

Scott Martin P  
 Form 4  
 February 10, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Scott Martin P

(Last) (First) (Middle)  
 C/O 220 CONGRESS PARK  
 DRIVE, SUITE 304  
 (Street)

DELRAY BEACH, FL 33445

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 SimplePons, Inc. [QPON]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/08/2012

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)  
 Chief Financial Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 0.75	02/08/2012	A	V			83,334		05/08/2012	05/08/2017	Common Stock	83,334
Stock Options	\$ 0.75	02/08/2012	A	V			83,334		08/08/2012	08/08/2017	Common Stock	83,334
Stock Options	\$ 0.75	02/08/2012	A	V			83,333		11/08/2012	11/08/2017	Common Stock	83,333
Stock Options	\$ 0.75	02/08/2012	A	V			83,333		02/08/2013	03/08/2018	Common Stock	83,333
Stock Options	\$ 0.75	02/08/2012	A	V			83,334		05/08/2013	05/08/2018	Common Stock	83,334
Stock Options	\$ 0.75	02/08/2012	A	V			83,333		08/08/2013	08/08/2018	Common Stock	83,333
Stock Options	\$ 0.75	02/08/2012	A	V			83,333		11/08/2013	11/08/2018	Common Stock	83,333
Stock Options	\$ 0.75	02/08/2012	A	V			83,333		02/08/2014	02/08/2019	Common Stock	83,333
Stock Options	\$ 0.75	02/08/2012	A	V			83,334		05/08/2014	05/08/2019	Common Stock	83,334
Stock Options	\$ 0.75	02/08/2012	A	V			83,333		08/08/2014	08/08/2019	Common Stock	83,333
Stock Options	\$ 0.75	02/08/2012	A	V			83,333		11/08/2014	11/08/2019	Common Stock	83,333
Stock Options	\$ 0.75	02/08/2012	A	V			83,333		02/08/2015	02/08/2020	Common Stock	83,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scott Martin P C/O 220 CONGRESS PARK DRIVE, SUITE 304 DELRAY BEACH, FL 33445			Chief Financial Officer	

## Signatures

/s/ Martin P.  
Scott

02/10/2012

\_\_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).

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

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