

ANGELO MARK
Form 3/A
January 21, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| YA Global Investments | | (Month/Day/Year) | NEOMEDIA TECHNOLOGIES INC [NEOM] | |
| (Last) | (First) | (Middle) | 01/21/2010 | |
| 101 HUDSON STREET, SUITE 3700 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 01/11/2010 |
| JERSEY CITY, NJ 07302 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, par value \$.01 | 36,331,729 | D <u>(1)</u> <u>(7)</u> | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) |
|---|---------------------|--------------------|-----------------|----------------------------------|---------|----------------------------------|
| Series C 8% Convertible Preferred Stock | Â (9) | 02/15/2009 | Common Stock | 14,113 | \$ (10) | D (4) (7) (9) Â |
| Series D 8% Convertible Preferred Stock | Â (3) | Â (8) | Common Stock | 25,000 | \$ (11) | D (3) (4) (7) Â |
| Secured Convertible Debenture 15.0% | Â (2) | 07/29/2012 | Common Stock | 390,000 | \$ (12) | D (2) (5) (7) Â |
| Secured Convertible Debenture 15.0% | Â (2) | 07/29/2012 | Common Stock | 500,000 | \$ (13) | D (2) (5) (7) Â |
| Secured Convertible Debenture 15.0% | Â (2) | 07/29/2012 | Common Stock | 790,000 | \$ (12) | D (2) (5) (7) Â |
| Secured Convertible Debenture 15.0% | Â (2) | 07/29/2012 | Common Stock | 137,750 | \$ (12) | D (2) (5) (7) Â |
| Secured Convertible Debenture 10.0% | Â (2) | 07/29/2012 | Common Stock | 5,000,000 | \$ (14) | D (2) (5) (7) Â |
| Secured Convertible Debenture 14.0% | Â (2) | 07/29/2012 | Common Stock | 2,325,000 | \$ (15) | D (2) (5) (7) Â |
| Secured Convertible Debenture 14.0% | Â (2) | 07/29/2012 | Common Stock | 2,325,000 | \$ (15) | D (2) (5) (7) Â |
| Secured Convertible Debenture 14.0% | Â (2) | 07/29/2012 | Common Stock | 294,000 | \$ (15) | D (2) (5) (7) Â |
| Secured Convertible Debenture 14.0% | Â (2) | 07/29/2012 | Common Stock | 715,000 | \$ (15) | D (2) (5) (7) Â |
| Secured Convertible Debenture 14.0% | Â (2) | 07/29/2012 | Common Stock | 535,000 | \$ (15) | D (2) (5) (7) Â |
| Secured Convertible Debenture 14.0% | Â (2) | 07/29/2012 | Common Stock | 475,000 | \$ (15) | D (2) (5) (7) Â |
| Secured Convertible Debenture 14.0% | Â (2) | 07/29/2012 | Common Stock | 1,775,000 | \$ (12) | D (2) (5) (7) Â |
| Secured Convertible Debenture 10.0% | Â (2) | 07/29/2010 | Common Stock | 2,500,000 | \$ (14) | D (2) (5) (7) Â |
| Secured Convertible Debenture 13.0% | Â (2) | 07/29/2012 | Common Stock | 7,458,651 | \$ (16) | D (2) (5) (7) Â |
| Warrant | Â (2) | 08/31/2011 | Common Stock | 20,000,000 | \$ 0.02 | D (2) (6) (7) Â |
| Warrant | Â (2) | 08/31/2011 | Common Stock | 30,000,000 | \$ 0.02 | D (2) (6) (7) Â |
| Warrant | Â (2) | 02/28/2011 | | 25,000,000 | \$ 0.02 | D (2) (6) (7) Â |

