

NEOMEDIA TECHNOLOGIES INC
Form SC 13G/A
February 08, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Neomedia Technologies, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

640505-10-3

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Exhibit Index Contained on Page 9

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1 NAME OF REPORTING PERSONS

Nokia Ventures, L.P. (NV)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

[]

(b)

[X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5

SOLE VOTING POWER

SHARES

42,987,915 shares, except that N.V. I, L.L.C. (GP), the general partner of NV, may be deemed to have sole power to vote these shares, and John Malloy (Malloy), W. Peter Buhl (Buhl) and Tanti, Ltd. (Tanti), the managing members of GP, may be deemed to have shared power to vote these shares.

BENEFICIALLY

OWNED BY EACH

REPORTING 6

SHARED VOTING POWER

PERSON

See response to row 5.

WITH 7

SOLE DISPOSITIVE POWER

42,987,915 shares, except that GP, the general partner of NV, may be deemed to have sole power to dispose of these shares, and Malloy, Buhl and Tanti, the managing members of GP, may be deemed to have shared power to dispose of these shares.

8

SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,987,915

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.2%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

N.V. I, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

]

(b)

]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

5

SOLE VOTING POWER

SHARES

42,987,915 shares, all of which are directly owned by NV. GP, the general partner of NV, may be deemed to have sole power to vote these shares, and Malloy, Buhl and Tanti, the managing members of GP, may be deemed to have shared power to vote these shares.

BENEFICIALLY

OWNED BY EACH

REPORTING

6

SHARED VOTING POWER

PERSON

7

See response to row 5.

SOLE DISPOSITIVE POWER

WITH

42,987,915 shares, all of which are directly owned by NV. GP, the general partner of NV, may be deemed to have sole power to dispose of these shares, and Malloy, Buhl and Tanti, the managing members of GP, may be deemed to have shared power to dispose of these shares.

8

SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,987,915

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.2%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

John Malloy

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF

5

SOLE VOTING POWER

SHARES

-0-

BENEFICIALLY

6

SHARED VOTING POWER

OWNED BY EACH

42,987,915 shares, all of which are directly owned by NV. GP, the general partner of NV, may be deemed to have sole power to vote these shares, and Malloy, a managing member of GP, may be deemed to have shared power to vote these shares.

REPORTING

PERSON

7

SOLE DISPOSITIVE POWER

WITH

-0-

8

SHARED DISPOSITIVE POWER

42,987,915 shares, all of which are directly owned by NV. GP, the general partner of NV, may be deemed to have sole power to dispose of these shares, and Malloy, a managing member of GP, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,987,915

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.2%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

W. Peter Buhl

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF

5

SOLE VOTING POWER

SHARES

-0-

BENEFICIALLY

6

SHARED VOTING POWER.

OWNED BY EACH

42,987,915 shares, all of which are directly owned by NV. GP, the general partner of NV, may be deemed to have sole power to vote these shares, and Buhl, a managing member of GP, may be deemed to have shared power to vote these shares.

REPORTING

PERSON

7

SOLE DISPOSITIVE POWER

WITH

-0-

8

SHARED DISPOSITIVE POWER

42,987,915 shares, all of which are directly owned by NV. GP, the general partner of NV, may be deemed to have sole power to dispose of these shares, and Buhl, a managing member of GP, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,987,915

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.2%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

Tantti, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Finland

NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY EACH		42,987,915 shares, all of which are directly owned by NV. GP, the general partner of NV, may be deemed to have sole power to vote these shares, and Tantti, a managing member of GP, may be deemed to have shared power to vote these shares.
REPORTING		
PERSON	7	SOLE DISPOSITIVE POWER
WITH		-0-
	8	SHARED DISPOSITIVE POWER
		42,987,915 shares, all of which are directly owned by NV. GP, the general partner of NV, may be deemed to have sole power to dispose of these shares, and Tantti, a managing member of GP, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,987,915

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.2%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

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This Amendment No. 1 amends the Statement on Schedule 13G previously filed by Nokia Ventures, L.P., a Delaware limited partnership, N.V. I, L.L.C., a Delaware limited liability company, John Malloy, W. Peter Buhl and Tantt, Ltd. The foregoing entities and individuals are collectively referred to as the Reporting Persons. Only those items as to which there has been a change are included in Amendment No. 1.

ITEM 2(A).

NAME OF PERSONS FILING

This Statement is filed by Nokia Ventures, L.P., a Delaware limited partnership, N.V. I, L.L.C., a Delaware limited liability company, John Malloy, W. Peter Buhl and Tantt, Ltd. The foregoing entities and individuals are collectively referred to as the Reporting Persons.

GP, the general partner of NV, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by NV. Malloy, Buhl and Tantt are the managing members of GP and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by NV.

ITEM 4.

OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)

Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b)

Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c)

Number of shares as to which such person has:

(i)

Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii)

Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii)

Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv)

Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X] Yes

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 8, 2008

Nokia Ventures, L.P.

/s/ Andrew Thornborrow

By: N.V. I, L.L.C., its General Partner

Andrew Thornborrow

By: Andrew Thornborrow, Attorney-in-Fact

N.V. I, L.L.C.

/s/ Andrew Thornborrow

By: Andrew Thornborrow

Andrew Thornborrow

Attorney-in-Fact

John Malloy

/s/ Andrew Thornborrow

By: Andrew Thornborrow, Attorney-in-Fact

Andrew Thornborrow*

W. Peter Buhl

/s/ Andrew Thornborrow

By: Andrew Thornborrow, Attorney-in-Fact

Andrew Thornborrow*

Tantti, Ltd.

/s/ Andrew Thornborrow

By: Antti Kokinen

Andrew Thornborrow*

By: Andrew Thornborrow, Attorney-in-Fact

* Signed pursuant to a Power of Attorney attached as Exhibit B

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

<u>Exhibit</u>	Found on
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Exhibit B: Power of Attorney	11

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EXHIBIT A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Ordinary Shares of Neomedia Technologies, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

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EXHIBIT BPower of Attorney

Each of the undersigned entities and individuals (collectively, the Reporting Persons) hereby authorizes and designates N.V. I, L.L.C. or such other person or entity as is designated in writing by John Malloy (the Designated Filer) as the beneficial owner to prepare and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 13-F, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the Act) and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the Exchange Act) (collectively, the Reports) with respect to each Reporting Person s ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the Companies).

Each Reporting Person hereby further authorizes and designates Andrew Thornborrow (the Authorized Signatory) to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted.

The authority of the Designated Filer and the Authorized Signatory under this Document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person s ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person s responsibilities to comply with the Act or the Exchange Act.

Date: February 8, 2008

N.V. I, L.L.C.

/s/ John Malloy _____

By: John Malloy, Member

John Malloy

Nokia Ventures, L.P.

/s/ John Malloy

By: N.V. I, L.L.C., its General Partner

John Malloy

By: John Malloy, Member

John Malloy

/s/ John Malloy

John Malloy

W. Peter Buhl

/s/ W. Peter Buhl

W. Peter Buhl

Tantti, Ltd.

/s/ Antti Kokinen

By: Antti Kokinen

Antti Kokinen