

NEOMEDIA TECHNOLOGIES INC
Form 10-K/A
April 05, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A

(Amendment #1)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
X OF 1934:
For the fiscal year ended December 31, 2012**

**..TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

Commission File Number 000-21743

NeoMedia Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware **36-3680347**
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

100 West Arapahoe Avenue, Suite 9, Boulder, CO 80302

(Address, including zip code, of principal executive offices)

303 546 7946

(Registrants' telephone number, including area code)

Securities Registered Under Section 12(b) of the Exchange Act: None
Name of exchange on which registered: None – Quoted on the OTCBB and OTCQB
Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$0.001 par value per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes
No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the common stock held by non-affiliates of the registrant as of June 30, 2012, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$10,758,547, based on the closing sale price for the registrant's common stock on that date. For purposes of determining this number, all officers and directors of the registrant are considered to be affiliates of the registrant. This number is provided only for the purpose of this report on Form 10-K and does not represent an admission by either the registrant or any such person as to the status of such person.

The number of outstanding shares of the registrant's Common Stock on March 1, 2013 was . 2,970,280,769

Documents Incorporated By Reference - None

Explanatory Note

The purpose of this Amendment No. 1 on Form 10-K/A to our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 originally filed with the Securities and Exchange Commission (the "SEC") on April 1, 2013 (the "Form 10-K"), is to first, furnish Exhibit 101 to the Form 10-K, which contains the XBRL (eXtensible Business Reporting Language) Interactive Data File for the financial statements and notes included in Part I of the Form 10-K, in accordance with Rule 201 of Regulation S-T. Second, to amend Item 8, Financial Statements with respect to updating the two tables in Note 8 – Income Taxes to the financial statements to correct clerical errors on line items. Net operating loss carry forwards (NOL) was corrected to 63,714 from 83,153. Stock-based compensation was corrected to (670) from (1,540). Deferred revenue was corrected to 1,568 from 2,755. Accruals were corrected to 2,554 from 368. Derivative gain/loss was corrected to 9,375 from 24,073. The Total deferred tax asset was corrected to 90,546 from 122,814 and the associated valuation allowance was changed to (90,546) from (122,814). The Net deferred tax asset remained unchanged at zero. In the first sentence of the paragraph following the tables, the net operating loss carry forwards for federal tax purposes was corrected to read \$165 million rather than \$184.4 million. Third, to amend Item 12. Security Ownership of Certain beneficial Owners and Management. The table, on page 62 of the original filing has been updated to correct certain errors in the number of shares beneficially owned by other beneficial owners, the associated percentage of ownership and the associated footnotes.

No other changes have been made to the Form 10-K. This Amendment No. 1 speaks as of the original filing date of the Form 10-K, and does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way, disclosures made in the original Form 10-K. Accordingly, this amendment should be read in conjunction with the original Form 10-K filing, as well as our other filings made with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the original filing of the Form 10-K.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Act of 1934, as amended, and otherwise are not subject to liability under those sections.

ITEM 8. Financial Statements

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of NeoMedia Technologies, Inc.:

We have audited the accompanying consolidated balance sheets of NeoMedia Technologies, Inc. (the "Company"), as of December 31, 2012 and 2011, and the related consolidated statements of operations and comprehensive loss, shareholders' deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to such financial statements, the Company has suffered recurring losses from operations, has significant working capital and shareholder deficits and may have ongoing requirements for additional capital investment. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Kingery & Crouse, P.A.

Certified Public Accountants

Tampa, FL

April 1, 2013

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NeoMedia Technologies, Inc. and Subsidiaries**Consolidated Balance Sheets**

(in thousands, except share data)

| | December 31, 2012 | December 31, 2011 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 611 | \$ 30 |
| Trade accounts receivable, net of allowance of \$0 and \$19 | 217 | 674 |
| Prepaid expenses and other current assets | 120 | 194 |
| Total current assets | 948 | 898 |
| Property and equipment, net | 44 | 81 |
| Goodwill | 3,418 | 3,418 |
| Proprietary software, net | 99 | 757 |
| Patents and other intangible assets, net | 1,490 | 1,764 |
| Cash surrender value of life insurance policies | - | 653 |
| Other long-term assets | 40 | 29 |
| Total assets | \$ 6,039 | \$ 7,600 |
| LIABILITIES AND SHAREHOLDERS' DEFICIT | | |
| Current liabilities: | | |
| Accounts payable | \$ 506 | \$ 598 |
| Accrued expenses | 399 | 8,370 |
| Deferred revenues and customer prepayments | 3,735 | 1,820 |
| Note payable | 50 | 91 |
| Accrued purchase price guarantee | - | 4,535 |
| Other accrued expenses | - | 3,765 |
| Deferred tax liability | 706 | 706 |
| Derivative financial instruments - warrants | 3,687 | 14,942 |
| Derivative financial instruments - Series C and D preferred stock and debentures payable | 2,147 | 9,171 |
| Debentures payable - carried at amortized cost | 53 | 16,317 |
| Debentures payable - carried at fair value | 64,292 | 16,458 |
| Total current liabilities | 75,575 | 76,773 |
| Commitments and contingencies (Note 10) | | |
| Series C convertible preferred stock, \$0.01 par value, 27,000 shares authorized, 4,840 and 5,086 shares issued and outstanding, liquidation value of \$4,840 and \$5,086 as of December 31, 2012 and 2011, respectively | 4,840 | 5,086 |
| | 348 | 1,395 |

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Series D convertible preferred stock, \$0.01 par value, 25,000 shares authorized, 3,481 and 13,950 shares issued and outstanding, liquidation value of \$348 and \$1,395 as of December 31, 2012 and 2011, respectively

Shareholders' deficit:

| | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|
| Common stock, \$0.001 par value, 5,000,000,000 shares authorized, 2,106,035,882 and 541,999,246 shares issued and outstanding as of December 31, 2012 and 2011, respectively | 2,106 | 542 |
| Additional paid in capital | 188,814 | 170,006 |
| Accumulated deficit | (264,630) | (245,244) |
| Accumulated other comprehensive loss | (235) | (179) |
| Treasury stock, at cost, 2,012 shares of common stock | (779) | (779) |
| Total shareholders' deficit | (74,724) | (75,654) |
| Total liabilities and shareholders' deficit | \$ 6,039 | \$ 7,600 |

The accompanying notes are an integral part of these consolidated financial statements.

NeoMedia Technologies, Inc. and Subsidiaries**Consolidated Statements of Operations and Comprehensive Loss**

(in thousands, except share and per share data)

| | Year Ended December 31, | |
|---------------------------------------------------------------------------------------------------------------|-------------------------|----------|
| | 2012 | 2011 |
| Revenues | \$2,344 | \$2,267 |
| Cost of revenues | 2,181 | 1,193 |
| Impairment of inventory | - | 368 |
| Gross profit | 163 | 706 |
| Operating expenses | | |
| Sales and marketing expenses | 1,100 | 1,023 |
| General and administrative expenses | 3,593 | 3,363 |
| Research and development costs | 951 | 1,634 |
| Total operating expenses | 5,644 | 6,020 |
| Loss from operations before other income (expense) | (5,481) | (5,314) |
| Other income (expense) | | |
| Impairment loss on cash surrender value of life insurance policy | (527) | - |
| Gain on derecognition of accrued expenses and purchase price guarantee | 8,300 | - |
| Loss on extinguishment of debt | (27,479) | - |
| Gain from change in fair value of hybrid financial instruments | 11,926 | 5,351 |
| Gain (loss) from change in fair value of derivative liability - warrants | 11,347 | (12,223) |
| Gain (loss) from change in fair value of derivative liability - Series C and D preferred stock and debentures | (13,035) | 15,715 |
| Interest expense | (4,437) | (4,378) |
| Total other income (expense) | (13,905) | 4,465 |
| Net loss | \$(19,386) | \$(849) |
| Dividends on convertible preferred stock | - | - |
| Net loss attributable to common shareholders | \$(19,386) | \$(849) |
| Comprehensive loss: | | |
| Net loss | \$(19,386) | \$(849) |
| Other comprehensive loss item | | |
| Foreign currency translation adjustment | (56) | (40) |
| Comprehensive loss | \$(19,442) | \$(889) |
| Net loss per share, basic and diluted: | | |

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| | | | |
|-------------------------------------------|---------------|-------------|---|
| Basic | \$ (0.02 |) \$ (0.00 |) |
| Fully diluted | \$ (0.02 |) \$ (0.00 |) |
| Weighted average number of common shares: | | | |
| Basic | 1,276,601,569 | 205,213,037 | |
| Fully diluted | 1,276,601,569 | 205,213,037 | |

The accompanying notes are an integral part of these consolidated financial statements.

NeoMedia Technologies, Inc. and Subsidiaries`

Consolidated Statements of Shareholders' Equity (Deficit)

(In thousands, except share data)

| | Common Stock | | | Treasury Stock | | | | Total Shareholders' Deficit |
|-----------------------------------------------------------------------|--------------|--------|----------------------------|---------------------|-----------------------------------------|--------|----------|-----------------------------|
| | Shares | Amount | Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Deficit | Shares | Amount | |
| Balance, December 31, 2010 | 25,678,978 | \$26 | \$ 153,974 | \$(244,395) | \$(139) | 2,012 | \$(779) | \$(91,313) |
| Shares issued for acquisition of patent rights | 5,000,000 | 5 | 345 | - | - | - | - | 350 |
| Shares issued upon conversions of Series C preferred stock | 223,611,975 | 223 | 9,651 | - | - | - | - | 9,874 |
| Shares issued upon conversions of Series D preferred stock | 102,704,877 | 103 | 1,848 | - | - | - | - | 1,951 |
| Shares issued upon conversions of convertible debentures | 184,988,281 | 185 | 4,122 | - | - | - | - | 4,307 |
| Stock-based compensation expense | - | - | 66 | - | - | - | - | 66 |
| Comprehensive income (loss) – foreign currency translation adjustment | - | - | - | - | (40) | - | - | (40) |
| Net loss | - | - | - | (849) | - | - | - | (849) |
| Balance, December 31, 2011 | 541,984,111 | 542 | 170,006 | (245,244) | (179) | 2,012 | (779) | (75,654) |

| | | | | | | | | |
|-----------------------------------------------------------------------|---------------|---------|------------|--------------|-----------|-------|----------|-------------|
| Shares issued upon conversions of Series C preferred stock | 34,168,248 | 34 | 844 | - | - | - | - | 878 |
| Shares issued upon conversions of Series D preferred stock | 142,457,436 | 143 | 2,199 | - | - | - | - | 2,342 |
| Shares issued upon conversions of convertible debentures | 1,387,426,087 | 1,387 | 15,751 | - | - | - | - | 17,138 |
| Stock-based compensation expense | - | - | 14 | - | - | - | - | 14 |
| Comprehensive income (loss) – foreign currency translation adjustment | - | - | - | - | (56) | - | - | (56) |
| Net loss | - | - | - | (19,386) | - | - | - | (19,386) |
| Balance, December 31, 2012 | 2,106,035,882 | \$2,106 | \$ 188,814 | \$(264,630) | \$(235) | 2,012 | \$(779) | \$(74,724) |

The accompanying notes are an integral part of these consolidated financial statements.

