

NEOMEDIA TECHNOLOGIES INC  
Form 8-K  
December 13, 2006

**U.S. SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): December 8, 2006

**NEOMEDIA TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
Incorporation)

**0-21743**  
(Commission File Number)

**36-3680347**  
(IRS Employer Identification  
No.)

**2201 Second Street, Suite  
600, Fort Myers, Florida**  
(Address of Principal  
Executive Offices)

**33901**  
(Zip Code)

**(239) - 337-3434**  
(Registrant's Telephone  
Number, including Area  
Code)

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 (see General Instruction A.2. below):

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 13e-4(c) under the Exchange Act (17 CFR 240.13e-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 8, 2006 NeoMedia Technologies, Inc. (“NeoMedia”) accepted the resignation of Charles T. Jensen, 63, from his roles as President, Chief Executive Officer and a member NeoMedia’s board of directors, effective immediately.

Charles W. Fritz, 50, has assumed the role of interim Chief Executive Officer, effective immediately. Mr. Fritz will retain his position as Chairman of NeoMedia’s board of directors, and will act as Chief Executive Officer on an interim basis until such time as a permanent replacement is appointed by NeoMedia’s board of directors.

Charles W. Fritz is a founder of NeoMedia and has served as an officer and as a Director of NeoMedia since its inception. On August 6, 1996, Mr. Fritz was appointed Chief Executive Officer and Chairman of the Board of Directors. On April 2, 2001, Mr. Fritz was appointed as President where he served until June 2002. Mr. Fritz is currently a member of the Compensation Committee. Prior to founding NeoMedia, Mr. Fritz was an account executive with IBM Corporation from January 1986 to January 1988, and Director of Marketing and Strategic Alliances for the information consulting group from February 1988 to January 1989. Mr. Fritz holds an M.B.A. from Rollins College and a B.A. in finance from the University of Florida. Mr. Fritz is the son of William E. Fritz, a member of NeoMedia’s board of directors.

**SIGNATURES**

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

NeoMedia Technologies, Inc.  
(Registrant)

Date: December 13, 2006

By: /s/ Charles W. Fritz

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Charles W. Fritz, Acting Chief Executive Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
16.1	Press release dated December 12, 2006