

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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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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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 | 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) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------|------------------------------|------------------|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V (A) (D) | | | | |
| 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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