

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): May 5, 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, 12th 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 2.02 Results of Operations and Financial Condition.

Attached hereto as Exhibit 99.1 is a copy of a press release of Vringo, Inc., dated May 5, 2015, announcing certain financial results for the first fiscal quarter ended March 31, 2015.

The information set forth under this “Item 2.02. Results of Operations and Financial Condition,” including the exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibits
99.1	Press release, dated May 5, 2015.

SIGNATURES

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: May 5, 2015

By: /s/ Andrew D. Perlman

Name: Andrew D. Perlman

Title: Chief Executive Officer

VRINGO ANNOUNCES 2015 FIRST QUARTER RESULTS

NEW YORK — May 5, 2015 — Vringo, Inc. (NASDAQ: VRNG), a company engaged in the innovation, development and monetization of intellectual property, today announced operating results for the quarter ended March 31, 2015 and filed with the Securities and Exchange Commission its Quarterly Report on Form 10-Q.

Operating Results for the Quarter Ended March 31, 2015 and Subsequent Events

- § On May 4, 2015, we entered into a securities purchase agreement with certain institutional investors (“the Investors”), in a registered direct offering of Senior Secured Convertible Notes (“Notes”) and warrants to purchase shares of our common stock. On that date, we issued \$12.5 million of Notes to the Investors, which are convertible into shares of our common stock at \$1.00 per share, bear 8% interest and mature in 21 months, unless earlier converted. The Notes may be repaid, at Vringo's election, in either cash or, subject to certain conditions, shares of the company's common stock at a discount to the then-current market price. In addition, we issued the Investors approximately 5.4 million warrants to purchase shares of our common stock, which are exercisable at \$1.00 per share and are exercisable for a period of five years. In connection with the issuance of the Notes and warrants, we received net cash proceeds of \$12.4 million.
 - § Our cash balance as of May 5, 2015 is approximately \$23 million.
 - § As of March 31, 2015, we had approximately \$14.3 million in cash and court deposits.
 - § During the quarter ended March 31, 2015, our average monthly cash used in operating activities was approximately \$1.2 million compared to approximately \$2.8 million during the quarter ended March 31, 2014, a decrease of approximately 57%.
 - § Our net loss from continuing operations was approximately \$7.0 million (including non-cash expenses) for the quarter ended March 31, 2015, mainly attributable to the following:
 - § Operating legal costs of \$2.8 million in connection with ongoing litigations against ZTE Corporation, ASUSTeK Computer, Inc., and certain of their affiliates and customers, and other planned enforcements of our intellectual property, net of legal fee reimbursements received of \$1.0 million;
 - § General and administrative expenses of \$1.2 million; and
 - § Non-cash expenses of \$3.1 million mainly related to equity-based compensation costs and amortization of our patents.
 - § On a per share basis, our total net loss from continuing operations was \$0.07 per basic and diluted share for the quarter ended March 31, 2015, compared to a net loss of \$0.13 per basic and diluted share for the quarter ended March 31, 2014.
 - § We anticipate that approximately 13.2 million publicly traded and privately held warrants exercisable at \$5.06 per share will expire in June 2015.
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About Vringo, Inc.

Vringo, Inc. is engaged in the innovation, development and monetization of intellectual property and mobile technologies. Vringo's intellectual property portfolio consists of over 600 patents and patent applications covering telecom infrastructure, internet search, and mobile technologies. The patents and patent applications have been developed internally, and acquired from third parties. For more information, visit: 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 online search firms and other companies; 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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