NeoMedia Technologies, Inc. and Subsidiaries**Consolidated Statements of Cash Flows**

(In thousands)

| | Year Ended December 31, | |
|---------------------------------------------------------------------------------------------------------------|-------------------------|-----------|
| | 2012 | 2011 |
| Cash Flows from Operating Activities: | | |
| Net loss | \$ (19,386) | \$ (849) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 972 | 977 |
| Loss on extinguishment of debt | 27,479 | - |
| Gain on derecognition of accrued expenses and purchase price guarantee | (8,300) | - |
| Gain from change in fair value of hybrid financial instruments | (11,926) | (5,351) |
| (Gain) loss from change in fair value of derivative liability - warrants | (11,347) | 12,223 |
| (Gain) loss from change in fair value of derivative liability - Series C and D preferred stock and debentures | 13,035 | (15,715) |
| Stock-based compensation expense | 14 | 66 |
| Bad debt expense | 457 | 19 |
| Interest expense added to liabilities | 4,406 | 3,378 |
| Impairment loss on cash surrender value of life insurance policy | 527 | - |
| Changes in operating assets and liabilities | | |
| Decrease (increase) in trade accounts receivable | - | (348) |
| Decrease in inventories | - | 112 |
| Decrease in prepaid expenses and other assets | 63 | 99 |
| Decrease in value of life insurance policies | - | 86 |
| Increase in accounts payable and accrued liabilities | 555 | 447 |
| Increase in deferred revenue and other current liabilities | 1,915 | 403 |
| Net cash used in operating activities | (1,536) | (4,453) |
| Cash Flows from Investing Activities: | | |
| Acquisition of property and equipment | (3) | (2) |
| Proceeds received from life insurance policy | 126 | - |
| Net cash provided by (used in) investing activities | 123 | (2) |
| Cash Flows from Financing Activities: | | |
| Repayment of convertible debt instruments | (450) | - |
| Borrowings under convertible debentures | 2,500 | 4,410 |
| Net cash provided by financing activities | 2,050 | 4,410 |
| Effect of exchange rate changes on cash | (56) | (5) |
| Net change in cash and cash equivalents | 581 | (50) |
| Cash and cash equivalents, beginning of year | 30 | 80 |

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| | | |
|----------------------------------------------------|-----------|----------|
| Cash and cash equivalents, end of year | \$ 611 | \$ 30 |
| Supplemental cash flow information: | | |
| Interest paid during the period | \$ 31 | \$ 1,001 |
| Series C preferred stock converted to common stock | \$ 878 | \$ 9,874 |
| Series D preferred stock converted to common stock | \$ 2,342 | \$ 1,951 |
| Convertible debentures converted to common stock | \$ 17,138 | \$ 4,307 |
| Shares issued for acquisition of patent rights | \$ - | \$ 350 |

The accompanying notes are an integral part of these consolidated financial statements.

NeoMedia Technologies, Inc.

Notes to Consolidated Financial Statements

Note 1 - General

Business – NeoMedia Technologies, Inc., a Delaware corporation, was founded in 1989 and is headquartered in Boulder, Colorado. We have pioneered 2D mobile barcode technology and infrastructure solutions that enable the mobile barcode ecosystem world-wide. NeoMedia strives to harness the power of the mobile phone in innovative ways with state-of-the-art mobile barcode technology. With this technology, mobile phones with cameras become barcode scanners and this enables a range of practical applications including mobile marketing, mobile commerce and advertising. In addition, we offer barcode management reader solutions as well as intellectual property licensing.

NeoMedia has been involved in, and has strived to be an innovator in, the mobile barcode field since the mid-1990s, and during that time has spearheaded the development of a robust IP portfolio that encompasses many preferred mobile implementations. We believe that our extensive IP portfolio differentiates us from the competition.

Note 2 - Summary of Significant Accounting Policies

The accompanying audited consolidated financial statements have been prepared in accordance with US GAAP for financial information and Rule 8.03 of Regulation S-X. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, considered necessary for a fair presentation have been included.

Basis of Presentation – The consolidated financial statements include the accounts of NeoMedia Technologies, Inc. and our wholly-owned subsidiaries (collectively “we”, “us” or “our”),. We operate as one reportable segment. All significant intercompany accounts and transactions have been eliminated.

Use of Estimates – The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.. Changes in facts and circumstances may result in revised estimates, which are recorded in the period in which they become known.

Going Concern – We have historically incurred net losses from operations and we expect that we will continue to have negative cash flows as we implement our business plan. There can be no assurance that our continuing efforts to execute our business plan will be successful and that we will be able to continue as a going concern. The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“US GAAP”), which contemplate our continuation as a going concern. For the years ended December 31, 2012 and 2011, we incurred operating losses of \$5.5 million and \$5.3 million, respectively. Net cash used by operations during the years ended December 31, 2012 and 2011 was \$1.5 million and \$4.5 million, respectively. At December 31, 2012, we have an accumulated deficit of \$264.6 million. We also have a working capital deficit of \$74.7 million, of which \$70.2 million or 93% is related to our financing instruments, including \$68.0 million related to the fair value of warrants and those debentures that are recorded as hybrid financial instruments, and \$2.2 million related to the amortized cost carrying value of certain of our debentures and the fair value of the associated derivative liabilities.

We currently do not have sufficient cash, or commitments for financing to sustain our operations for the next twelve months. Our plan is to develop new client and customer relationships and substantially increase our revenue derived from improved products and IP licensing. If our revenues are not to plan and our operating expenses cannot be reduced to sustain our operations, we may require additional financing in order to execute our operating plan; however, we believe that such additional financing will not be necessary. If additional financing is required, we cannot predict whether this additional financing will be in the form of equity, debt, or another form and we may not be able to obtain the necessary additional capital on a timely basis, on acceptable terms, or at all. In the event that these financing sources do not materialize, or that we are unsuccessful in increasing our revenues and profits, we may be unable to implement our current plans for expansion, repay our debt obligations or respond to competitive pressures, any of which circumstances would have a material adverse effect on our business, prospects, financial condition and results of operations.

The items discussed above raise doubts about our ability to continue as a going concern.

Stock-Based Compensation - FASB ASC 718, *Stock Compensation*, requires that all stock-based compensation be recognized as an expense in the financial statements and that such cost be measured at the grant date fair value of the award. We account for modifications of the terms of existing option grants as exchanges of the existing equity instruments for new instruments. The fair value of the modified option at the grant date is compared with the value at that date of the original option immediately before its terms are modified. Any excess fair value of the modified option over the original option is recognized as additional compensation expense.

Revenue Recognition – We derive revenues from the following sources: (1) license fees relating to intellectual property, and (2) software and service revenues related to mobile marketing barcode infrastructure management and development, barcode readers and internally developed software. The revenues are recognized as follows:

License revenues, including intellectual property licenses, represent revenue from the licensing of our intellectual property. The basis for license fee revenue recognition is substantially governed by FASB ASC 985-605, *Software Revenue Recognition*. License revenue is recognized if persuasive evidence of an agreement exists, delivery has occurred, pricing is fixed and determinable, and collectability is reasonably assured. We defer revenue related to license fees for which amounts have been invoiced and/or collected in accordance with the payment terms of the licensing agreements, but for which the above criteria have not been fully met. We recognize licensing revenue over the term of the licensing agreement, and we evaluate our deferrals periodically for any potential adjustments.

Software and services revenues represent revenue from the licensing of our proprietary software applications and is recognized based on guidance provided in FASB ASC 985-605 *Software Revenue Recognition*. We license our applications under non-exclusive and non-transferable license agreements. License revenue is recognized when persuasive evidence of an agreement exists, the price to the customer is fixed and determinable, delivery of the software and/or services have occurred and collectability of the sales price is reasonably assured. In most cases, cash is collected prior to services being offered and recognized over the duration of the contract and/or billing terms.

Basic and Diluted Loss Per Share – Basic net loss per share is computed by dividing net loss attributable to common shareholders by the weighted average number of shares of common stock outstanding during the period. During the years ended December 31, 2012 and 2011, we reported a net loss per share and basic and diluted loss per share were equivalent. We excluded all outstanding stock options, warrants and convertible instruments from the calculation of diluted net loss per share because these securities were anti-dilutive.

The following is a reconciliation of the numerator and denominator of the basic and diluted net loss per share calculations for each period:

| | Year Ended December 31, | |
|-----------------------------------------------------------------------------------------------------------|-------------------------|----------|
| | 2012 | 2011 |
| Numerator: Share - loss available to common stockholders | | |
| Net loss | \$(19,386 |) \$(849 |
| Adjustments to reconcile net income to loss applicable to common stockholders: | | |
| | - | - |
| Numerator for basic earnings per share - loss available to common stockholders | (19,386 |) (849 |
| Effect of dilutive securities: | | |
| Adjustment for change in fair value of derivative liability Series C and D preferred stock and debentures | - | - |
| Adjustment for change in fair value of derivative liability- warrants | - | - |
| Adjustment for change in fair value of hybrid financial instruments | - | - |
| Adjustment for loss on extinguishment of debt | - | - |
| Adjustment for interest expense related to convertible debt | - | - |
| | \$(19,386 |) \$(849 |

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Numerator for diluted earnings per share- loss available to common stockholders
after assumed conversions of debentures and exercise of warrants

Denominator for diluted earnings per share- adjusted weighted average shares after
assumed conversions and exercise of options:

| | | |
|---------------------------------------------------|---------------|-------------|
| Weighted average shares used to compute basic EPS | 1,276,601,569 | 205,213,037 |
| Effect of dilutive securities: | | |
| Convertible debentures | - | - |
| Convertible preferred stock | - | - |
| Dilutive potential common shares | - | - |

| | | |
|--------------------------------------------------------------------------------------------------------|---------------|-------------|
| Denominator for diluted earnings per share-adjusted weighted average shares and assumed conversions | 1,276,601,569 | 205,213,037 |
|--------------------------------------------------------------------------------------------------------|---------------|-------------|

| | | | |
|------------------------|---------|-----------|---|
| Basic loss per share | \$(0.02 |) \$(0.00 |) |
| Diluted loss per share | \$(0.02 |) \$(0.00 |) |

The following outstanding stock options, warrants, convertible debt and convertible preferred securities for the years ended December 31, 2012 and 2011 are anti-dilutive and therefore have been excluded from dilutive earnings per share:

| | Year Ended December 31, | |
|-----------------------------|-------------------------|---------------|
| | 2012 | 2011 |
| Stock options | 1,340,000 | 1,127,355 |
| Warrants | 1,882,492,690 | 1,601,629,073 |
| Convertible debt | 22,696,138,542 | 3,121,632,923 |
| Convertible preferred stock | 990,409,508 | 635,982,827 |
| | 25,570,380,740 | 5,360,372,178 |

Comprehensive Loss – We report comprehensive loss in accordance with FASB ASC 220, *Comprehensive Income*. This statement requires the disclosure of accumulated other comprehensive income or loss (excluding net income or loss) as a separate component of shareholders' deficit.. Comprehensive loss reported in our financial statements represents foreign currency translation losses on intercompany balances which are deemed to be of a long-term investment nature.

Fair-valued Financial Instruments – Fair value measurement requirements are embodied in certain accounting standards applied in the preparation of our financial statements. The most significant application is in connection with our Convertible Preferred Stock, Convertible Debentures and Warrants, where we determine the fair value of certain hybrid instruments carried at fair value, and certain derivative liabilities which are recorded at fair value under FASB ASC 815, *Derivatives and Hedging*. See below and Note 4 for further information regarding the accounting treatment of these financing instruments.

Derivative Financial Instruments – We generally do not use derivative financial instruments to hedge exposures to cash-flow risks or market-risks that may affect the fair values of our financial instruments. However, certain financial instruments, such as warrants and the embedded conversion features of our convertible preferred stock and convertible debentures, which are indexed to our common stock, are classified as liabilities when either (a) the holder possesses rights to net-cash settlement or (b) physical or net-share settlement is not within our control. In such instances, net-cash settlement is assumed for financial accounting and reporting purposes, even when the terms of the underlying contracts do not provide for net-cash settlement. Derivative financial instruments are initially recorded, and continuously carried, at fair value.

Determining the fair value of these complex derivative financial instruments involves judgment and the use of certain relevant assumptions including, but not limited to, interest rate risk, credit risk, and equivalent volatility and conversion/redemption privileges. The use of different assumptions could have a material effect on the estimated fair value amounts.

