



**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).**