| | | | Common Stock | | | | |
|---------|-------|------------|-----------------|-------------|-----------|---------------|---|
| Warrant | Â (2) | 08/31/2011 | Common Stock | 50,000,000 | \$ 0.02 | D (2) (6) (7) | Â |
| Warrant | Â (2) | 08/24/2011 | Common Stock | 25,000,000 | \$ 0.02 | D (2) (6) (7) | Â |
| Warrant | Â (2) | 08/24/2011 | Common Stock | 50,000,000 | \$ 0.02 | D (2) (6) (7) | Â |
| Warrant | Â (2) | 08/24/2011 | Common Stock | 50,000,000 | \$ 0.02 | D (2) (6) (7) | Â |
| Warrant | Â (2) | 12/29/2011 | Common Stock | 42,000,000 | \$ 0.02 | D (2) (6) (7) | Â |
| Warrant | Â (2) | 03/26/2012 | Common Stock | 125,000,000 | \$ 0.02 | D (2) (6) (7) | Â |
| Warrant | Â (2) | 05/16/2013 | Common Stock | 7,500,000 | \$ 0.0175 | D (2) (6) (7) | Â |
| Warrant | Â (2) | 06/02/2013 | Common Stock | 50,000,000 | \$ 0.01 | D (2) (6) (7) | Â |
| Warrant | Â (2) | 07/29/2013 | Common Stock | 100,000,000 | \$ 0.02 | D (2) (6) (7) | Â |
| Warrant | Â (2) | 07/29/2013 | Common Stock | 100,000,000 | \$ 0.01 | D (2) (6) (7) | Â |
| Warrant | Â (2) | 07/29/2013 | Common Stock | 125,000,000 | \$ 0.01 | D (2) (6) (7) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| YA Global Investments 101 HUDSON STREET SUITE 3700 JERSEY CITY, NJ 07302 | Â | Â X | Â | Â |
| YORKVILLE ADVISORS LLC 101 HUDSON STREET SUITE 3700 JERSEY CITY, NJ 07302 | Â | Â X | Â | Â |
| ANGELO MARK 101 HUDSON STREET SUITE 3700 JERSEY CITY, NJ 07302 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| /s/ Steven S. Goldstein By: Yorkville Advisors, LLC By: Steven S. Goldstein Its: Investment Manager | 01/12/2010 |
| **Signature of Reporting Person | Date |
| /s/ Steven S. Goldstein By: Yorkville Advisors, LLC By: Steven S. Goldstein Its: Investment Manager | 01/12/2010 |
| **Signature of Reporting Person | Date |
| /s/ Mark Angelo | 01/12/2010 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) YA Global Investments, L.P. ("YA Global") directly owns 36,331,729 shares of Common Stock. As the Investment Manager of YA Global, Yorkville Advisors, LLC ("Yorkville") may be deemed to beneficially own the 36,331,729 shares of Common Stock beneficially owned by YA Global. As the president of Yorkville, the investment manager to YA Global, and as the portfolio manager to YA Global, Mark Angelo ("Angelo") may be deemed to beneficially own the 36,331,729 shares of Common Stock beneficially owned by YA Global.
 - (2) These derivative securities are presently exercisable, however each of the identified derivative securities has a cap, which prevents the holder of each derivative security from converting and/or exercising it if such conversion and/or exercise would cause the aggregate number of shares of Common Stock beneficially owned by such holder and its affiliates to exceed 4.99% of the outstanding shares of the Common Stock following such conversion and/or exercise of the derivative security.
 - (3) These derivative securities are Series D Share entitles Yorkville to vote on an as-converted basis with the holders of the Company's common stock, par value \$0.01 per share ("Common Stock"), for a period of ninety (90) days following the effective date of the Series D Certificate, resulting in one hundred thousand (100,000) votes for each one (1) share of the Series D Shares. Commencing ninety (90) days from the effective date of the Series D Certificate, no holder of the Series D Preferred Shares shall be entitled to convert the Series D Preferred Shares to the extent, but not only to the extent, that such conversion would, upon giving effect to such conversion, cause the aggregate number of shares of Common Stock beneficially owned by such Holder to exceed 9.99% of the outstanding shares of the Common Stock following such conversion and/or exercise of the derivative security
 - (4) As the Investment Manager of YA Global, Yorkville Advisors, LLC ("Yorkville") may be deemed to beneficially own the convertible preferred stock beneficially owned by YA Global. As the president of Yorkville, the investment manager to YA Global, and as the portfolio manager to YA Global, Mark Angelo ("Angelo") may be deemed to beneficially own the put option right beneficially owned by YA Global.
 - (5) As the Investment Manager of YA Global, Yorkville Advisors, LLC ("Yorkville") may be deemed to beneficially own the convertible debenture beneficially owned by YA Global. As the president of Yorkville, the investment manager to YA Global, and as the portfolio manager to YA Global, Mark Angelo ("Angelo") may be deemed to beneficially own the put option right beneficially owned by YA Global.
 - (6) As the Investment Manager of YA Global, Yorkville Advisors, LLC ("Yorkville") may be deemed to beneficially own the warrant beneficially owned by YA Global. As the president of Yorkville, the investment manager to YA Global, and as the portfolio manager to YA Global, Mark Angelo ("Angelo") may be deemed to beneficially own the put option right beneficially owned by YA Global.
 - (7) Except for the 36,331,729 shares of Common Stock and the Derivative Securities beneficially owned by YA Global, the other Reporting Persons disclaim beneficial ownership of these securities except to the extent of his or its pecuniary interest, and its report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of these securities for the purpose of Section 16 or for any other purpose.
 - (8) N/A
 - (9) These derivative securities are presently exercisable, however each of the identified derivative securities has a cap, which prevents the holder of each derivative security from converting and/or exercising it if such conversion and/or exercise would cause the aggregate number of shares of Common Stock beneficially owned by such holder and its affiliates to exceed 9.99% of the outstanding shares of the Common Stock following such conversion and/or exercise of the derivative security.
 - (10)

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Each preferred share converts into 1,000 shares of common stock, priced at \$0.50 or 97% of the lowest closing bid during the previous (125) trading days

- (11) Each preferred share converts into 100,00 shares of common stock priced at \$0.02 or 97% of the lowest closing bid during the previous (125) trading days
- (12) \$0.01 or 80% of the lowest bid for the previous (125) trading days.
- (13) \$0.015 or 80% of the lowest bid for the previous (125) trading days.
- (14) \$0.01 or 90% of the lowest bid for the previous (125) trading days.
- (15) \$0.02 or 95% of the lowest bid for the previous (125) trading days.
- (16) \$0.02 or 90% of the lowest bid for the previous (125) trading days.

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Remarks:

This report is filed jointly by YAA Global Investments, L.P., Yorkville Advisors, LLC and Mark Angelo

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.