For the majority of our convertible debentures, we have elected not to separately account for the embedded conversion feature as a derivative instrument but to account for the entire hybrid instrument at fair value in accordance with FASB ASC 815, *Derivatives and Hedging*. For the remaining convertible debentures and our convertible preferred stock, the underlying instruments are carried at amortized cost and the embedded conversion feature is accounted for separately at fair value in accordance with FASB ASC 815-40-05 and FASB ASC 815-40-15.

Financial Instruments and Concentration of Credit Risk – We believe the carrying values of our financial instruments consisting of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses, derivative financial instruments, other current liabilities, convertible preferred stock, and convertible debenture financings approximate their fair values due to their short-term nature, or because they are carried at fair value.

Our cash balances in the United States periodically exceed federally insured limits. We have not experienced any losses in such accounts. Our cash balances in our NeoMedia Europe location are also maintained in financial institutions that provide deposit guarantees and are governed by local public law. Our policies limit the concentration of accounts receivable credit exposure by requiring the majority of customers to prepay their renewal licenses prior to initiating services.

Accounts Receivable – We report accounts receivable at net realizable value. Our terms of sale provide the basis for when accounts become delinquent or past due. We provide an allowance for doubtful accounts equal to the estimated uncollectible amounts, based on historical collection experience and a review of the current status of accounts receivable. We do not require collateral and to the extent credit is granted to our customers, all open accounts receivable beyond 90 days are evaluated for recovery (at which time they are generally charged off and sent to a collections agency, unless we believe that collection remains reasonably assured).

Goodwill – Goodwill represents the excess of the purchase price paid for NeoMedia Europe over the fair value of the identifiable net assets and liabilities acquired, based on an independent appraisal of the assets and liabilities acquired. Although there have been changes to the legal structure and how we conduct business, we believe the goodwill value remains. In accordance with FASB ASC 350, *Intangibles - Goodwill and Other*, goodwill is not amortized, but is tested for impairment, annually, as described below, by applying the recognition and measurement provisions of FASB ASC 350, which require that we compare the carrying amount of the asset to its fair value. If impairment of the carrying value based on the estimated fair value exists, we measure the impairment through the use of discounted cash flows. If the carrying amount exceeds fair value, an impairment loss is recognized.

Intangible Assets – Intangible assets consist of patents, customer contracts, copyrighted material, acquired software products, and brand names. Intangible assets acquired as part of a business combination are accounted for in accordance with FASB ASC 805, *Business Combinations*, and are recognized apart from goodwill if the intangible asset arises from contractual or other legal rights or the asset is capable of being separated from the acquired enterprise. Intangible assets are reviewed for impairment by applying the recognition and measurement provisions of FASB ASC 350, which require that we compare the carrying amount of the intangible asset to its fair value. If the carrying amount exceeds fair value, an impairment loss is recognized. Intangible assets are amortized, using the straight-line method, over the estimate of their period of benefit of five to seventeen years as follows:

| | |
|----------------------------|--------------|
| Capitalized patents | 5 - 17 years |
| Customer contracts | 5 years |
| Copyrighted materials | 5 years |
| Acquired software products | 7 years |
| Brand names | 10 years |

Evaluation of Long-Lived Assets – We periodically perform impairment tests on each of our long-lived assets, including goodwill and other intangible assets, including capitalized patent costs, customer contracts, copyrighted materials, brand names, and capitalized and purchased software costs. In doing so, we evaluate the carrying value of each intangible asset with respect to several factors, including historical revenue generated from each intangible asset, application of the assets in our current business plan, and projected cash flow to be derived from the asset.

The determination of the fair value of certain acquired assets and liabilities is subjective in nature and often involves the use of significant estimates and assumptions. Determining the fair values and useful lives of intangible assets especially requires the exercise of judgment. Where practicable, we will obtain an independent valuation of intangible assets, and place reliance on such valuation. Then on an ongoing basis, we use the weighted-average probability method outlined in FASB ASC 360, *Property, Plant, and Equipment*, to estimate the fair value. This method requires significant management judgment to forecast the future operating results used in the analysis. In addition, other significant estimates are required such as residual growth rates and discount factors. The estimates we have used are consistent with the plans and estimates that we use to manage our business, based on available historical information and industry averages. The judgments made in determining the estimated useful lives assigned to each class of assets acquired can also significantly affect our net operating results.

According to FASB ASC 360, a long-lived asset should be tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. We follow the two-step process outlined in FASB ASC 360 for determining if an impairment charge should be taken: (1) the expected undiscounted cash flows from a particular asset or asset group are compared with the carrying value; if the expected undiscounted cash flows are greater than the carrying value, no impairment is recognized, but if the expected undiscounted cash flows are less than the carrying value, then (2) an impairment charge is taken for the difference between the carrying value and the expected discounted cash flows. The assumptions used in developing expected cash flow estimates are similar to those used in developing other information used by us for budgeting and other forecasting purposes. In instances where a range of potential future cash flows is possible, we use a probability-weighted approach to weigh the likelihood of

those possible outcomes. For purposes of discounting cash flows, we use a discount rate equal to the yield on a zero-coupon US Treasury instrument with a life equal to the expected life of the intangible asset or asset group being tested.

As of December 31, 2012, we do not believe any of our long-lived assets are impaired.

Property, and Equipment – Property and equipment, including software, are stated at cost less accumulated depreciation and amortization. Depreciation is provided under the straight-line method over the estimated useful lives of the assets, as follows:

| | |
|------------------------|-------------|
| Furniture and fixtures | 3 - 7 years |
| Equipment | 2 - 5 years |

Research and Development – Costs associated with the planning and design phase of software development, including coding and testing activities, and related overhead, necessary to establish technological feasibility of our internally-developed software products, are classified as research and development and expensed as incurred.

Stock-Based Compensation - FASB ASC 718, *Stock Compensation*, requires that all stock-based compensation be recognized as an expense in the financial statements and that such cost be measured at the grant date fair value of the award.

We record the grant date fair value of stock-based compensation awards as an expense over the vesting period of the related stock options. In order to determine the fair value of the stock options on the date of grant, we use the Black-Scholes-Merton option-pricing model. Inherent in this model are assumptions related to expected stock-price volatility, forfeiture and option life, risk-free interest rate and dividend yield. Although the risk-free interest rates and dividend yield are less subjective assumptions, typically based on factual data derived from public sources, the expected stock-price volatility, forfeiture rate and option life assumptions require a greater level of judgment.

We account for modifications of the terms of existing option grants as exchanges of the existing equity instruments for new instruments. The fair value of the modified option at the grant date is compared with the value at that date of the original option immediately before its terms are modified. Any excess fair value of the modified option over the original option is recognized as additional compensation expense.

We use an expected stock-price volatility assumption that is based on historical volatilities of our common stock and we estimate the forfeiture rate and option life based on historical data related to prior option grants.

Income Taxes – We account for income taxes under the provisions of FASB ASC 740, *Accounting for Income Taxes*, which requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the difference is expected to reverse. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. We have recorded a 100% valuation allowance as of December 31, 2012 and 2011.

Translation of Foreign Currency – The U.S. dollar is the functional currency of our operations, except for our operations at NeoMedia Europe, which use the Euro as their functional currency. Foreign currency transaction gains and losses are reflected in income. Translation gains and losses arising from translating the financial statements of NeoMedia Europe into U.S. dollars for reporting purposes are included in “Accumulated other comprehensive income (loss).”

Recent Accounting Pronouncements - The following Accounting Standards Codification Updates have been issued, or will become effective, after the end of the period covered by this discussion:

| | | |
|--------------------|----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ASU No. 2012-01 | July 2012 | Health Care Entities (Topic 954): Continuing Care Retirement Communities—Refundable Advance Fees |
| ASU No. 2012-02 | July 2012 | Intangibles-Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment |
| ASU No. 2012-03 | August 2012 | Technical Amendments and Corrections to SEC Sections: Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 114, Technical Amendments Pursuant to SEC Release No. 33-9250, and Corrections Related to FASB Accounting Standards Update 2010-22 (SEC Update) |

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ASU No. 2012-04 October 2012 Technical Corrections and Improvements

| | | |
|--------------------|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ASU No. 2012-05 | October 2012 | Statement of Cash Flows (Topic 230): Not-for-Profit Entities: Classification of the Sale Proceeds of Donated Financial Assets in the Statement of Cash Flows (a consensus of the FASB Emerging Issues Task Force) |
| ASU No. 2012-06 | October 2012 | Business Combinations (Topic 805): Subsequent Accounting for an Indemnification Asset Recognized at the Acquisition Date as a Result of a Government-Assisted Acquisition of a Financial Institution (a consensus of the FASB Emerging Issues Task Force) |
| ASU No. 2012-07 | October 2012 | Entertainment—Films (Topic 926): Accounting for Fair Value Information That Arises after the Measurement Date and Its Inclusion in the Impairment Analysis of Unamortized Film Costs (a consensus of the FASB Emerging Issues Task Force) |
| ASU No. 2013-01 | January 2013 | Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities |
| ASU No. 2013-02 | February 2013 | Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income |

| | | |
|--------------------|------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ASU No. 2013-03 | February 2013 | Financial Instruments (Topic 825): Clarifying the Scope and Applicability of a Particular Disclosure to Nonpublic Entities |
| ASU No. 2013-04 | February 2013 | Liabilities (Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date (a consensus of the FASB Emerging Issues Task Force) |
| ASU No. 2013-05 | March 2013 | Foreign Currency Matters (Topic 830): Parent's Accounting for the Cumulative Translation Adjustment upon De-recognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity (a consensus of the Emerging Issues Task Force) |

To the extent appropriate, the guidance in the above Accounting Standards Codification Updates is already reflected in our consolidated financial statements and management does not anticipate that these accounting pronouncements will have any future effect on our consolidated financial statements.

Note 3 - Capital Stock

Common Stock - Holders of common stock are entitled to one vote for each share held of record on each matter submitted to a vote of shareholders. Holders of our common stock do not have a cumulative voting right, which means that the holders of more than one half of our outstanding shares of common stock, subject to the rights of the holders of preferred stock, can elect all of our directors, if they choose to do so. In this event, the holders of the remaining shares of common stock would not be able to elect any directors. Subject to the prior rights of any class or series of preferred stock which may from time to time be outstanding, if any, holders of common stock are entitled to receive ratably, dividends when, as, and if declared by our Board of Directors out of funds legally available for that purpose and, upon our liquidation, dissolution, or winding up, are entitled to share ratably in all assets remaining after payment of liabilities and payment of accrued dividends and liquidation preferences on the preferred stock, if any. Holders of common stock have no preemptive rights and have no rights to convert their common stock into any other securities. The outstanding common stock is duly authorized and validly issued, fully-paid, and non-assessable. Except as otherwise required by Delaware law, and subject to the rights of the holders of preferred stock, all stockholder action is taken by the vote of a majority of the outstanding shares of common stock present at a meeting of shareholders at which a quorum consisting of a majority of the outstanding shares of common stock is present in person or by proxy. Shares repurchased are held as treasury shares and used for general corporate purposes including, but not limited to, satisfying obligations under our employee benefit plans. Treasury stock is recorded at cost.

Preferred Stock - We are authorized to issue 25 million shares of preferred stock, par value \$0.01 per share. We may issue preferred stock in one or more series and having the rights, privileges, and limitations, including voting rights, conversion rights, liquidation preferences, dividend rights and preferences and redemption rights, as may from time to time be determined by our Board of Directors. Preferred stock may be issued in the future in connection with acquisitions, financings, or other matters, as our Board of Directors deems appropriate. In the event that we determine

to issue any shares of preferred stock, a certificate of designation containing the rights, privileges, and limitations of this series of preferred stock will be filed with the Secretary of State of the State of Delaware. The effect of this preferred stock designation power is that our Board of Directors alone, subject to Federal securities laws, applicable blue sky laws, and Delaware law, may be able to authorize the issuance of preferred stock which could have the effect of delaying, deferring, or preventing a change in control of our company without further action by our shareholders, and may adversely affect the voting and other rights of the holders of our common stock. The issuance of preferred stock with voting and conversion rights may also adversely affect the voting power of the holders of our common stock, including the loss of voting control to others.

