

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Iroquois Capital Management, LLC</u>  (Last) (First) (Middle) 641 LEXINGTON AVENUE 26TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vringo Inc [ VRNG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2011		S		5,000	D	\$1.51	921,604 <sup>(1)(2)(3)</sup>	I	See Footnotes <sup>(1)(2)(3)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Iroquois Capital Management, LLC  
 (Last) (First) (Middle)  
 641 LEXINGTON AVENUE  
 26TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Silverman Joshua  
 (Last) (First) (Middle)  
 641 LEXINGTON AVENUE  
 26TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Abbe Richard  
 (Last) (First) (Middle)

641 LEXINGTON AVENUE  
26TH FLOOR

---

(Street)  
NEW YORK NY 10022

---

(City) (State) (Zip)

**Explanation of Responses:**

1. 670,849 Shares (as defined below) are held by Iroquois Master Fund Ltd., a Cayman Islands corporation ("Iroquois Master Fund"). 241,173 Shares are held by Iroquois Capital Management L.L.C., a Delaware limited liability company ("Iroquois Capital"), 4,791 Shares are held by Richard Abbe, a citizen of the United States of America ("Mr. Abbe"), as UGMA custodian for Mr. Abbe's three children. 4,791 Shares are held by American Capital Management LLC, as to which Mr. Abbe and Joshua Silverman, a citizen of the United States of America ("Mr. Silverman"), may be deemed to have a pecuniary interest. "Shares" are shares of the Issuer's common stock, par value \$0.01 per share.

2. Iroquois Capital is the investment manager of Iroquois Master Fund. Consequently, Iroquois Capital has voting control and investment discretion over securities held by Iroquois Master Fund. As managing members of Iroquois Capital, Mr. Silverman and Mr. Abbe make voting and investment decisions on behalf of Iroquois Capital in its capacity as investment manager to Iroquois Master Fund. As a result of the foregoing, Mr. Silverman and Mr. Abbe may be deemed to have beneficial ownership (as determined under Section 13(d) of the Securities Exchange Act of 1934, as amended) of the securities held by Iroquois Master Fund.

3. Each of Iroquois Capital, Mr. Abbe and Mr. Silverman disclaim beneficial ownership of these Shares except to the extent of their pecuniary interest in these Shares.

Iroquois Capital Management  
L.L.C., By: /s/ Joshua  
Silverman, Authorized 10/31/2011  
Signatory.  
/s/ Joshua Silverman 10/31/2011  
/s/ Richard Abbe 10/31/2011  
\*\* Signature of Reporting Person Date

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

\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.