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NEOMEDIA TECHNOLOGIES INC
Form 8-K
October 09, 2003

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): October 3, 2003

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 402, FORT MYERS, FLORIDA | 33901 |
| ----- | ----- |
| (Address of Principal Executive Offices) | (Zip Code) |

(239) 337-3434

(Registrant's Telephone Number, including Area Code)

ITEM 5. OTHER EVENTS.

On July 25, 2003, NeoMedia Technologies, Inc. ("NeoMedia") signed a non-binding letter of intent to acquire and merge with Secure Source Technologies ("SST") of Silver Spring, Maryland, including the acquisition of seven U.S. and Canadian patents with Homeland Security and wireless industry applications. On October 3, 2003, NeoMedia and SST signed a definitive merger document (see Exhibit 3.1) and consummated the merger on October 8, 2003. Pursuant to the Merger Agreement dated October 3, 2003, NeoMedia issued 3,500,000 shares of NeoMedia's common stock in exchange for all of the outstanding shares of SST. The two companies will centralize administrative and management functions at NeoMedia's headquarters in Fort Myers, Florida.

Among SST's assets being purchased by NeoMedia are the following eight patents:

- o US Patent #5,456,498
- o US Patent #4,588,211

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- o US Patent #6,530,601
- o US Patent #6,315,329
- o US Patent #6,089,610
- o US Patent #4,634,148
- o US Patent #4,724,309
- o Canadian Patent #CA 1241037, Application #453664

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ITEM 7. EXHIBITS.

Exhibit
Document

- 99.1 Merger Agreement between NeoMedia Technologies, Inc., and Secure Source Technologies, Inc., dated October 3, 2003
- 99.2 Press release dated October 8, 2003

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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: October 8, 2003

By: /s/ Charles T. Jensen

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

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