

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

OMB APPROVAL table with fields: OMB Number: 3235-0076, Expires: April 30, 2008, Estimated average burden hours per response: 16.00

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with fields: Prefix, Serial, DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Vringo, Inc. / Offering of Series B Convertible Preferred Stock, Common Stock, and Warrants(1)

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment

PROCESSED

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

AUG 27 2007 E

Vringo, Inc.

Address of Executive Offices: 27 Meadow Lane, Greenwich, CT 06831. Telephone Number: (917) 744-3357. Address of Principal Business Operations: Same. Telephone Number: Same.

THOMSON FINANCIAL

Brief Description of Business

The development and marketing of video ring tones.

Type of Business Organization

corporation, limited partnership, already formed, Other (please specify), business trust, limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 01, Year 06

Actual, Estimated

Jurisdiction of Incorporation or Organization (Enter two-letter U.S. Postal Service abbreviation for State: DE)



07075422

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where to File, Copies Required, Information Required, Filing Fee

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05) 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 control number.

(1) The issuer is offering (the "Offering") up to 4,592,794 shares (the "Series B Shares") of the Company's Series B Convertible Preferred Stock, par value \$0.01 per share (the "Series B Preferred Stock"), 200,694 shares (the "Common Shares," and together with the Series B Shares, the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock") and warrants to purchase 1,201,471 shares of Common Stock (the "Warrants", and 1,201,471 shares of Common Stock issuable upon exercise of the Warrants, the "Warrant Shares"). The purchase price of the Shares is \$2.6385 per share. This Form D is intended to cover the Shares, the Warrants, the Warrant Shares, and 4,592,794 shares of Common Stock issuable upon conversion of the Series B Shares.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Medved, Jonathan

Business or Residence Address (Number and Street, City, State, Zip Code)

27 Meadow Lane, Greenwich, CT 06831

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Goldfarb, David

Business or Residence Address (Number and Street, City, State, Zip Code)

27 Meadow Lane, Greenwich, CT 06831

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Siegel, Seth

Business or Residence Address (Number and Street, City, State, Zip Code)

27 Meadow Lane, Greenwich, CT 06831

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Ciporin, Daniel

Business or Residence Address (Number and Street, City, State, Zip Code)

27 Meadow Lane, Greenwich, CT 06831

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Ryan, Jim

Business or Residence Address (Number and Street, City, State, Zip Code)

27 Meadow Lane, Greenwich, CT 06831

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Rutberg, Bryan

Business or Residence Address (Number and Street, City, State, Zip Code)

27 Meadow Lane, Greenwich, CT 06831

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Warburg Pincus Private Equity IX, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

466 Lexington Ave., New York, NY 10017

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Smithfield Fiduciary LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

The Cayman Corporate Centre, 4th Floor, 27 Hospital Road, Grand Cayman, Cayman Islands, British West Indies

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Shea Ventures LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

655 Brea Canyon Road, Walnut, CA 91789

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Allen, George

Business or Residence Address (Number and Street, City, State, Zip Code)

27 Meadow Lane, Greenwich, CT 06831

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

- | | | |
|--|-------------------------------------|-------------------------------------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual? | \$ | N/A |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |

Full Name (Last name first, if individual)

NOT APPLICABLE

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ <u>12,118,213⁽¹⁾</u>	\$ <u>12,118,213⁽²⁾</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including Warrants).....	\$ _____ (1)	\$ _____ (2)
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>12,118,213⁽¹⁾</u>	\$ <u>12,118,213⁽²⁾</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>19</u>	\$ <u>12,118,213⁽²⁾</u>
Non-accredited Investors	<u>-0-</u>	\$ <u>-0-</u>
Total (for filings under Rule 504 only)	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	<u>N/A</u>	\$ <u>N/A</u>
Regulation A.....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504.....	<u>N/A</u>	\$ <u>N/A</u>
Total	<u>N/A</u>	\$ <u>N/A</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>88,000</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ _____
Engineering Fees.....	<input checked="" type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ _____
Other Expenses (identify)	<input checked="" type="checkbox"/>	\$ <u>60,000⁽³⁾</u>
Total	<input checked="" type="checkbox"/>	\$ <u>148,000</u>

(1) The issuer is offering (the "Offering") up to 4,592,794 shares (the "Series B Shares") of the Company's Series B Convertible Preferred Stock, par value \$0.01 per share (the "Series B Preferred Stock"), 200,694 shares (the "Common Shares," and together with the Series B Shares, the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock") and warrants to purchase 1,201,471 shares of Common Stock (the "Warrants", and 1,201,471 shares of Common Stock issuable upon exercise of the Warrants, the "Warrant Shares"). The purchase price of the Shares is \$2.6385 per share. This Form D is intended to cover the Shares, the Warrants, the Warrant Shares, and 4,592,794 shares of Common Stock issuable upon conversion of the Series B Shares.

(2) The issuer previously entered into that certain Convertible Loan Agreement dated as of February 26, 2007 (the "Convertible Loan Agreement"), by and among the issuer and certain of the purchasers of the Shares (the "Lenders"), pursuant to which the Lenders loaned to the issuer the aggregate sum of \$2,063,974 (together with any interest on such principal amount, the "Loan Amount"). In connection with the Offering, the Convertible Loan Agreement shall be amended such that the Loan Amount converts into an aggregate of \$2,118,213 of Shares.

(3) Represents reimbursement by the issuer to a certain purchaser of legal fees and other expenses not to exceed \$60,000.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

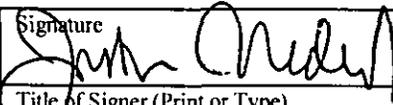
\$ 11,970,213

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and Fees	☒ \$ _____	☒ \$ _____
Purchase of real estate	☒ \$ _____	☒ \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	☒ \$ _____	☒ \$ _____
Construction or lease of plant buildings and facilities.....	☒ \$ _____	☒ \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	☒ \$ _____	☒ \$ _____
Repayment of indebtedness	☒ \$ _____	☒ \$ _____
Working capital.....	☒ \$ _____	☒ \$ _____
Other (specify) _____		
_____	☒ \$ _____	☒ \$ <u>11,970,213(4)</u>
Column Totals.....	☒ \$ _____	☒ \$ <u>11,970,213</u>
Total Payments Listed (column totals added).....	☒ \$ <u>11,970,213</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Vringo, Inc.	Signature 	Date Aug 9, 2007
Name of Signer (Print or Type) Jonathan Medved	Title of Signer (Print or Type) Chief Executive Officer and Secretary	

(4) The adjusted gross proceeds shall be used for product development, sales and marketing expenses, and for working capital and general corporate purposes.

ATTENTION

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

END