



**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

On December 22, 2006, William E. Fritz resigned as a member of the Board of Directors and as Corporate Secretary of NeoMedia Technologies, Inc., a Delaware corporation (the "Company"). Mr. Fritz, who has served as a Director since the Company's inception in 1996, has resigned for personal reasons. The Company provided Mr. Fritz with a copy of this Current Report on Form 8-K prior to its filing with the U.S. Securities and Exchange Commission.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable
- (b) Not applicable
- (c) Exhibits - None.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 26, 2006

**NEOMEDIA TECHNOLOGIES, INC.**

By: */s/ Charles W. Fritz*

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Name: Charles W. Fritz

Its: Charles W. Fritz, Acting Chief Executive Officer