Series A Preferred Stock - During December 1999, our Board of Directors approved a Certificate of Resolutions Designating Rights and Preferences of Preferred Stock, filed with the Secretary of State of the State of Delaware on December 20, 1999. By this approval and filing, 200,000 shares of Series A Preferred Stock were designated. Series A Preferred has the following rights:

The right to receive mandatory cash dividends equal to the greater of \$0.001 per share or 100 times the amount of all dividends (cash or non-cash, other than dividends of shares of common stock) paid to holders of the common stock, which dividend is payable 30 days after the conclusion of each calendar quarter and immediately following the declaration of a dividend on common stock;

· One hundred votes per share of Series A Preferred on each matter submitted to a vote of our shareholders ;

The right to elect two directors at any meeting at which directors are to be elected, and to fill any vacancy on our Board of Directors previously filled by a director appointed by the Series A Preferred holders;

The right to receive an amount, in preference to the holders of common stock, equal to the amount per share payable to holders of common stock, plus all accrued and unpaid dividends, and following payment of 1/100th of the liquidation preference to the holders of each share of common stock, an additional amount per share equal to 100 times the per share amount paid to the holders of common stock;

The right to exchange each share of Series A Preferred for 100 times the consideration received per share of common stock in connection with any merger, consolidation, combination or other transaction in which shares of common stock are exchanged for or converted into cash, securities or other property; and

The right to be redeemed in accordance with our shareholder rights plan.

While accrued mandatory dividends are unpaid, we may not declare or pay dividends or distributions on, or redeem, repurchase or reacquire, shares of any class or series of junior or parity stock.

The Series A Preferred was created in connection with our shareholders rights plan. As of December 31, 2012 and 2011, there were no shares of Series A Preferred outstanding.

Series A Convertible Preferred Stock - On June 19, 2001, our Board of Directors approved a Certificate of Designations to create 500,000 shares of a Class of Series A Convertible Preferred Stock, which was filed with the Secretary of State of the State of Delaware on June 20, 2001. By this approval and filing, 47,511 shares were designated as Series A Convertible Preferred Stock and remain to be issued. Our Series A Convertible Preferred Stock, par value \$0.01 per share, has the following rights:

Series A Convertible Preferred was convertible into shares of common stock at a one-to-one ratio, which was proportionally adjusted to a one-to-one hundred ratio pursuant to a reverse stock split in 2011, and which is subject to proportional adjustment in the event of further stock splits or combinations, and dividends or distributions of shares of common stock. At the option of the holder, shares are subject to automatic conversion as determined in each agreement relating to the purchase of shares of Series A Convertible Preferred;

Each share of Series A Convertible Preferred is entitled to receive a liquidation preference equal to the original purchase price of such share in the event of liquidation, dissolution, or winding up;

Upon merger or consolidation, or the sale, lease or other conveyance of all or substantially all of our assets, shares of Series A Convertible Preferred are automatically convertible into the number of shares of stock or other securities or property (including cash) to which the common stock into which it is convertible would have been entitled; and

Shares of Series A Convertible Preferred are entitled to one vote per share of such stock, and vote together with holders of common stock.

As of December 31, 2012 and 2011, there were no shares of Series A Convertible Preferred outstanding.

Series B Convertible Redeemable Preferred Stock - On January 16, 2002, our Board of Directors approved a Certificate of Designation, Preferences, Rights and Limitations of Series B 12% Convertible Redeemable Preferred Stock, which was filed with the Secretary of State of the State of Delaware on February 28, 2002. By this approval and filing, 100,000 shares were designated as Series B 12% Convertible Redeemable Preferred Stock. Our Series B 12% Convertible Redeemable Preferred Stock, par value \$0.01 per share, has the following rights:

Series B Preferred shares accrue dividends at a rate of 12% per annum, or \$1.20 per share, between the date of issuance and the first anniversary of issuance;

Series B Preferred is redeemable to the maximum extent permitted by law (based on funds legally available for redemption) at a price per share of \$15.00, plus accrued dividends (a total of \$16.20 per share) on the first anniversary of issuance;

- Series B Preferred receive proceeds of \$12.00 per share upon our liquidation, dissolution or winding up;

To the extent not redeemed on the first anniversary of issuance, Series B Preferred is automatically convertible into the then existing general class of common stock on the first anniversary of issuance at a price equal to \$16.20 divided by the greater of \$20.00 or the lowest publicly-sold share price during the 90 day period preceding the conversion date, but in no event more than 19.9% of our outstanding capital stock as of the date immediately prior to conversion.

Upon merger or consolidation, or the sale, lease or other conveyance of all or substantially all of our assets, shares of Series B Preferred are automatically convertible into the number of shares of stock or other securities or property (including cash) to which the common stock into which it is convertible would have been entitled; and

Shares of Series B Preferred are entitled to one vote per share and vote with common stock, except where the proposed action would adversely affect the Series B Preferred or where the non-waivable provisions of applicable law mandate that the Series B Preferred vote separately, in which case Series B Preferred vote separately as a class, with one vote per share.

As of December 31, 2012 and 2011, there were no shares of Series B Convertible Redeemable Preferred Stock outstanding.

Series C Convertible Preferred Stock - On February 22, 2006, we filed with the Secretary of State of the State of Delaware a Certificate of Designation of Series C Convertible Preferred Stock (“Series C preferred stock”) and on January 6, 2011 filed an Amendment to the Certificate. By the approval and filing, 27,000 shares were designated as Series C preferred stock. Our Series C preferred stock, par value \$0.01 per share, as amended on January 5, 2011, has the following rights:

Series C preferred shares are entitled to dividends at a rate of 8% per annum, if, as and when declared by the Board of Directors. As of December 31, 2012 and 2011, accumulated undeclared unpaid dividends were \$4.4 million and \$3.9 million, respectively.

· Series C preferred shares receive proceeds of \$1,000 per share upon our liquidation, dissolution or winding up;

Each share of Series C preferred stock is convertible, at the option of the holder, into shares of our common stock at the lesser of (i) \$50.00 or (ii) 97% of the lowest closing bid price of our common stock for the 125 trading days immediately preceding the date of conversion; and

· Series C preferred shares have voting rights on an as-converted basis with the common stock.

As of December 31, 2012 and 2011, there were 4,840 and 5,086 shares of Series C preferred stock issued and outstanding, respectively. The holders of our outstanding shares of Series C preferred stock are limited by the certificate of designation and by the contractual provisions of the related Securities Purchase Agreements under which Series C preferred stock was issued and other related transaction documents from beneficial control of more than 9.99% of our voting securities. Therefore, unless the holder waives this limitation upon 61 days’ notice to us, the holders of our Series C preferred stock may not exercise all the voting rights otherwise described in the certificate of designation of these securities (see Note 4).

Series D Convertible Preferred Stock - On January 5, 2010, we filed with the Secretary of State of the State of Delaware a Certificate of Designation of Series D preferred stock. On January 7, 2010, we filed an amendment with the Secretary of State of the State of Delaware to include certain registration rights in connection with the Series D preferred stock. By the approval and filing, 25,000 shares were designated as Series D preferred stock. On January 5, 2010, we issued 25,000 shares of Series D preferred stock to YA Global for gross proceeds of \$2,500,000. Our Series D preferred stock, par value \$0.01 per share, has the following rights:

Series D preferred shares are entitled to dividends at a rate of 8% per annum, if, as and when declared by the Board of Directors. As of December 31, 2012 and December 31, 2011 respectively, accumulated undeclared unpaid dividends were \$425,000 and \$225,000.

- Series D preferred shares receive proceeds of \$100 per share upon our liquidation, dissolution or winding up;

Each share of Series D preferred stock is convertible, at the option of the holder, into shares of our common stock at the lesser of (i) \$2.00 or (ii) 97% of the lowest closing bid price of our common stock for the 125 trading days immediately preceding the date of conversion;

- Series D preferred shares have voting rights on an as-converted basis with the common stock; and.

As of December 31, 2012 and 2011, 3,481 and 13,950 shares of Series D preferred stock were issued and outstanding.

Poison Pill - On December 10, 1999, our Board of Directors adopted a shareholder rights plan and declared a non-taxable dividend of the right to acquire one-one hundredth of a share of our Series A Preferred Stock, par value \$0.01 per share, for each outstanding share of our common stock to shareholders of record on December 20, 1999 and each share of common stock issued thereafter until a pre-defined hostile takeover date. The shareholder rights plan was adopted as an anti-takeover measure, commonly referred to as a “poison pill”. The shareholder rights plan was designed to enable all shareholders not engaged in a hostile takeover attempt to receive fair and equal treatment in any proposed takeover of us and to guard against partial or two-tiered tender offers, open market accumulations, and other hostile tactics to gain control of us. The shareholder rights plan was not adopted in response to any effort to acquire control of us at the time of adoption. This shareholder rights plan may have the effect of rendering more difficult, delaying, discouraging, preventing, or rendering more costly an acquisition of us or a change in control of us. Certain shareholders, who were our founders, Charles W. Fritz, William E. Fritz and The Fritz Family Limited Partnership and their holdings, were exempted from the triggering provisions of our “poison pill” plan, as a result of the fact that, as of the plan’s adoption, their holdings might have otherwise triggered the “poison pill”.

In addition, our Certificate of Incorporation authorizes our Board of Directors to designate and issue our preferred stock, in one or more series, the terms of which may be determined at the time of issuance by our Board of Directors, without further action by shareholders, and may include voting rights, including the right to vote as a series on particular matters, preferences as to dividends and liquidation, conversion, redemption rights, and sinking fund provisions.

We are authorized to issue a total of 25 million shares of Preferred Stock, par value \$0.01 per share. The issuance of any preferred stock could have a material adverse effect on the rights of holders of our common stock, and, therefore, could reduce the value of shares of our common stock. In addition, specific rights granted to future holders of preferred stock could be used to restrict our ability to merge with, or sell our assets to, a third party. The ability of our Board of Directors to issue preferred stock could have the effect of rendering more difficult, delaying, discouraging, preventing, or rendering more costly an acquisition of us or a change in our control.

Note 4 – Financing

At December 31, 2012, financial instruments arising from our financing transactions with YA Global, an accredited investor, included shares of our Series C preferred stock issued in February 2006, Series D preferred stock issued in January 2010, a series of secured convertible debentures issued between August 2006 and July 2012 and various warrants to purchase shares of our common stock. All of our assets are pledged to secure our obligations under the debt securities. At various times, YA Global has assigned or distributed portions of its holdings of these securities to other holders, including persons who are officers of YA Global and its related entities, as well as to other holders who are investors in YA Global's funds.

Secured Debentures - The underlying agreements for each of the debentures are very similar in form, except in regard to the interest rate, conversion prices, and the number of warrants that were issued in conjunction with each of the debentures. The debentures are convertible into our common stock, at the option of the holder, at the lower of a fixed conversion price per share or a percentage of the lowest volume-weighted average price ("VWAP") for a specified number of days prior to the conversion (the "look-back period"). The conversion is limited such that the holder cannot exceed 9.99% ownership of the outstanding common stock, unless the holder waives their right to such limitation. All of the debentures are secured according to the terms of a Security Pledge Agreement dated August 23, 2006, which was entered into in connection with the first convertible debenture issued to YA Global and which provides YA Global with a security interest in substantially all of our assets. The debentures are also secured by a Patent Security Agreement dated July 29, 2008. On August 13, 2010, our wholly owned subsidiary, NeoMedia Europe GmbH, became a guarantor of all outstanding financing transactions between us and YA Global, through pledges of their intellectual property and other movable assets. As security for our obligations to YA Global, all of our Pledged Property, Patent Collateral and other collateral is affirmed through the several successive Ratification Agreements which have been executed in connection with each of the 2010, 2011 and 2012 financings.

