

NEOMEDIA TECHNOLOGIES INC
Form NT 10-K
March 30, 2012

SEC FILE NUMBER
000-21743

CUSIP NUMBER
640505301

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR
 Form N-CSR

For Period Ended: December 31, 2011

Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR
For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

NeoMedia Technologies, Inc.

Full Name of Registrant

N/A

Former Name if Applicable

100 West Arapahoe Avenue, Suite 9

Address of Principal Executive Office (*Street and Number*)

Boulder, CO. 80302

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the
- x (b) prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

NeoMedia Technologies, Inc. (the "Company") is unable to file its Annual Report on Form 10-K for the period ended December 31, 2011 (the "Annual Report") within the prescribed period due to unforeseen circumstances in the preparation and completion of the Annual Report. Such circumstances prevent the Company from filing the Annual Report without unreasonable efforts or expense. The Company's Annual Report for the period ended December 31, 2011 will be filed on or before the fifteenth calendar day following the prescribed due date.

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Barry S. Baer 678 638-0460 Ext 711
(Name) (Area Code) (Telephone Number)

(2) Have all
other
periodic
reports

required
under
Section 13
or 15(d) of
the
Securities
Exchange
Act of 1934
or
Section 30
of the
Investment
Company
Act of 1940
during the
preceding
12 months
or for such
shorter
period that
the
registrant
was
required to
file such
report(s)
been filed?
If the
answer is
no, identify
report(s).
Yes x No "

(3) Is it
anticipated
that any
significant
change in
results of
operations
from the
corresponding
period for the
last fiscal year
will be
reflected by
the earnings
statements to
be included in

the subject
report or
portion thereof
?

Yes No

If so, attach an
explanation of
the anticipated
change, both
narratively and
quantitatively,
and, if
appropriate,
state the
reasons why a
reasonable
estimate of the
results cannot
be made:

NeoMedia Technologies, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned
hereunto duly authorized.

Date March 30, 2012 By/s/ *Colonel Barry S. Baer*
Colonel Barry S. Baer

Chief Financial Officer and Corporate Secretary

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

