

NEOMEDIA TECHNOLOGIES INC

Form 8-K

December 28, 2006

**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: December 22, 2006

**NeoMedia Technologies, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**0-21743**

(Commission File Number)

**36-3680347**

(IRS Employer Identification  
No.)

**2401 Second Street, Suite #600, Fort Myers, Florida**

(Address of principal executive offices)

**33901**

(Zip code)

Registrant's telephone number, including area code:

**(239) 337-3434**

**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:

- 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 13c-4(c) under the Exchange Act (17 CFR 240.13c-4(c))
-

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

On December 22, 2006, William E. Fritz resigned as a member of the Board of Directors and as Corporate Secretary of NeoMedia Technologies, Inc., a Delaware corporation (the "Company"). Mr. Fritz, who has served as a Director since the Company's inception in 1996, has resigned for personal reasons. The Company provided Mr. Fritz with a copy of this Current Report on Form 8-K prior to its filing with the U.S. Securities and Exchange Commission.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable
- (b) Not applicable
- (c) Exhibits - None.

**SIGNATURES**

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

Date: December 26, 2006

**NEOMEDIA TECHNOLOGIES, INC.**

By: */s/ Charles W. Fritz*

\_\_\_\_\_  
Name: Charles W. Fritz

Its: Charles W. Fritz, Acting Chief Executive Officer