All debentures with YA Global contain provisions for acceleration of principal and interest upon default. Certain debentures also contain default interest rates and conversion prices, as reflected in the table below.

We evaluated the financing transactions in accordance with FASB ASC 815, *Derivatives and Hedging*, and determined that the conversion features of the Series C and Series D preferred stock and the Debentures were not afforded the exemption for conventional convertible instruments due to their variable conversion rates. The contracts

have no explicit limit on the number of shares issuable so they did not meet the conditions set forth in current accounting standards for equity classification. Accordingly, either the embedded derivative instruments, including the conversion option, must be bifurcated and accounted for as derivative instrument liabilities or, as permitted by FASB ASC 815-15-25-4, *Recognition of Embedded Derivatives*, the instruments may be carried in their entirety at fair value.

At inception, we elected to bifurcate the embedded derivatives related to the Series C and Series D preferred stock and certain debentures, while electing the fair value option for the March 2007, August 2007, April 2008, May 2008 and April 2012 Debentures. FASB ASC 825, *Financial Instruments*, allows us to elect the fair value option for recording financial instruments when they are initially recognized or if there is an event that requires re-measurement of the instruments at fair value, such as a significant modification of the debt.

On May 25, 2012, the terms of the debentures held by YA Global were modified to extend the stated maturity dates to August 1, 2013 and reduce the interest rates to 9.5% per year, with interest being payable on the maturity date in cash or, provided certain equity conditions are satisfied, in shares of our Common Stock at the applicable conversion price. As discussed below, in February 2013, the maturity dates of the debentures held by YA Global was further extended to August 2014. Because the effect of the modifications in 2012 exceeded a significance threshold relative to cash flows prescribed by ASC 470-50, *Debt Modifications and Extinguishments*, the modifications of the amounts due under these arrangements were accounted for as extinguishments, whereby the existing debentures were considered to be retired and new debentures issued. The existing instruments were first adjusted to fair value as of May 25, 2012 using the interest rate and maturity date prior to the amendment. The fair value of the new instruments was then calculated using the modified interest rate and maturity date to determine the fair value of the instrument subsequent to the amendment. The differences in the fair values before and after the amendment were recorded as an extinguishment loss of approximately \$27.5 million in the accompanying 2012 statements of operations. Although the maturity date of the debentures held by YA Global has been extended to August 2014, the liabilities related to the debentures continue to be reflected as current liabilities in the accompanying 2012 consolidated balance sheet because we do not have sufficient authorized shares to permit conversion and, accordingly, could be required to settle the liabilities in cash.

As of the date of the modification, we have elected to carry all modified debentures at the fair value of the hybrid instrument with changes in the fair value of the debentures charged or credited to income each period.

The following table summarizes the significant terms of each of the debentures for which the entire hybrid instrument is recorded at fair value as of December 31, 2012:

| Debenture Issuance Year | Face Amount (in thousands) | Interest Rate | Default Interest Rate | Conversion Price – Lower of Fixed Price or Percentage of VWAP for Look-back Period | | | Default % | Look-back Period |
|-------------------------|-------------------------------|---------------|-----------------------|------------------------------------------------------------------------------------|------------------------------|---------|-----------|------------------|
| | | | | Fixed Price | Anti-Dilution Adjusted Price | % | | |
| 2006 | \$6,180 | 9.5 % | n/a | \$2.00 | \$0.001890 | 90% | n/a | 125 Days |
| 2007 | 6,856 | 9.5 % | n/a | \$2.00 | \$0.001680-\$0.001890 | 80%-90% | n/a | 125 Days |
| 2008 | 6,468 | 9.5 % | 20%-24% | \$1.00-\$2.00 | \$0.001680-\$0.001995 | 80%-95% | 50%-75 % | 125 Days |
| 2009 | 1,644 | 9.5 % | 20% | \$2.00 | \$0.001995 | 95% | 50 % | 125 Days |
| 2010 | 3,806 | 9.5 % | 20% | \$0.10-\$0.30 | \$0.001995 | 95% | 50 % | 60 Days |
| 2011 | 1,954 | 9.5 % | 20% | \$0.10 | \$0.001995 | 95% | 50 % | 60 Days |
| 2012 | 1,979 | 9.5 % | 20% | \$0.10 | \$0.001995 | 95% | 50 % | 60 Days |
| Total | \$28,887 | | | | | | | |

At December 31, 2012, \$25,717 of the face value of debentures was held by YA Global and \$3,170 was held by other investors.

For the portion of the debentures held by investors other than YA Global (which debentures were not modified on May 25, 2012) and for the Series C and Series D preferred stock, the election to carry the instruments at fair value in their entirety is not available. Accordingly, we continue to bifurcate the compound embedded derivatives related to the Series C and Series D preferred stock and these debentures and carry these financial instruments as liabilities in the accompanying balance sheet. Significant components of the compound embedded derivative include (i) the embedded conversion feature, (ii) down-round anti-dilution protection features and (iii) default, non-delivery and buy-in puts, all of which were combined into one compound instrument that is carried at fair value as a derivative liability. Changes in the fair value of the compound derivative liability are charged or credited to income each period.

The table below summarizes the significant terms of the debentures that are carried at their amortized cost and for which the compound embedded derivative is bifurcated and accounted for as a derivative liability as of December 31, 2012:

| Debtenture | Face | Interest | Conversion Price – Lower of Fixed Price or Percentage of VWAP for Look-back Period | | | |
|---------------|----------------|----------|------------------------------------------------------------------------------------|---------------|------|-----------|
| | | | Fixed | Anti-Dilution | | Look-back |
| Issuance Year | Amount | Rate | Price | Price | % | Period |
| | (in thousands) | | | | | |
| 2006 | \$ 53 | 10.0 | % \$ 2.00 | \$ 0.00486 | 90 % | 125 days |

Conversions and Repayments—Our preferred stock and convertible debentures are convertible into shares of our common stock. Upon conversion of any of the convertible financial instruments in which the compound embedded derivative is bifurcated, the carrying amount of the debt, including any unamortized premium or discount, and the related derivative instrument liability are credited to the capital accounts upon conversion to reflect the stock issued and no gain or loss is recognized. For instruments that are recorded in their entirety at the fair value of the hybrid instrument, the fair value of the hybrid instrument converted is credited to the capital accounts upon conversion to reflect the stock issued and no gain or loss is recognized.

The following table provides a summary of the preferred stock conversions that have occurred since inception and the number of common shares issued upon conversion.

| | Preferred shares issued | Preferred shares converted | Preferred shares remaining | Common shares issued |
|--------------------------|-------------------------------|----------------------------------|----------------------------------|----------------------------|
| | (in thousands) | | | |
| Series C preferred stock | 22 | 17 | 5 | 273,382 |
| Series D preferred stock | 25 | 22 | 3 | 245,162 |

During the fourth quarter of 2012, we repaid \$450,000 in outstanding principal and approximately \$31,000 in accrued interest which resulted in a decrease of approximately \$694,000 in the overall fair value of the hybrid instruments.

The outstanding principal and accrued interest for the debentures as of December 31, 2012 is reflected in the following table in addition to the principal and interest converted since inception and the number of common shares issued upon conversion.

| | Outstanding principal and accrued interest at December 31, 2012 (in thousands) | Principal and accrued interest converted since inception | Common shares issued |
|------------|-----------------------------------------------------------------------------------|----------------------------------------------------------|----------------------|
| Debentures | \$42,959 | \$ 9,155 | 1,565,861 |

Warrants - YA Global holds warrants to purchase shares of our common stock that were issued in connection with the convertible debentures and the Series C and Series D preferred stock. The warrants are exercisable at a fixed exercise price which, from time to time, has been reduced due to anti-dilution provisions when the Company has entered into subsequent financing arrangements with a lower price. The exercise prices may be reset again in the future if we subsequently issue stock or enter into a financing arrangement with a lower price. In addition, upon each adjustment in the exercise price, the number of warrant shares issuable is adjusted to the number of shares determined by multiplying the warrant exercise price in effect prior to the adjustment by the number of warrant shares issuable prior to the adjustment divided by the warrant exercise price resulting from the adjustment.

The warrants issued to YA Global do not meet all of the established criteria for equity classification in FASB ASC 815-40, Derivatives and Hedging – Contracts in Entity’s Own Equity, and accordingly, are recorded as derivative liabilities at fair value. Changes in the fair value of the warrants are charged or credited to income each period.

2012 Financing Transactions – During 2012, we entered into Agreements to issue and sell six debentures to YA Global in the aggregate principal amount of \$2,650,000. The debentures are convertible, at the option of the holder, at a conversion price equal to the lesser of (i) \$0.10 or (ii) 95% of the lowest closing bid price of our common stock for the 60 trading days preceding the date of conversion. Except for the June 1, 2012 and July 20, 2012 debentures, at inception, all the debentures had an interest rate of 14% per year and had a maturity date of July 29, 2012. Subsequent to the May 25, 2012 modification, all the debentures bear interest at 9.5% and mature on August 1, 2013. We have the right to redeem a portion or all amounts outstanding under the debentures at a redemption premium of 10%, plus accrued interest. We also issued warrants to YA Global in conjunction with the debentures. The warrants were issued with an initial fixed exercise price of \$0.15 per share; however, as a result of the anti-dilution protection in these warrants, the issuance of subsequent debentures for a lower price resets the fixed exercise price of the warrants to the lower price and adjusts the number of warrant shares issuable. All warrants issued during 2012 have a term of five years.

The following table provides a summary of the allocation of the components of the new debentures and warrants issued during the year ended December 31, 2012. The hybrid debt instruments were valued using a Monte Carlo Simulation valuation method and the warrants were valued using a binomial lattice option valuation method. Significant assumptions used to value the hybrid debt instruments and warrants as of inception of the financings are also provided in the table below.

| | January 11, 2012 issuance (in thousands) | February 6, 2012 issuance | March 26, 2012 issuance | April 26, 2012 issuance | June 1, 2012 issuance | July 20, 2012 issuance |
|---------------------------------------|------------------------------------------------------|---------------------------------|-------------------------------|-------------------------------|-----------------------------|------------------------------|
| Gross proceeds | \$400 | \$450 | \$450 | \$450 | \$450 | \$450 |
| Structuring and due diligence fee | (25) | (25) | (25) | (25) | (25) | (25) |
| | \$375 | \$425 | \$425 | \$425 | \$425 | \$425 |
| Hybrid instrument | (289) | (176) | (287) | \$(878) | \$(799) | \$(732) |
| Derivative warrants | (13) | (9) | (42) | (11) | (9) | (8) |
| Day one derivative loss | - | - | - | 464 | 383 | 315 |
| | (302) | (185) | (329) | \$(425) | \$(425) | \$(425) |
| Warrant shares issued (in thousands) | 1,000 | 1,000 | 1,000 | 1,000 | 1,000 | 1,000 |
| Initial exercise price of warrants | \$0.1500 | \$0.1500 | \$0.1500 | \$0.1500 | \$0.1500 | \$0.1500 |
| Warrant valuation inputs: | | | | | | |
| Anti-dilution adjusted exercise price | \$0.0135 | \$0.0090 | \$0.0418 | \$0.0117 | \$0.0093 | \$0.0080 |
| Expected life | 5 years | 5 years | 5 years | 5 years | 5 years | 5 years |
| Estimated volatility | 274 % | 254 % | 243 % | 178 % | 179 % | 174 % |
| Risk free rate of return | 0.32 % | 0.33 % | 0.48 % | 0.36 % | 0.32 % | 0.28 % |
| Dividend yield | — | — | — | — | — | — |
| Hybrid instrument valuation inputs: | | | | | | |
| Conversion price | \$0.009975 | \$0.009425 | \$0.030772 | \$0.007125 | \$0.009300 | \$0.006840 |
| Equivalent volatility | 170 % | 166 % | 170 % | 247 % | 178 % | 176 % |
| Equivalent interest risk | 14.00 % | 14.00 % | 14.00 % | 14.00 % | 14.00 % | 14.00 % |
| Equivalent credit risk | 7.37 % | 7.37 % | 7.19 % | 7.20 % | 7.18 % | 7.21 % |

Fair value disclosures

Bifurcated Embedded Derivative Instruments – Series C and Series D preferred stock and Convertible Debentures held by investors other than YA Global - For financings in which the embedded derivative instruments are bifurcated and recorded separately, the compound embedded derivative instruments are valued using a Monte Carlo Simulation methodology because that model embodies certain relevant assumptions (including, but not limited to, interest rate risk, credit risk, and conversion/redemption privileges) that are necessary to value these complex derivatives.

