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NEOMEDIA TECHNOLOGIES INC
Form 8-K
July 27, 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): July 24, 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

Operating Agreement

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On July 24, 2006, NeoMedia Technologies, Inc. ("NeoMedia") signed a an operating agreement with Shang Fang Wei Ye Technology Development Limited Company ("Shang Fang"), a subsidiary of Beijing Sino-U.S. Jinche Yingyang Auto Technological Services Ltd., to introduce and market NeoMedia's patented qode(R) (www.qode.com) direct-to-Web technology in key markets in Asia.

Under the operating agreement, NeoMedia's primary role will be as the main interface to mobile operators, with the company primarily responsible for demonstrating environments as well as developing demonstration products for mobile systems, service network environment enablers, and mobile application solutions and services. Shang Fang's primary role will be to provide an interface with various Asian governments as well as to identify and help negotiate with potential commercial partners of qode(R) in that part of the world.

The agreement is attached hereto as Exhibit 16.1. On July 27, 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: July 27, 2006

By: /s/ Charles T. Jensen

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

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 16.1 | Operating Agreement between NeoMedia and Shang Fang Wei Ye Technology Development Limited Company |
| 16.2 | Press release dated July 27, 2006 |

