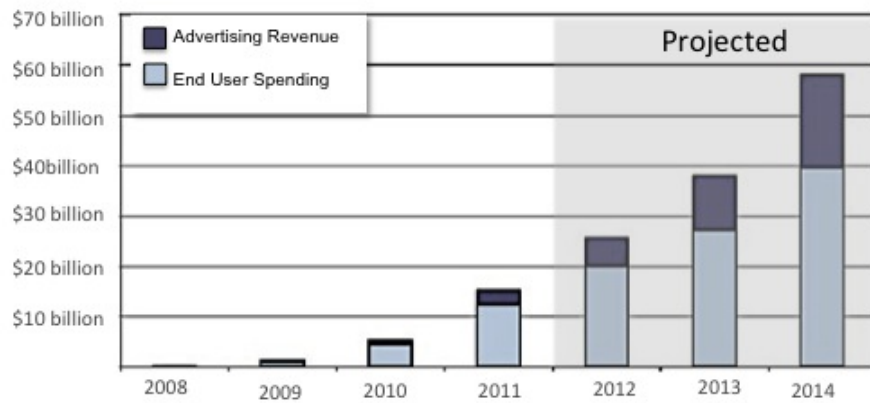


- Smartphone sales are expected to eclipse PC sales in 2012⁽¹⁾
- Mobile video traffic accounted for over 50% of mobile traffic in 2011⁽²⁾
- Smartphones expect to generate 1.3 GB of traffic per month in 2015, a 16-fold increase over 2010⁽³⁾

(1) Morgan Stanley
(2) Cisco Visual Network Index
(3) Cisco



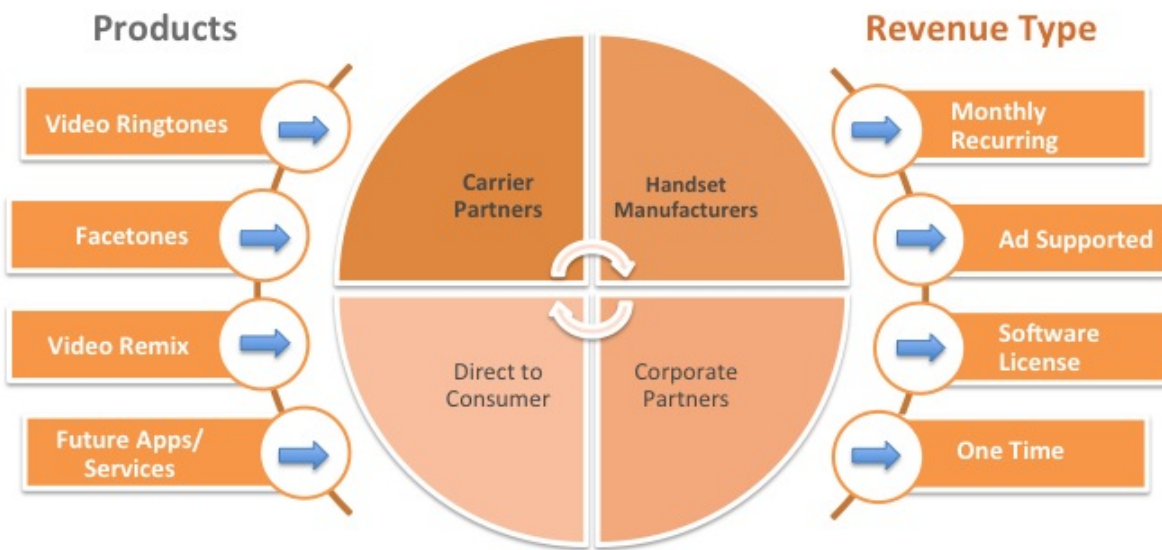
Mobile Apps on the Rise



- Mobile application revenue projected to exceed **\$25 billion in 2012** and **\$50 billion by 2014**⁽¹⁾