The conversion price in each of the convertible debentures is subject to adjustment for down-round, anti-dilution protection. Accordingly, if we sell common stock or common share indexed financial instruments below the stated or variable conversion price of the debenture, the conversion price adjusts to that lower amount.

The assumptions included in the calculations are highly subjective and subject to interpretation. Assumptions used as of December 31, 2012 included exercise estimates/behaviors and the following other significant estimates: (i) Preferred Stock: remaining term of 0.58 years, equivalent volatility of 91%, equivalent interest rate of 8%, equivalent credit-risk adjusted rate of 6.9% and anti-dilution adjusted conversion price of \$0.002037, (ii) Convertible Debentures: Anti-dilution adjusted conversion price of \$0.001995. Equivalent amounts reflect the net results of multiple modeling simulations that the Monte Carlo Simulation methodology applies to underlying assumptions.

Due to the variability of the conversion prices, fluctuations in the trading market price of our common stock may result in significant variations to the calculated conversion price. For each debenture, we analyze the ratio of the conversion price (as calculated based on the percentage of VWAP for the appropriate look-back period) to the trading market price for a period of time equal to the term of the debenture to determine the average ratio for the term of the note. Each quarter, the ratio in effect on the date of the valuation is compared with the average ratio over the term of the debenture to determine if the calculated conversion price is representative of past trends or if it is considered unrepresentative due to a large fluctuation in the Common Stock price over a short period of time. If the calculated conversion price results in a ratio that deviates significantly from the average ratio over the term of the agreement, the average ratio of the conversion price to the trading market price is then multiplied by the current trading market price to determine the variable conversion price for use in the fair value calculations. This variable conversion price is then compared with the fixed conversion price and, as required by the terms of the debentures, the lower of the two amounts is used as the conversion price in the Monte Carlo Simulation model used for valuation purposes. On December 31, 2012, the fixed conversion price for each of the debentures was equal to or higher than the calculated variable conversion price. Accordingly, the variable conversion price was used in the Monte Carlo Simulation model. This analysis is performed each quarter to determine if the calculated conversion price is reasonable for purposes of determining the fair value of the embedded conversion features (for instruments recorded under FASB ASC 815-15-25-1) or the fair value of the hybrid instrument (for instruments recorded under FASB ASC 815-15-25-4).

The following table reflects the face value of the instruments, their amortized carrying value and the fair value of the separately-recognized compound embedded derivative, as well the number of common shares into which the instruments are convertible as of December 31, 2012 and 2011.

| December 31, 2012 | Face Value (in thousands) | Carrying Value | Accrued Interest | Embedded Conversion Feature | Common Stock Shares |
|--------------------------|------------------------------|----------------|------------------|-----------------------------|---------------------|
| Series C preferred stock | \$4,840 | \$ 4,840 | \$ - | \$ 1,988 | 923,953 |
| Series D preferred stock | \$348 | \$ 348 | \$ - | 143 | 66,457 |
| Debentures: | | | | | |
| 2006 | \$53 | \$ 53 | \$ 7 | 16 | 11,871 |
| Total | \$53 | \$ 53 | \$ 7 | \$ 2,147 | 1,002,281 |

| December 31, 2011 | Face Value (in thousands) | Carrying Value | Accrued Interest | Embedded Conversion Feature | Common Stock Shares |
|--------------------------|------------------------------|----------------|------------------|-----------------------------|---------------------|
| Series C preferred stock | \$5,086 | \$ 5,086 | \$ - | \$ 554 | 499,084 |
| Series D preferred stock | \$1,395 | \$ 1,395 | \$ - | 152 | 136,899 |
| Debentures: | | | | | |

Debentures:

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| | | | | | |
|-------|----------|----------|----------|----------|-----------|
| 2006 | \$7,061 | \$7,061 | \$ 3,550 | 1,554 | 1,128,515 |
| 2008 | 4,788 | 4,788 | 2,226 | 932 | 712,474 |
| 2009 | 1,983 | 1,965 | 736 | 370 | 278,427 |
| 2010 | 3,881 | 1,426 | 770 | 2,692 | 470,718 |
| 2011 | 4,725 | 1,077 | 376 | 2,917 | 436,730 |
| Total | \$22,438 | \$16,317 | \$ 7,658 | \$ 9,171 | 3,662,847 |

The terms of the embedded conversion features in the convertible instruments presented above provide for variable conversion rates that are indexed to our quoted common stock price. As a result, the number of indexed shares is subject to continuous fluctuation. For presentation purposes, the number of shares of common stock into which the embedded conversion feature of the Series C and Series D preferred stock was convertible as of December 31, 2012 and 2011 was calculated as face value plus assumed dividends (if declared), divided by the lesser of the fixed rate or the calculated variable conversion price using the 125 day look-back period. The number of shares of common stock into which the embedded conversion feature in the convertible debentures was convertible as of December 31, 2012 and 2011 was calculated as the face value of each instrument divided by the variable conversion price using the appropriate look-back period.

As discussed above, on May 25, 2012, the terms of the debentures held by YA Global were modified to extend the stated maturity dates to August 1, 2013 and those debentures are now accounted for as hybrid instruments and are carried in their entirety at fair value. The debentures outstanding at December 31, 2012 of \$53,000 shown above represent a portion of the debentures issued to YA Global which had previously been transferred by YA Global to other parties. These debentures were not modified and continued to mature on July 29, 2012. At December 31, 2012 the debentures had not yet been converted or repaid.

Changes in the fair value of derivative instrument liabilities related to the bifurcated embedded derivative features of convertible instruments not carried at fair value are reported as “Gain (loss) from change in fair value of derivative liability – Series C and Series D preferred stock and debentures” in the accompanying consolidated statements of operations.

| | Year ended December 31, | |
|---------------------------------------------------------------|-------------------------|-----------|
| | 2012 | 2011 |
| | (in thousands) | |
| Series C preferred stock | \$ (2,066) | \$ 668 |
| Series D preferred stock | (1,286) | 921 |
| Debentures: | | |
| 2006 | (3,005) | 5,622 |
| 2008 | (1,350) | 3,908 |
| 2009 | (484) | 1,524 |
| 2010 | (34) | 2,533 |
| 2011 | (4,825) | 3,104 |
| 2012 | 15 | - |
| | (13,035) | 18,280 |
| Less: Day-one loss from debenture financings | - | (2,565) |
| Gain (loss) from change in fair value of derivative liability | \$ (13,035) | \$ 15,715 |

Hybrid Financial Instruments Carried at Fair Value — Since inception, the March 2007, August 2007, April 2008, May 2008 and April 2012 convertible debentures have been recorded in their entirety at fair value as hybrid instruments in accordance with FASB ASC 815-15-25-4 with subsequent changes in fair value charged or credited to income each period. As of May 25, 2012, we elected the fair value option for all other convertible debentures held by YA Global upon a re-measurement date that was triggered by significant modifications of the financial instruments.

Because these debentures are carried in their entirety at fair value, the value of the embedded conversion feature is embodied in those fair values. At inception, the March 2007, August 2007, April 2008 and May 2008 debentures were valued using the common stock equivalent approach. For the April 26, 2012 debenture and, effective May 25, 2012 for all other debentures, the Company changed its method of estimating the fair value of the hybrid instrument to consider the present value of the cash flows of the instrument, using a risk-adjusted interest rate, enhanced by the value of the conversion option, valued using a Monte Carlo model. This method was considered by our management to be the most appropriate method of encompassing the credit risk and exercise behavior that a market participant would consider when valuing the hybrid financial instrument. Inputs used to value the hybrid instruments as of December 31, 2012 included: (i) present value of future cash flows for the debenture using a risk adjusted interest rate of 6.91%, (ii) remaining term of 0.58 years, (iii) equivalent volatility of 91%, equivalent interest rate of 9.5%, equivalent credit-risk adjusted rate of 6.91% and anti-dilution adjusted conversion prices ranging from \$0.00189 - \$0.00523.

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The following table reflects the face value of the financial instruments, the fair value of the hybrid financial instrument and the number of common shares into which the instruments are convertible as of December 31, 2012 and 2011.

| December 31, 2012 | Face Value | Fair Value | Common Stock Shares |
|-------------------|----------------|------------|---------------------|
| | (in thousands) | | |
| Debtures: | | | |
| 2006 | \$6,180 | \$14,758 | 5,196,283 |
| 2007 | 6,856 | 17,172 | 6,098,480 |
| 2008 | 6,468 | 15,492 | 5,487,497 |
| 2009 | 1,644 | 3,565 | 1,243,390 |
| 2010 | 3,806 | 7,178 | 2,512,724 |
| 2011 | 1,954 | 3,080 | 1,084,237 |
| 2012 | 1,979 | 3,047 | 1,073,527 |
| Total | \$28,887 | \$64,292 | 22,696,138 |

Changes in the fair value of convertible instruments that are carried in their entirety at fair value are reported as “Gain (loss) from change in fair value of hybrid financial instruments” in the accompanying consolidated statements of operations. The changes in fair value of these hybrid financial instruments were as follows:

| | Year ended December 31, | |
|--------------------------------------------------------------|-------------------------|----------|
| | 2012 | 2011 |
| | (in thousands) | |
| 2006 | \$ 2,680 | \$ - |
| 2007 | 798 | 4,003 |
| 2008 | 5,433 | 1,348 |
| 2009 | 708 | - |
| 2010 | 1,858 | - |
| 2011 | 840 | - |
| 2012 | 771 | - |
| | 13,088 | 5,351 |
| Less: Day-one loss from debenture financings | (1,162) | - |
| Gain (loss) from changes in fair value of hybrid instruments | \$ 11,926 | \$ 5,351 |

Warrants - The following table summarizes the warrants outstanding, their fair value and their exercise price after adjustment for anti-dilution provisions:

| | Expiration Year | December 31, 2012 Anti-Dilution Adjusted Exercise Price | December 31, 2012 | | December 31, 2011 Anti-Dilution Adjusted Exercise Price | December 31, 2011 | |
|---------------------------------------|-----------------|------------------------------------------------------------------|----------------------------|------------|------------------------------------------------------------------|----------------------------|------------|
| | | | Warrants (in thousands) | Fair Value | | Warrants (in thousands) | Fair Value |
| Warrants issued with preferred stock: | | | | | | | |
| Series D preferred stock | 2017 | 0.006840 | 328,947 | \$709 | 0.00998 | 225,564 | \$2,535 |
| Warrants issued with debentures: | | | | | | | |
| 2007 | 2012 | 0.006840 | - | - | 0.00998 | 401,002 | 1,510 |
| 2008 | 2015 | 0.006840 | 896,382 | 1,691 | 0.00998 | 614,662 | 6,876 |
| 2010 | 2015 | 0.006840 | 306,287 | 571 | 0.00998 | 210,025 | 2,335 |
| 2011 | 2016 | 0.006840 | 219,298 | 453 | 0.00998 | 150,376 | 1,686 |
| 2012 | 2017 | 0.006840 | 131,579 | 263 | n/a | — | — |
| Total | | | 1,882,493 | \$3,687 | | 1,601,629 | \$14,942 |

The warrants are valued using a binomial lattice option valuation methodology because that model embodies all of the significant relevant assumptions that address the features underlying these instruments. Significant assumptions used in this model as of December 31, 2012 included an expected life equal to the remaining term of the warrants, an expected dividend yield of zero, estimated volatility ranging from 83% to 181%, and risk-free rates of return of 0.05% to 0.72%. For the risk-free rates of return, we use the published yields on zero-coupon Treasury Securities with maturities consistent with the remaining term of the warrants and volatility is based upon our expected Common Stock price volatility over the remaining term of the warrants. As a result of the anti-dilution provisions, the fixed exercise price of the warrants has been reset equal to the lowest price of any subsequently issued common share indexed instruments with a conversion price below the previously stated exercise price of the warrant.

