

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

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FORM 8-K

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Current Report

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

Date of Report (Date of earliest event reported): August 10, 2012

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

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Delaware  
(State or other jurisdiction  
of incorporation)

001-34785  
(Commission  
File Number)

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

780 Third Avenue, 15th Floor  
New York, New York 10017  
(Address of Principal Executive Offices and Zip Code)

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

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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))
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## **Item 2.01 Completion of Acquisition or Disposition of Assets**

On August 10, 2012, Vringo, Inc. (the “Company”) paid to Nokia Corporation (“Nokia”) \$22 million in cash to fulfill its current payment obligations in connection with its acquisition of a portfolio consisting of over 500 patents and patent applications worldwide, including 109 issued United States patents from Nokia pursuant to that certain Patent Purchase Agreement (the “Patent Purchase Agreement”) by and between the Company and Nokia, dated August 9, 2012. In accordance with the Patent Purchase Agreement, the Company paid to Nokia \$22 million in cash as purchase price for the portfolio. In addition, the Company may pay, to the extent that the gross revenue (as defined in the Patent Purchase Agreement) generated by the acquired patent portfolio exceeds \$22 million, a royalty of 35% of such excess.

The portfolio encompasses a broad range of technologies relating to cellular infrastructure, including communication management, data and signal transmission, mobility management, radio resources management and services.

Thirty-one of the 124 patent families acquired have been declared essential by Nokia to wireless communications standards. Standards represented in the portfolio are commonly known as 2G, 2.5G, 3G and 4G and related technologies and include GSM, WCDMA, T63, T64, DECT, IETF, LTE, SAE, and OMA.

The Patent Purchase Agreement provides that Nokia and its affiliates will retain a non-exclusive, worldwide and fully paid-up license (without the right to grant sublicenses) to the portfolio for the sole purpose of supplying (as defined in the Patent Purchase Agreement) Nokia’s products. The Patent Purchase Agreement also provides that if the Company brings a proceeding against Nokia or its affiliates within seven years, Nokia shall have the right to reacquire the patent portfolio for a nominal amount.

Further, if the Company either sells to a third party any assigned essential cellular patent, or more than a certain portion of the other assigned patents (other than in connection with a change of control of the Company), or files an action against a telecom provider to enforce any of the assigned patents (other than in response to any specified action filed by a telecom provider against the Company or its affiliate) which action is not withdrawn after notice from Nokia, then the Company will be obligated to pay to Nokia a substantial impairment payment. Because all of the foregoing actions are within the Company’s sole control, it does not expect to be obligated to pay any such impairment payment.

The list of assigned patents and essential cellular patents pursuant to the Patent Purchase Agreement was attached as Exhibit 99.1 to the Company’s Current Report on Form 8-K filed with the SEC on August 9, 2012 and is incorporated herein by reference.

The Company intends to file the Patent Purchase Agreement as an exhibit to its periodic report for the period ending September 30, 2012 and plans to seek confidential treatment of certain terms in the Patent Purchase Agreement at such time.

## **Item 8.01 Other Events**

On August 10, 2012, the Company completed the sale of 9,600,000 shares of its common stock (the “Shares”) in its previously disclosed registered direct offering (the “Offering”), at a purchase price of \$3.25 per share, to certain investors in a privately negotiated transaction in which no party acted as an underwriter or placement agent.

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The net proceeds to the Company from the sale of the Shares, after deducting Offering expenses, was approximately \$30.5 million.

In connection with the completion of the acquisition of the patent portfolio from Nokia and the completion of the Offering, the Company issued a press release. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release, dated August 13, 2012, announcing the closing of the acquisition of patent portfolio from Nokia Corporation and the closing of the registered direct offering

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**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.**

Dated: August 14, 2012

By:

/s/ Andrew D. Perlman

Name: Andrew D. Perlman

Title: Chief Executive Officer

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**Vringo Closes Financing and Acquisition of Nokia Patent Portfolio**  
**Vringo Announces Second Quarter Conference Call**

NEW YORK — August 13, 2012 — Vringo, Inc. (NYSE MKT: VRNG), a company engaged in the innovation, development, and monetization of mobile technologies and intellectual property, today announced the closing of its previously announced registered direct offering. Vringo has received approximately gross proceeds of approximately \$31.2 million from the sale of 9.6 million shares of its common stock in the offering.

As previously announced, Nokia agreed to sell to Vringo a portfolio consisting of over 500 patents and patent applications worldwide. Vringo has used a portion of the proceeds from the offering to fulfill all current payment obligations under the parties' Patent Purchase Agreement. Vringo anticipates receiving assignments of most of the patents and patent applications over the next three months.

Vringo also announced that it will host a conference call to discuss its financial results for the second quarter of 2012 and subsequent events. The details are as follows:

Date: Tuesday, August 14, 2012  
Time: 5:00 p.m. Eastern (Vringo recommends dialing in ten minutes in advance)  
Domestic: (888) 882-8678  
International: (706) 645-4500  
Replay (available shortly after conclusion): (855) 859-2056  
Confirmation Code: 20623594

The sale and issuance of the shares was made pursuant to a prospectus supplement dated August 9, 2012 and an accompanying prospectus dated August 2, 2012, pursuant to Vringo's effective "shelf" registration statement on Form S-3 (File No. 333-182823), which was filed with the Securities and Exchange Commission on July 24, 2012 and was declared effective on August 2, 2012.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities of Vringo, Inc. nor shall there be any sale of securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About Vringo, Inc.**

Vringo, Inc. is engaged in the innovation, development and monetization of mobile technologies and intellectual property. Vringo's intellectual property portfolio consists of over 500 patents and patent applications covering telecom infrastructure, internet search, and mobile technologies. The patents and patent applications have been developed internally, and acquired from Lycos, Inc. and Nokia Corporation. Vringo operates a global platform for the distribution of mobile social applications and services including Facetones® and Video Ringtones which transform the basic act of making and receiving mobile phone calls into a highly visual, social experience.

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## 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: the inability to realize the potential value created by the merger with Innovate/Protect for our stockholders; our inability to raise additional capital to fund our combined operations and business plan; our inability to monetize and recoup our investment with respect to patent assets that we acquire; our inability to maintain the listing of our securities on the NYSE MKT; the potential lack of market acceptance of our products; our inability to protect our intellectual property rights; potential competition from other providers and products; our inability to license and monetize the patents owned by Innovate/Protect, 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; and other risks and uncertainties and other factors discussed from time to time in our filings with the Securities and Exchange Commission ("SEC"). Investors and stockholders are also urged to read the risk factors set forth in the definitive proxy statement/prospectus filed with the SEC on June 21, 2012. 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:

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