(1) Gartner Research

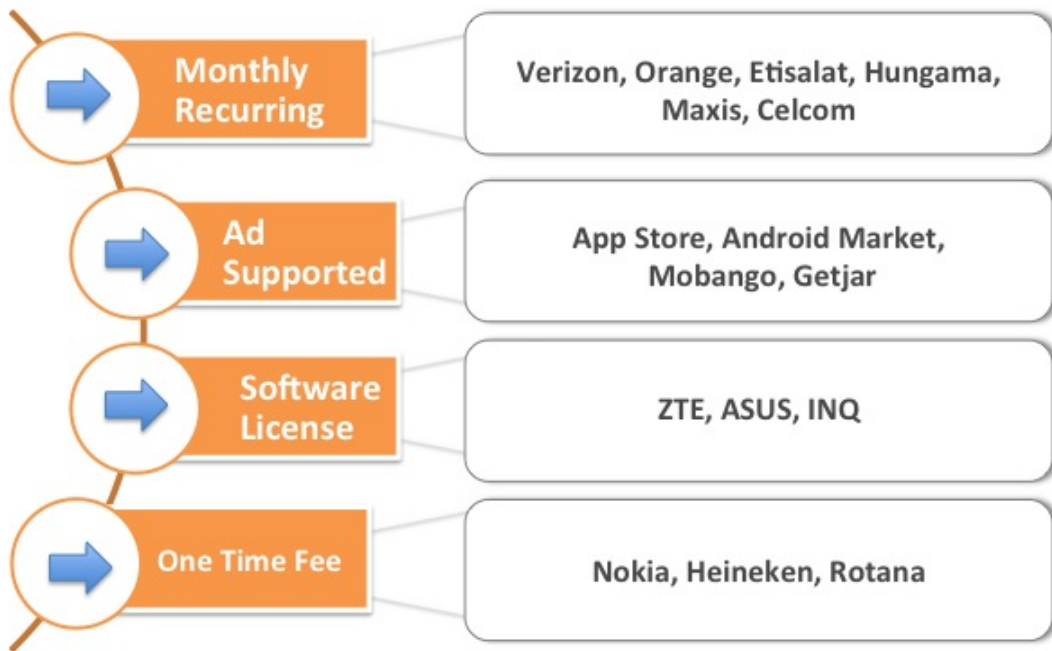
Vringo's Platform



Proprietary. **Strong. Scalable.**



Revenue Sources



Global Partners

Carrier Partnerships



Handsets



Content Providers



Advertising



Global Penetration

Markets in which Vringo has launched or will launch our service through carriers represent several hundred million mobile subscribers



Currently in discussions with several other carriers and pursuing additional agreements



Carrier Relationship Reach

Existing Relationships

<u>Carrier</u>	<u>Potential Subscribers</u>
Vodafone	361,000,000
Telefonica	227,000,000
Verizon Wireless	94,000,000
Orange UK	16,000,000
Celcom Malaysia	12,000,000
Maxis Malaysia	11,400,000
RTL Belgium	11,000,000
Etisalat UAE	7,300,000
Starhub Singapore	2,000,000
Total	741,700,000

Expected Q1 Launches

	<u>Potential Subscribers</u>
Carrier #1	~50,000,000
Carrier #2	~35,000,000
Carrier #3	~6,000,000
Additional	~91,000,000
Q1 Potential Subscriber Reach	~ 830,000,000

