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NEOMEDIA TECHNOLOGIES INC
Form 8-K
February 21, 2006

U.S. 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 (Date of Earliest Event Reported): February 17, 2006

NEOMEDIA TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 0-21743 | 36-3680347 |
| ----- | ----- | ----- |
| (State or Other Jurisdiction Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 2201 Second Street, Suite 600, Fort Myers, Florida | | 33901 |
| ----- | | ----- |
| (Address of Principal Executive Offices) | | (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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Acquisition of Gavitec AG

On February 17, 2006, NeoMedia Technologies, Inc. ("NeoMedia") and Gavitec AG ("Gavitec") of Wurselen, Germany (www.gavitec.com) signed a definitive sale and purchase agreement (the "Agreement") under which NeoMedia acquired all of

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the outstanding shares of Gavitec in exchange for \$1,800,000 cash and \$5,400,000 in shares of NeoMedia common stock. The \$5,400,000 stock portion of the purchase price is represented by 13,660,511 shares of NeoMedia common stock, calculated by dividing \$5,400,000 by the volume-weighted average closing price of NeoMedia common stock for the ten days up to and including February 16, 2006.

Closing is scheduled to occur on February 23, 2006, or at another date as agreed by NeoMedia and Gavitec. Cash and shares certificates will be exchanged, and the merger will become effective, at the closing.

Gavitec was founded in 1997 as a specialized provider and manufacturer of products and solutions for mobile marketing and mobile information technology. As a technology leader in code-reading systems and software for mobile applications, Gavitec offers its clients standardized or individual solutions in the areas of mobile marketing, mobile ticketing, mobile couponing, and mobile payment systems.

The Agreement is attached hereto as exhibit 16.1. On February 21, 2006, NeoMedia issued a press release with respect to the Agreement, attached hereto as Exhibit 16.2.

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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: February 17, 2006

By: /s/ Charles T. Jensen

Charles T. Jensen, President,
Chief Executive Officer and Director

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EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 16.1 | Definitive Sale and Purchase Agreement between NeoMedia and Gavitec |
| 16.2 | Press release dated February 21, 2006 |

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