

Neonode Inc.
Form SC 13G
February 12, 2019

THE UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Neonode Inc.

(Name of Issuer)

Common Stock, par value, \$0.001 per share

(Title of Class of Securities)

64051M709

(CUSIP Number)

February 8, 2019

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 64051M709

Names of reporting
persons:

(1)

Carl Grevelius
Check the
appropriate box if a
member of a group
(see instructions)

(2)

(a)

(b)
SEC use only

(3)

Citizenship or place
of organization:

(4)

Sweden

Sole voting
power:

Number
of

shares

443,600

beneficially

Shared
voting
power:

owned
by

(6)

each

0

reporting

(7) Sole
dispositive
power:

person
with

443,600
Shared
dispositive
power:

(8)

0

Aggregate amount
beneficially owned
by each reporting
person:

(9)

443,600
Check if the
aggregate amount in
row (9) excludes
certain shares (see
instructions):

(10)

Percent of class
represented by
amount in row (9):

(11)

5.04%
Type of reporting
person (see
instructions):

(12)

IN

Item 1(b). Address of issuer's principal executive offices:

Storgatan 23C, 11455, Stockholm, Sweden

Item 2(a). Name of person filing: Carl Grevelius

Item 2(b). Address of principal business office or, if none, residence:

Hojdstigen 4, 181 31, Lidingo, Sweden

Item 2(c). Citizenship: Sweden

Item 2(d). Title of Class of Securities: Common Stock, par value \$0.001 per share

Item 2(e). CUSIP No.: 64051M709

Item 3.

Not Applicable.

Item 4. Ownership

(a) Amount beneficially owned: 443,600

(b) Percent of class: M.04%

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 443,600

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 443,600

(iv) shared power to dispose or to direct the disposition of : 0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

3

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2019 By: /s/ Carl Grevelius
Name: Carl Grevelius

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)