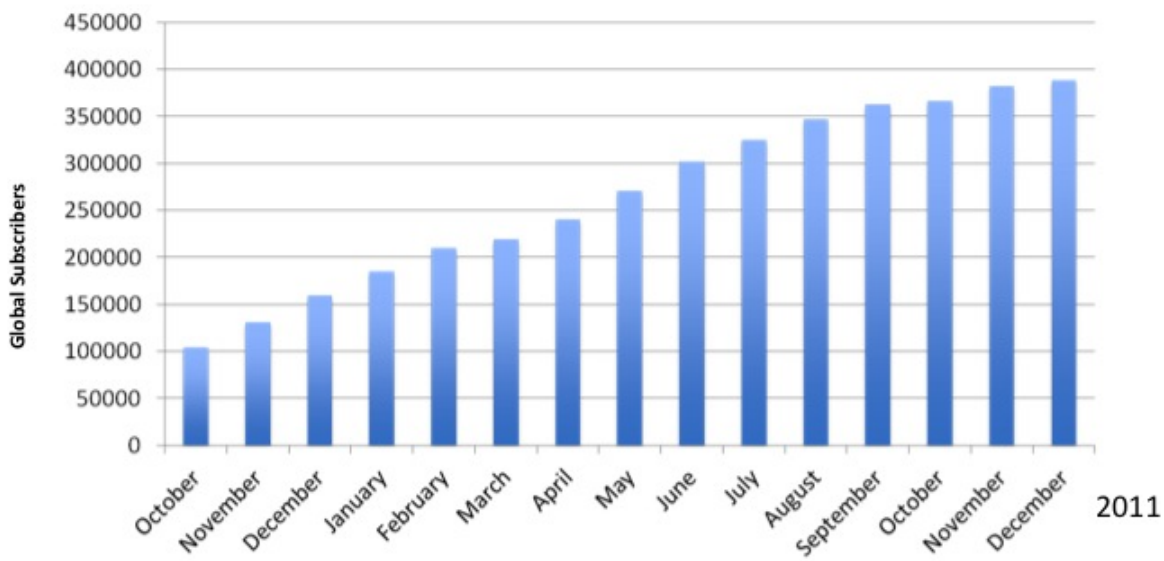


Video Ringtone **Service**

- **High Quality Video and Social Functionality Meets Ringtones**
 - Video Ringtones app on Android, Symbian, J2ME & Blackberry
 - App covers more than 400+ popular handset models
 - Any data connected device can get Vringo video ringtone via WAP
 - Instantly share videos via Facebook®, email and SMS
 - VringForward™ goes viral by letting users send favorite videos just by calling!
 - Vringo can build custom apps for ANY mobile platform
 - Recurring Revenue Model



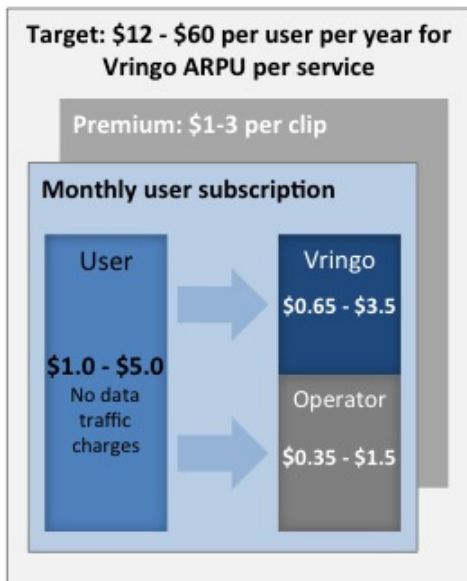
Video Ringtone Cumulative Subscribers



Continued growth expected with new product launches and partner agreements

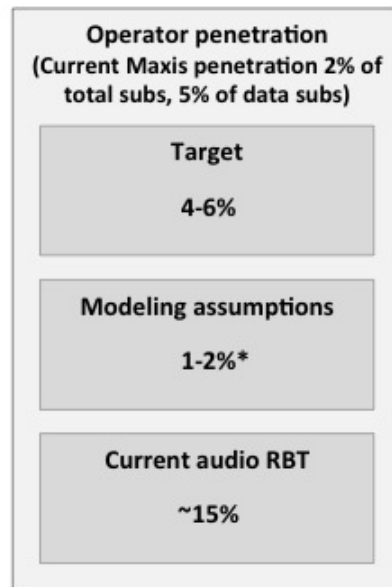


Video Ringtones: **Simple, Scalable**



Does not include billing efficiency factors, can be 20% of this in heavily prepaid markets such as Malaysia

X



* Average penetration of addressable market within 1 year of new market launch

Facetones is the ultimate social mobile app that redefines the calling experience.

Facetones™ turns heads every time your phone rings by taking your friends' Facebook photos and transforming them into a video mashup which plays whenever your friends call you or you call them.



Facetones™ App

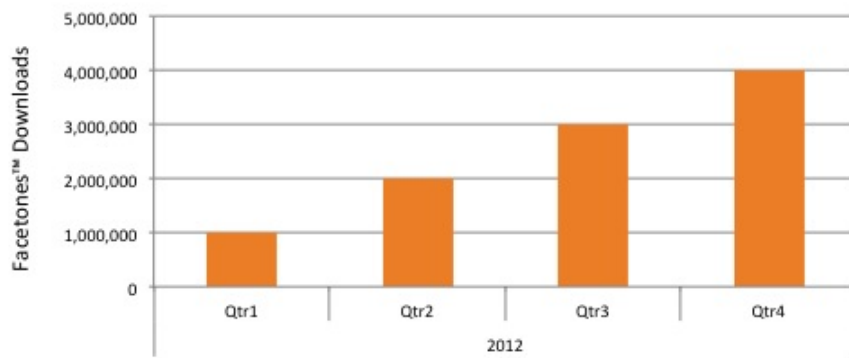
- **The Definitive Mobile Social Experience for Phone Calls**
 - See a visual slideshow of your friends' social media pictures every time you call them or they call you
 - Facetones™ transforms Caller-ID to media-rich video
 - Facebook® integration matches contacts to profile pics
 - See friends' latest pics on incoming AND outgoing calls
 - Sold together with carrier partners for a \$0.99-1.99 monthly fee
 - Facetones is also available as a free ad-supported version



