

NEON SYSTEMS INC  
Form SC 14D9  
December 20, 2005

---

---

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**SCHEDULE 14D-9**

Solicitation/Recommendation Statement under Section 14(d)(4) of the  
Securities Exchange Act of 1934

**NEON Systems, Inc.**

*(Name of Subject Company)*

**NEON Systems, Inc.**

*(Name of Person(s) Filing Statement)*

---

**Common Stock, par Value \$0.01 Per Share**

*(Title of Class of Securities)*

---

**640509105**

*(CUSIP Number of Class of Securities)*

---

**Brian D. Helman**

**Chief Financial Officer**

**14100 Southwest Freeway, Suite 500**

**Sugar Land, Texas 77478**

**(281) 491-4200**

*(Name, address and telephone number of person  
authorized to receive notices and communications on  
behalf of the person(s) filing statement)*

---

*With a copy to:*

**Paul R. Tobias, Esq.**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**8911 Capital of Texas Highway North**

**Westech 360, Suite 3350**

**Austin, TX 78759**

**(512) 338-5400**

ý

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

---

---

---