

NEOMEDIA TECHNOLOGIES INC
Form SC 13D/A
November 02, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

NEOMEDIA TECHNOLOGIES, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

640505301
(CUSIP Number)

Global Grid, LLC

10182 Culver Boulevard

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Culver City, California 90232

(310) 836-6400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 2, 2012

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 on 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).

1 NAME OF REPORTING PERSONS**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

Global Grid, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) (b) **3 SEC USE ONLY****4 SOURCE OF FUNDS***

OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) **6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

7 SOLE VOTING POWER**NUMBER OF**

None (See Item 5)

8 SHARED VOTING POWER**BENEFICIALLY****OWNED BY**

113,494,743 shares (See Item 5)

9 SOLE DISPOSITIVE POWER**EACH****REPORTING**

None (See Item 5)

10 SHARED DISPOSITIVE POWER**WITH**

113,494,743 shares (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

113,494,743 shares (See Item 5)
12 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*** ..

13 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

8.6% (See Item 5)
14. **TYPE OF REPORTING PERSON***

OO

* See Instructions

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Dr. Patrick Soon-Shiong

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF

SHARES None (See Item 5)

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 113,494,743 shares (See Item 5)

EACH **9 SOLE DISPOSITIVE POWER**

REPORTING

PERSON None (See Item 5)

10 SHARED DISPOSITIVE POWER

WITH

113,494,743 shares (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

113,494,743 shares (See Item 5)
12 **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*** ..

Not applicable
13 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

8.6% (See Item 5)
14. **TYPE OF REPORTING PERSON***

IN

* See Instructions

This Amendment No. 1 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the SEC) on March 21, 2012 by Global Grid, LLC (Global Grid) and Dr. Patrick Soon-Shiong with respect to the common stock, par value \$0.001 per share (Common Stock), of NeoMedia Technologies, Inc., a Delaware corporation (the Company). Global Grid and Dr. Soon-Shiong are referred to collectively herein as the Reporting Persons. The filing of any amendment to this Schedule 13D (including the filing of this Amendment No. 1) shall not be construed to be an admission by the Reporting Persons that a material change has occurred in the facts set forth in this Schedule 13D or that such amendment is required under Rule 13d-2 of the Securities Exchange Act of 1934, as amended.

This Amendment No. 1 is being filed solely because the Reporting Persons have become aware that the number of shares of Common Stock outstanding has increased from 437,378,114 shares as of November 9, 2011, as reported in the Quarterly Report on Form 10-Q filed by the Company with the SEC on November 14, 2011, to 1,323,665,957 shares as of August 6, 2012, as reported in the Quarterly Report on Form 10-Q filed by the Company with the SEC on August 14, 2012. Accordingly, the beneficial ownership of Global Grid has decreased from 25.9% of the outstanding Common Stock to 8.6% of the outstanding Common Stock, even though the Reporting Persons have not engaged in any transactions in Common Stock, and there has not be any change in the number of shares of Common Stock beneficially owned by the Reporting Persons, since the filing of their original Schedule 13D on March 21, 2012.

CUSIP No. 640505301

SCHEDULE 13D

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SIGNATURE

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

Dated: November 2, 2012

GLOBAL GRID, LLC

By: /s/ Charles N. Kenworthy
Its: Manager

DR. PATRICK SOON-SHIONG

/s/ Dr. Patrick Soon-Shiong

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
1	Joint Filing Agreement, dated as of March 20, 2012, between Global Grid, LLC and Dr. Patrick Soon-Shiong (incorporated by reference to Exhibit 1 to the Schedule 13D filed by the Reporting Persons with the SEC on March 21, 2012).