

NEON Communications Group, Inc.

Form 4

November 15, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMPE STEVEN

(Last) (First) (Middle)

**C/O LAMPE, CONWAY & CO.,
LLC, 680 FIFTH AVENUE, SUITE
1202**

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**NEON Communications Group, Inc.
[NGI]**

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/13/2007		J ⁽¹⁾		5,142,111	D	\$ 5.15 0
						I ⁽²⁾	See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option	\$ 0.21	11/13/2007		D ⁽¹⁾		5,075		⁽¹⁾	01/01/2013	Common Stock	5,075
Employee Stock Option	\$ 0.24	11/13/2007		D ⁽¹⁾		4,427		⁽¹⁾	01/01/2014	Common Stock	4,427
Convertible Preferred	⁽⁴⁾	11/13/2007		D ⁽¹⁾		452,639		⁽⁴⁾	⁽⁴⁾	Common Stock	462,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMPE STEVEN C/O LAMPE, CONWAY & CO., LLC 680 FIFTH AVENUE, SUITE 1202 NEW YORK, NY 10019	X	X		
LC CAPITAL MASTER FUND LTD		X		

Signatures

/s/ Steven Lampe by Bonnie Roe as
Attorney-in-Fact

11/15/2007

**Signature of Reporting Person

Date _____

/s/ Richard Conway

11/15/2007

**Signature of Reporting Person

Date _____

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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On November 13, 2007, Raven Acquisition Corporation, a wholly-owned subsidiary of RCN Corporation, was merged (the "Merger") with and into NEON Communications Group, Inc. (the "Company"). Pursuant to the Merger, all of the outstanding shares of common and preferred stock of the Company were cancelled and converted into the right to receive \$5.15 per share in cash, without interest (the "Merger Consideration"). In addition, each stock option was cancelled and the holder of such option became entitled to receive the excess, if any, of the per share Merger Consideration over the exercise price of the option (regardless of whether such option is vested and exercisable).

- (2) Through LC Capital Master Fund Ltd.
- (3) By Steven Lampe personally.
- (4) Prior to the Merger each share of convertible preferred stock is convertible into one share of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.