Changes in the fair value of the warrants are reported as "(Gain) loss from change in fair value of derivative liability - warrants" in the accompanying consolidated statements of operations. The changes in the fair value of the warrants were as follows:

| | Year ended December 31 | |
|---------------------------------------|------------------------|--------------|
| | 2012 | 2011 |
| | (in thousands) | |
| Warrants issued with preferred stock: | | |
| Series C preferred stock | \$ - | \$ 53 |
| Series D preferred stock | 1,826 | (2,280) |
| Warrants issued with debentures: | | |
| 2006 | - | 185 |
| 2007 | 1,510 | (1,316) |
| 2008 | 5,185 | (6,317) |
| 2010 | 1,764 | (1,368) |
| 2011 | 1,233 | (1,180) |
| 2012 | (171) | - |
| Total | \$ 11,347 | \$ (12,223) |

Reconciliation of changes in fair value – Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to their fair value measurement. Our derivative financial instruments that are measured at fair value on a recurring basis are all measured at fair value using Level 3 inputs. Level 3 inputs are unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following represents a reconciliation of the changes in fair value of financial instruments measured at fair value using Level 3 inputs and changes in the fair value of hybrid instruments carried at fair value during the year ended December 31, 2012:

| | Compound Embedded Derivatives | Warrant Derivatives | Hybrid Instruments | Total |
|---------------------------------------|-------------------------------------|------------------------|-----------------------|-----------|
| Beginning balance, December 31, 2011: | \$ 9,171 | \$ 14,942 | \$ 16,458 | \$ 40,571 |
| Issuances: | | | | |
| January 11, 2012 | 289 | 13 | - | 302 |
| February 6, 2012 | 176 | 9 | - | 185 |
| March 26, 2012 | 287 | 42 | - | 329 |
| April 26, 2012 | - | 11 | 878 | 889 |

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| | | | | |
|---------------------------------------------------------------------|-----------|-----------|-----------|-----------|
| June 1, 2012 | - | 9 | 799 | 808 |
| July 20, 2012 | | 8 | 732 | 740 |
| Fair value adjustments: | | | | |
| Compound embedded derivatives | 13,035 | - | - | 13,035 |
| Warrant derivatives | - | (11,347) | - | (11,347) |
| Hybrid instruments | - | - | (11,926) | (11,926) |
| Change to fair value option related to compound embedded derivative | (29,656) | - | 29,656 | - |
| Change to fair value option related to debenture carrying value | - | - | 26,809 | 26,809 |
| Day-one loss from derivative financings | - | - | (1,162) | (1,162) |
| Extinguished | 17,787 | - | 9,692 | 27,479 |
| Repayments | | | | |
| June 1, 2012 financing | - | - | (28) | (28) |
| July 20, 2012 financing | - | - | (666) | (666) |
| Conversions: | | | | |
| Series C preferred stock | (632) | - | - | (632) |
| Series D preferred stock | (1,294) | - | - | (1,294) |
| August 24, 2006 financing | (740) | - | (926) | (1,666) |
| December 29, 2006 financing | (176) | - | (677) | (853) |
| March 27, 2007 financing | - | - | (1,047) | (1,047) |
| August 24, 2007 financing | - | - | (831) | (831) |
| October 28, 2008 financing | - | - | (383) | (383) |
| May 1, 2009 financing | (21) | - | - | (21) |
| July 15, 2009 financing | - | - | (637) | (637) |
| December 15, 2010 financing | - | - | (215) | (215) |
| January 10, 2011 financing | - | - | (267) | (267) |
| February 8, 2011 financing | - | - | (180) | (180) |
| March 11, 2011 financing | - | - | (788) | (788) |
| April 13, 2011 financing | (226) | - | (210) | (436) |
| May 31, 2011 financing | (885) | - | - | (885) |
| June 28, 2011 financing | (413) | - | (53) | (466) |
| July 13, 2011 financing | (1,656) | - | - | (1,656) |
| August 15, 2011 financing | (1,441) | - | - | (1,441) |
| September 15, 2011 financing | (1,458) | - | - | (1,458) |
| October 25, 2011 financing | - | - | (141) | (141) |
| December 8, 2011 financing | - | - | (209) | (209) |
| January 11, 2012 financing | - | - | (386) | (386) |
| March 26, 2012 financing | - | - | - | - |
| Ending balance, December 31, 2012 | \$ 2,147 | \$ 3,687 | \$ 64,292 | \$ 70,126 |

Estimating fair values of derivative financial instruments requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external market factors. In addition, valuation techniques are sensitive to changes in the trading market price of our common stock, which has a high estimated historical volatility. Because derivative financial instruments are initially and subsequently carried at fair values, our income will reflect the volatility in these estimate and assumption changes.

Subsequent events

On February 4, 2013, we entered into a Debenture Extension Agreement with YA Global to extend the maturity dates of the secured convertible debentures to August 1, 2014. In addition, effective February 1, 2013, 1.4 billion of the 1.9 billion warrants held by YA Global were cancelled. The exercise price of the remaining 499,990,063 warrants was reduced to \$0.0001 per share.

Subsequent to December 31, 2012, holders of convertible debentures have converted \$1,445,978 of principal and accrued interest on those debentures into 864,244,887 shares of our common stock.

Note 5 - Goodwill and Other Intangible Assets

At December 31, 2012 and 2011, we had goodwill of \$3.4 million, representing the excess of the purchase price paid for NeoMedia Europe over the fair value of the identifiable net assets and liabilities acquired, based on an independent appraisal of the assets and liabilities acquired.

The following table summarizes other intangible assets:

| | Patents and Other Intangible (in thousands) | Proprietary Software | Total Intangibles and Proprietary Software |
|-------------------|------------------------------------------------------|-------------------------|--------------------------------------------------------|
| December 31, 2010 | \$2,048 | \$ 1,414 | \$ 3,462 |
| Additions | - | - | - |
| Amortization | (284) | (657) | (941) |

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| | | | |
|---------------------------------------------------------|---------|--------|----------|
| December 31, 2011 | 1,764 | 757 | 2,521 |
| Additions | - | - | - |
| Amortization | (275) | (657) | (932) |
| December 31, 2012 | \$1,489 | \$ 100 | \$ 1,589 |
| Weighted-average remaining amortization period in years | 5.3 | 0.1 | |

As of December 31, 2012, we estimate future amortization expense of intangible assets to be (in thousands):

| | |
|-----------------------------------|---------|
| 2013 | \$378 |
| 2014 | 259 |
| 2015 | 244 |
| 2016 | 216 |
| 2017 and thereafter | 492 |
| Total future amortization expense | \$1,589 |

Note 6 – Accrued Liabilities

The following table summarizes our accrued liabilities of December 31, 2012 and 2011:

| | As of December 31, | |
|----------------------------------|--------------------|----------|
| | 2012 | 2011 |
| | (in thousands) | |
| Accrued operating expenses | \$ 374 | \$ 563 |
| Accrued payroll related expenses | 6 | 130 |
| Accrued interest | 19 | 7,677 |
| Total | \$ 399 | \$ 8,370 |

Gain on De-recognition of Accrued Obligations. We previously recorded an accrued purchase price obligation of \$4,535,000 related to our 2006 acquisition of 12Snap, which we disposed of in 2007, and accruals for disputed services and other expenses relating to its former operations and dating from 2007 and prior, aggregating approximately \$3,765,000.

In accordance with FASB ASC 405-20-40-1, a debtor shall de-recognize a liability if and only if it has been extinguished. A liability shall be extinguished if either (a) the debtor pays the creditor and is relieved of its obligation for the liability or (b) the debtor is legally released from being the primary obligor under the liability, either judicially or by the creditor.

As of September 30, 2012, there had been no collection activity, invoices, statements of account, court action or communications related to these obligations for a minimum of five years with any of the affected parties or entities. Consequently, after reviewing the applicable state statutes of limitation, as provided to us by our legal counsel, we concluded that these obligations are no longer legally enforceable due to the applicable statute of limitations for the

collection of debt. Accordingly we de-recognized these liabilities as of September 30, 2012.

Accrued interest: On May 25, 2012, the terms of the debentures held by YA Global were modified to extend the stated maturity dates to August 1, 2013 and reduce the interest rates to 9.5% per year. Because the effect of the modifications exceeded a significance threshold relative to cash flows prescribed by FASB ASC 470-50, Debt Modifications and Extinguishments, the modifications of the amounts due under these arrangements were accounted for as extinguishments, whereby the existing debentures were considered to be retired and new debentures issued. Following the modification, the debentures are carried as hybrid instruments at fair value. As a result, at dates subsequent to May 25, 2012, accrued interest related to these debentures is included as a component of the change in fair value of hybrid financial instruments, rather than being included in accrued interest expense.

Note 7 - Comprehensive Loss

Comprehensive loss consists of net loss and other gains and losses affecting shareholders' investment that, under accounting principles generally accepted in the United States, are excluded from net loss. At December 31, 2012 and 2011, comprehensive loss represents foreign currency translation losses on intercompany balances with, and our investment in, NeoMedia Europe, which are deemed to be of a long-term investment nature.

Note 8 - Income Taxes

As of December 31, 2012 and 2011, the types of temporary differences between the tax basis of assets and liabilities and their financial reporting amounts which gave rise to deferred taxes, and their tax effects were as follows:

| | As of December 31, | |
|---------------------------------------------------------|--------------------|----------|
| | 2012 | 2011 |
| | (in thousands) | |
| Net operating loss carry forwards (NOL) | \$63,714 | \$63,711 |
| Capital loss | 3,515 | 3,515 |
| Write-off of long-lived assets | 526 | 526 |
| Amortization of intangibles | (670) | (608) |
| Stock-based compensation | 2,596 | 2,582 |
| Capitalized software development costs and fixed assets | 136 | 136 |
| Deferred revenue | 1,568 | 840 |
| Alternative minimum tax credit carry forward | 43 | 43 |
| Inventory reserve | - | 27 |
| Accruals | 2,554 | 2,554 |
| Impairment loss | 2,752 | 2,752 |
| Derivative gain/loss | 9,375 | 6,832 |
| Interest expense | 3,380 | 3,076 |
| Total deferred tax assets | 90,546 | 85,986 |
| Valuation allowance | (90,546) | (85,986) |
| Net deferred tax asset | \$- | \$- |

Due to the uncertainty of the utilization and recoverability of the loss carry-forwards and other deferred tax assets, we have provided a valuation allowance for the deferred tax assets, as it is more likely than not that the deferred tax assets will not be realizable.

