

Neonode, Inc
Form 8-K
November 27, 2007

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 20, 2007**

NEONODE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-8419
(Commission File Number)

94-1517641
(IRS Employer
Identification No.)

**Biblioteksgatan 11
S111 46 Stockholm, Sweden**
(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:
+468 678 18 50 — Sweden
(925) 355-7700 — USA

Not Applicable

(Former name or former address, if changed since last report.)

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 (*see* General Instruction A.2. below):

- 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 4.01. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

On August 10, 2007, the previously announced merger between SBE, Inc. ("SBE"), a Delaware corporation, with Neonode Inc. (pre-merger Neonode), a Delaware corporation was completed pursuant to the terms of the Agreement and Plan of Merger and Reorganization, dated January 19, 2007 and amended on May 16, 2007. As a result of the merger, SBE changed its name to Neonode Inc (post-merger Neonode and the "Company") and Neonode Inc., changed its name to Cold Winter, Inc. Following the closing of the merger, the business and operations of pre-merger Neonode became the primary business and operations of the newly-combined company. The newly-combined company's headquarters are in Stockholm, Sweden.

Pre-merger Neonode's independent registered public accounting firm for the years ended December 31, 2006 and 2005 and through November 19, 2007, was Öhrlings PricewaterhouseCoopers AB, or PwC. SBE's independent registered public accounting firm for the fiscal years ended October 31, 2006 and 2005 and through September 13, 2007 was BDO Seidman, LLP, or Seidman. The merger was treated as a "reverse acquisition" for accounting purposes and as such, the historical financial statements of the accounting acquirer, pre-merger Neonode, became the historical financial statements of post-merger Neonode. Post-merger Neonode retained PwC, as its independent registered public accounting firm. After the merger, Seidman was retained to complete its review of the SBE interim financial statements for the period ended July 31, 2007 and was dismissed at the completion of the interim review on September 13, 2007 (see Form 8-K filed September 13, 2007).

(a) Previous independent registered public accounting firm

(i) On November 19, 2007, the Audit Committee of Neonode Inc. informed PwC that it was going to dismiss them, as the Company's independent registered public accounting firm. The Audit Committee of Neonode Inc made the formal decision to dismiss PwC as the Company's independent registered public accounting firm on November 20, 2007.

(ii) PwC's report on the pre-merger Neonode's consolidated financial statements for the year ended December 31, 2006 contained an explanatory paragraph expressing substantial doubt as to pre-merger Neonode's ability to continue as a going concern. Except as noted in the immediately preceding sentence, PwC's reports on pre-merger Neonode's consolidated financial statements for the years ended December 31, 2006 and 2005 did not contain any adverse opinion or disclaimer of opinion, nor were such reports qualified or modified as to uncertainty, audit scope or accounting principle.

(iii) During the years ended December 31, 2005 and 2006 and through November 19, 2007, there were no disagreements with PwC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of PwC, would have caused PwC to make reference to the subject matter of the disagreement in their report on the financial statements for such years.

(iv) During the years ended December 31, 2006 and 2005 and through November 19, 2007, there were no reportable events, as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

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(v) Neonode Inc. has requested that PwC furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the above statements. A copy of such letter, dated November 27, 2007, is filed as Exhibit 16.1 to this Form 8-K

(b) New independent registered public accounting firm

(i) Neonode Inc. appointed BDO Feinstein International AB as its new independent registered public accounting firm as of November 20, 2007. BDO Feinstein International AB is a member firm of BDO International. During the years ended December 31, 2006 and 2005, and through November 20, 2007, the Company did not consult BDO Feinstein International AB regarding any of the matters discussed in Item 304(a)(2)(i) or Item 304(a)(2)(ii) of Regulation S-K .

(ii) On August 10, 2007, the Audit Committee of SBE, Inc. dismissed BDO Seidman, LLP as its independent registered public accounting firm. Such dismissal was to be finalized upon the completion by BDO Seidman, LLP of its procedures regarding (i) the unaudited interim financial statements of SBE, Inc. as of July 31, 2007 and for the three- and nine-month periods then ended and (ii) on the Form 10-Q for the quarter ended July 31, 2007 in which such financial statements of SBE, Inc. would appear. Such procedures were completed on September 13, 2007. During the fiscal years ended October 31, 2006 and 2005 and through September 13, 2007, the Company did not consult BDO Seidman LLP with respect to both pre-merger and post-merger Neonode, regarding either (a) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, or (b) any matter that was the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and its related instructions) or a reportable event (as defined in Item 304(a)(1)(v) of Regulation S-K).

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 16.1 | Letter, dated as of November 27, 2007, from Öhrlings PricewaterhouseCoopers AB regarding its concurrence with the registrant's statement regarding change of accountants. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Neonode, Inc.

Date: November 27, 2007

/s/ David W. Brunton

David W. Brunton

Chief Financial Officer, Vice President, Finance and
Secretary

(Principal Financial and Accounting Officer)

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