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Facetones™ User Acquisition Data

Projected Facetones™ Cumulative Downloads in 2012



	Q1 2012	Q2 2012	Q3 2012	Q4 2012
Total Projected Downloads	1,000,000	2,000,000	3,000,000	4,000,000
Total Projected Active Users	350,000	700,000	1,050,000	1,400,000





Surpassed 1,000,000 Downloads

Average User Makes/Receives 5 Phone Calls per day

Small Pop-Up Ad after each call

Approaching 1,000,000 Ad Impressions per day

Preloaded Software

- Pre-Load agreement with ZTE Corporation, largest handset maker in China and 4th largest globally
- ZTE shipped over **80 million handsets** in 2011
- Vringo's social personalization offers various handset features
 - Growing realization by handset makers that Vringo's applications should be included out of the box
 - Becoming a strategic direction for future distribution of applications

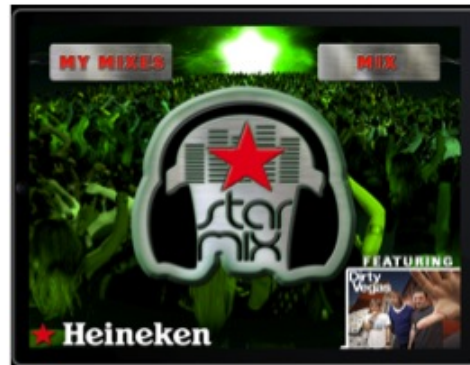
ZTE中兴



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Video Remix

- Vringo's Video ReMix product lets consumers create their own audio-visual remix
- Tapping different elements activates beats to remix a song on iPhone, iPad or Android
- The video can be uploaded to YouTube and shared on Facebook®, Twitter and Email
- First Sponsorship announced with Heineken as the "Star Mix" Application
- **Viral potential may lead to sponsorship opportunities**



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Reality TV App

- **Creating a Mobile Experience for Reality TV and Talent Shows**

- Vringo creates a high value proposition by exposing consumers to rich branded content during live shows
- Reality TV application allows users to:
 - Review past performances
 - Set clips as their video ringtones
 - Receive pushed content exclusive to the app
 - Vote and get info about their favorite contestants
- Successful case was Vringo's partnership with Nokia and Rotana for a custom app for reality TV show "Star Academy"
 - 200,000 users downloaded the application, 2X the target set at start of the campaign



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Valuable Patent Portfolio

- Over **20** Patent Applications Filed and Three (3) Issued
- Vringo's Foundational Patents Cover:
 - Social Mobile
 - Mobile Video Technology
- As exemplified by Google's acquisition of Motorola for \$12.5 billion, the mobile patent market is lucrative.
 - Motorola's portfolio valued at approximately \$500,000 per patent

U.S. Patent No. 7,761,816

Technology relating to mobile video sharing on legacy handsets

U.S. Patent No. 7,877,746

Ability to personalize app installation files for specific individual users

U.S. Patent No. 8,041,401

Technology relating to mobile video sharing on newer smartphone handsets



Vringo Comps

Public Companies	Price	Market Cap	Revenues (TTM)	Revenue Multiples
MEDL Mobile Holdings (MEDL.OB)	\$0.92	\$36 million	\$1.7 million	21
Augme Technologies (AUGT.OB)	\$2.02	\$190 million	\$4.2 million	45
Poynt Corp (PYN.V)	\$0.14	\$69 million	\$1.8 million	38
Apps Genius Corp. (APGS.OB)	\$0.47	\$13 million	\$21,000	619
Vringo (VRNG)	\$1.40	\$19 million	\$640,000	28



Press Coverage



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



"Vringo has something that others lack...the caller has the power"



"the next level ringtone...this company's fun and unusual product is just getting better and better"



"the next big thing in ringtones is a company called Vringo"



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



"once again, social media is changing the way we use technology"



"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"



"Next big thing in the ringtone wave"



Key Growth Drivers

- Aggressively Monetize Vringo Distribution Platform
- Identify, Acquire or Create Additional Apps and Services
- Preloaded Software to Become Significant Revenue Stream
- Additional Carrier Deals
- Viral Social Mobile Growth
- Enhance and Update Current Apps and Services
- Strengthen IP Portfolio with New Patents



Thank You!

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Cliff Weinstein, VP Corporate Development
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