



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

On December 14, 2007, NeoMedia Technologies, Inc. (“NeoMedia”) accepted the resignation of J. Scott Womble from the positions of Corporate Secretary and Principal Accounting Officer as these functions have been transitioned to Frank J. Pazera, the Company’s Chief Financial Officer. Mr. Womble will continue his employment with the Company, assisting with it’s financial and accounting needs. Effective December 14, 2007, Mr. Frank J. Pazera was appointed by the Company’s Board of Directors to replace Mr. Womble as the Company’s Secretary and Principal Accounting Officer. The Company previously filed a form 8-K announcing Mr. Pazera’s appointment as Chief Financial Officer, including his biography, on October 21, 2007.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not applicable

(b) Not applicable

(c) Exhibits: None

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**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 20, 2007

**NEOMEDIA TECHNOLOGIES, INC.**

By: */s/ William J. Hoffman*

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Name: William J. Hoffman

Its: William J. Hoffman, Chief Executive Officer

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