
**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): May 31, 2011 (May 24, 2011)

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.)

18 East 16th Street, 7th Floor
New York, New York
(Address of principal executive offices)

10003
(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))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 24, 2011, Vringo, Inc. (the "Company") received notice from the NYSE Amex LLC (the "Exchange") that, based on their review of the Company's Forms 10-K and 10-Q for the periods ended December 31, 2010 and March 31, 2011, respectively, the Company is not in compliance with certain of the Exchange's continued listing standards as set forth in Part 10 of the Exchange's Company Guide. Specifically, the Exchange noted that the Company is not in compliance with Section 1003(a)(iv) of the Company Guide because the Company has sustained losses which are so substantial in relation to its overall operations or its existing financial resources, or the Company's financial condition has become so impaired that it appears questionable, in the opinion of the Exchange, as to whether the Company will be able to continue operations and/or meet its obligations as they mature.

In order to maintain listing of the Company's securities on the Exchange, the Company must submit a plan by June 23, 2011, addressing how the Company intends to regain compliance with Section 1003(a)(iv) by September 30, 2011. The Company intends to submit such a plan by the June 23, 2011 deadline. If the Exchange accepts the plan, then the Company may be able to continue its listing during the plan period, up to September 30, 2011, during which time the Company will be subject to periodic reviews to determine whether it is making progress consistent with the plan. If the Company fails to submit a plan acceptable to the Exchange or, if the plan is accepted but the Exchange determines that the Company is not making progress consistent with the plan or that the Company is not in compliance with all continued listing standards of the Company Guide by September 30, 2011, then the Company expects the Exchange will initiate delisting proceedings.

On May 31, 2011, the Company issued a press release announcing its receipt from the Exchange of notice of the Company's failure to satisfy a continued listing standard. The full text of this press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release, dated May 31, 2011

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: May 31, 2011

VRINGO, INC.

By: /s/ Ellen Cohl

Name: Ellen Cohl

Title: Chief Financial Officer



Vringo Receives Deficiency Notice from NYSE Amex

Management to Submit Plan to Regain Compliance

NEW YORK — May 31, 2011 — Vringo, Inc. (NYSE Amex: VRNG), a provider of software platforms for mobile video applications and video ringtones, today announced that, on May 24, 2011, the Company received a deficiency notice from the NYSE Amex LLC (“Amex” or the “Exchange”) that, based on the Exchange’s review of the Company’s most recent filings with the Securities and Exchange Commission, the Company is not in compliance with Section 1003(a)(iv) of the Exchange’s continued listing standards, since in the opinion of the Exchange, the Company’s losses bring into question whether it will be able to continue operations and/or meets its obligations as they mature.

In order to maintain listing of its securities on the Exchange, the Company must submit a plan by June 23, 2011, addressing how the Company intends to regain compliance with Section 1003(a)(iv) by September 30, 2011. The Company intends to submit such a plan by the June 23, 2011 deadline. If the Exchange accepts the plan, then the Company may be able to continue its listing during the plan period, up to September 30, 2011, during which time the Company will be subject to periodic reviews to determine whether it is making progress consistent with the plan.

Jon Medved, CEO of Vringo, stated, “The plan we will submit to Amex will demonstrate that we are diligently focused on improving our financial results and building our business.”

Mr. Medved added, “The plan will also provide that we are engaged in advanced discussions with various parties regarding a number of potential strategic transactions, including raising additional capital, that can be concluded in the near-term. We believe these transactions, if consummated, will enable us to regain compliance with the NYSE Amex’s listing standards.”

About Vringo

Vringo (NYSE Amex: VRNG) is a leading provider of software platforms for mobile video services and video ringtones. With its award-winning video ringtone application and other mobile software platforms, Vringo transforms the basic act of making and receiving mobile phone calls into a highly visual, social experience. Vringo’s core mobile application, which is compatible with more than 400 handsets, 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 has been heralded by The New York Times as “the next big thing in ringtones” and USA Today said Vringo’s application has “to be seen to be believed.” Vringo has launched its service with various international mobile operators, holds licensing deals with over 40 major content partners

and maintains a library of more than 12,000 video ringtones for users in various territories. For more information, visit: <http://ir.vringo.com>.

For more information about how video ringtones work, visit: www.vringo.com.

Forward-Looking Statements

This press release includes forward-looking statements that involve risks and uncertainties. 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 from the forward-looking statements. 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.

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