For the years ended December 31, 2012 and 2011, the income tax benefit differed from the amount computed by applying the statutory federal rate of 34% as follows:

| | Year Ended December 31, | |
|---------------------------------------------|-------------------------|-----------|
| | 2012 | 2011 |
| | (in thousands) | |
| Expense/(benefit) at federal statutory rate | \$ (6,610) | \$ (289) |
| State income taxes, net of federal benefit | (753) | (33) |
| Permanent and other difference, net | 2,803 | 580 |

| | | |
|--------------------------------------------|-------------|-------------|
| Effects of change in state rates | - | (4,236) |
| Decrease/(increase) in valuation allowance | \$ (4,560) | \$ (3,978) |

As of December 31, 2012, we had net operating loss carry forwards for federal tax purposes totaling approximately \$165 million, which may be used to offset future taxable income and which, if unused, expire between 2013 and 2032, and a capital loss carry-forward of \$9.3 million. As a result of certain of our equity activities, we anticipate that the annual usage of our pre-1998 net operating loss carry forwards may be further restricted pursuant to the provisions of Section 382 of the Internal Revenue Code.

In addition to the above, our subsidiary NeoMedia Europe, had foreign operations and is not included in our consolidated income tax balances above. NeoMedia Europe did not have income tax expense during the years ended December 31, 2012 and 2011.

NeoMedia Europe has net operating loss carry forwards that are estimated to be \$11.4 million and \$9.9 million as of December 31, 2012 and 2011, respectively. Due to the uncertainty of the utilization and recoverability of the loss carry forwards, we have reserved for the deferred tax assets through a valuation allowance, as it is more likely than not that the deferred tax assets will not be realizable.

We follow the guidance in FASB ASC Topic 740 *Accounting for Uncertainty in Income Taxes*. We have not taken any uncertain tax positions on any of our open income tax returns filed through the period ended December 31, 2012. Our methods of accounting are based on established income tax principles in the Internal Revenue Code and are properly calculated and reflected within our income tax returns. In addition, we have filed income tax returns in all applicable jurisdictions in which we had material nexus warranting an income tax return filing.

We re-assess the validity of our conclusions regarding uncertain tax positions on a quarterly basis to determine if facts or circumstances have arisen that might cause us to change our judgment regarding the likelihood of a tax position's sustainability under audit. We have determined that there were no uncertain tax positions for the years ended December 31, 2012 and 2011. Due to the carry forward of NOL's, Federal and state income tax returns are subject to audit for varying periods beginning in 1992.

Note 9 - Transactions with Related Parties

Mr. George O'Leary

In October 2010, we entered into an ongoing consulting agreement with SKS Consulting of South Florida Corp. ("SKS"). In October 2011, we renewed the 2010 consulting agreement with SKS, whereby we continued to pay \$1,500 per day as needed for services rendered by Mr. O'Leary, as our acting Chief Operating Officer. Mr. O'Leary was also issued a stock option grant of 100,000 options, of which 25% vested immediately and 75% vests over eighteen months. Mr. O'Leary also serves as a member of the Board of Directors and is also the Chairman of our Audit Committee. In addition to his compensation as a member of our Board, Mr. O'Leary was compensated as our acting Chief Operating Officer under the 2011 consulting agreement, for which he received \$75,750.

In January 2012, Mr. O'Leary's October 2011 agreement was modified, whereby his number of days required by the Company was reduced and his daily rate was increased to \$1,600 per day. The modified agreement also provides for additional compensation bonus of \$15,000 on the occurrence of certain significant events. Mr. O'Leary received \$20,650 in 2012 under the consulting agreement.

Ms. Laura A. Marriott

Ms. Marriott serves as our Chairperson of the Board of Directors and Chief Executive Officer. In October 2011, we renewed the October 2010 consulting agreement with Ms. Marriott, whereby we paid \$30,000 per month for her services as our Chief Executive Officer. In connection with her October 2011 agreement, Ms. Marriott was also granted 250,000 stock options, of which 25% vested immediately and 75% vests over eighteen months. Further, Ms. Marriott is eligible for a bonus of up to \$25,000 per quarter based on agreed upon performance measurements as approved by the Board of Directors.

In January 2012, Ms. Marriott's October 2011 agreement was modified, whereby we pay her up to \$35,000 per month for serving as our CEO. The modified agreement also provides for additional annual compensation bonus of up to \$100,000 based upon agreed upon performance measurements as determined and approved by the Board. Under this agreement, we paid Ms. Marriott \$410,400 in 2012.

Mr. Barry S. Baer

On February 20, 2012, we entered into a six month consulting agreement with Baer Partners LLC, whereby we pay an hourly rate, not to exceed \$20,000 per month without prior approval, as needed for services rendered by Colonel Barry S. Baer as our Corporate Secretary/Treasurer. The agreement contains provisions for extensions by mutual consent and has been extended. Colonel Baer received \$52,469 in 2012 under the provisions of his agreement with the Company.

Mr. Jeff Huitt

In August 2012, we entered into a mutually renewable six month consulting agreement with Mr. Huitt to serve as our Chief Financial Officer at an annual compensation amount of \$140,000. Mr. Huitt received \$48,619 in 2012

Subsequent Event:

On March 26, 2013, the Board appointed Colonel Baer as Chief Financial Officer with Mr. Huitt continuing to serve as Controller, in accordance with their existing agreements.

Note 10 - Commitments and Contingencies

We are party to various commitments and contingencies, including:

Operating leases for office facilities; these leases provide for minimum rents and generally include options to renew for additional periods.

Consulting agreements that carry payment obligations into future years;

Various payment arrangements with our vendors that call for fixed payments;

Convertible debentures with outstanding face amounts and accrued interest of \$43.0 million.

The following table sets forth the future minimum payments due under the above commitments:

| | 2013 | 2014 | 2015 | 2016 | Total |
|----------------------------------|-------|----------|-------|-------|----------|
| Operating leases | \$52 | \$27 | \$- | \$- | \$79 |
| Vendor and consulting agreements | 396 | 385 | 385 | 385 | 1,551 |
| Convertible debentures | - | 42,959 | - | - | 42,959 |
| Total | \$448 | \$43,371 | \$385 | \$385 | \$44,589 |

Legal Proceedings

We are involved in various legal actions arising in the normal course of business, both as claimant and defendant. Although it is not possible to determine with certainty the outcome of these matters, it is the opinion of management that such current actions, including the resolution of the following legal actions, are unlikely to have a material adverse effect on our financial position or operating results.

William Klawonn v. Y.A. Global Investments, L.P. and NeoMedia Technologies, Inc. – On April 28, 2010, William Klawonn, a shareholder of NeoMedia, filed a derivative action, in the United States District Court for the District of New Jersey, against YA Global and us claiming trading activities that violated section 15 U.S.C. § 78p(b). On July 8, 2010, an order was granted in the case stipulating that the plaintiff had agreed that we have no liability in the action. The order also stipulated that we will be considered a nominal party to the action, and as such we remain subject to the discovery rights and obligations of the action. On December 6, 2010, an order was granted in the case to dismiss for the plaintiff's failure to state a valid claim for relief, without prejudice. However the order also allowed the plaintiff 45 days to amend the complaint. On January 20, 2011, the plaintiff filed an amended complaint. On February 4, 2011, a further order was granted in the case again stipulating that the plaintiff had agreed that we have no liability in the action. The order also again stipulated that we will continue to be considered a nominal party to the action, and as such we remain subject to the discovery rights and obligations of the action. On March 24, 2011, YA Global filed a motion to dismiss the amended complaint and on May 9, 2011, plaintiff filed a memorandum of law in opposition to YA Global's motion to dismiss the amended complaint. On June 8, 2011, YA Global filed a reply memorandum of law in further support of its motion to dismiss the amended complaint. The Court heard oral argument on the motion on August 4, 2011. On August 10, 2011, the Court issued an opinion and order granting the motion to dismiss as to some claims and denying it as to others. We are not able to predict with any certainty the outcome of this litigation, including the merits or value of the amended complaint. There is no new status on this case to report.

SpyderLynk, LLC – On April 9, 2012, we filed a complaint against SpyderLynk, LLC in the District Court for the District of Colorado. The complaint asserts infringement of two NeoMedia patents related to our mobile barcode resolution technology. Specifically the complaint asserts infringement of U.S. Patent No. 6,199,048, and U.S. Patent No. 8,131,597. The complaint seeks to enjoin SpyderLynk from using NeoMedia's patented technology and to recover damages caused by the infringement. On December 4, 2012, the two companies settled all pending litigation and NeoMedia has granted SpyderLynk a non-exclusive patent license. NeoMedia and SpyderLynk terminated all pending litigation brought by NeoMedia against SpyderLynk.

Baniak Pine & Gannon, LLC, Valauskas & Pine LLC, and McDonnell Boehnen Hulbert & Berghoff LLP - On February 18, 2011, Baniak Pine & Gannon, LLC, Valauskas & Pine LLC, and McDonnell Boehnen Hulbert & Berghoff LLP filed a complaint for injunctive and other relief against us and a member of our Board of Directors, Mr. George G. O'Leary in The United States District Court For The Northern District Of Illinois, Eastern Division. The complaint sought to recover certain legal fees related to the plaintiffs' services to us and other damages for tortious interference by Mr. O'Leary. On April 21, 2011, we filed a motion to dismiss Mr. O'Leary from the lawsuit and on April 25, 2011, we filed an answer to the complaint. Our bylaws provide for the indemnification of our Directors

against complaints such as this and we maintain directors' and officers' liability insurance. On July 6, 2011, the District Court dismissed the claims against Mr. O'Leary with prejudice. On October 18, 2011, the parties settled the matter through a confidential settlement agreement, and filed a stipulation to dismiss the matter with prejudice. The District Court will retain jurisdiction to enforce the settlement.

Note 11 – Stock-Based Compensation

We have five stock option plans, as summarized below. Options issued under these plans have a term of 10 years. The plans allow for exercise prices of options issued under the Option Plans to be set at amounts less than the fair market value per share of our common stock on the date of grant. Options may be granted with any vesting schedule as approved by the stock option committee of our Board of Directors, but generally the vesting periods range from immediate vesting to 5 years. Common shares required to be issued on the exercise of stock options would be issued from our authorized and unissued shares.

| Plan | Date Adopted | Shares Reserved For Issuance | Shares Available For Issuance at December 31, 2012 |
|---------------------------|--------------------|---------------------------------|----------------------------------------------------------|
| 2011 Stock Incentive Plan | April 7, 2011 | 2,000,000 | 1,250,105 |
| 2005 Stock Option Plan | December 16, 2005 | 600,000 | 600,000 |
| 2003 Stock Option Plan | September 24, 2003 | 1,500,000 | 437,532 |
| 2003 Stock Incentive Plan | October 31, 2003 | 300,000 | 300,000 |
| 2002 Stock Option Plan | June 6, 2002 | 100,000 | 100,000 |
| | | | 2,687,637 |

We have not registered the 600,000 shares underlying the options in the 2005 Plan, and as a result, subject to their registration, all 600,000 options remain available for issuance.

The 2003 Stock Incentive Plan provides for up to 300,000 non-qualified options to be issued to pay compensation and other expenses related to employees, former employees, consultants, and non-employee directors. No shares were issued during 2012 and 2011 under the 2003 Stock Incentive Plan.

The 2002 Stock Option Plan provides for up to 100,000 non-qualified options to be issued to pay compensation and other expenses related to employees, former employees, consultants, and non-employee directors. No options were issued during 2012 and 2011 under the 2002 Stock Option Plan.

On April 7, 2011, the Board approved the 2011 Stock Incentive Plan (the “2011 Plan”) and on April 22, 2011, we filed a registration statement on Form S-8 to register the shares of our common stock, \$0.001 par value, underlying the Plan.

On April 7, 2011, the Board approved and issued option agreements with two employees and a contractor for a total of 210,000 shares of our common stock from our 2003 Stock Option Plan at an exercise price of \$0.017 per share. The grants to employees vest in equal annual installments over a four year period. The grant to the contractor vests over the term of the contract.

The Board also approved the cancellation and re-issuance of most, but not all, outstanding options previously issued to our directors and employees under the 2003 Stock Option Plan and 2003 Stock Incentive Plan. Those options with exercise prices of \$1.00 or greater were cancelled and replaced with an equivalent number of options at an exercise price of \$0.017. The impact to our statement of operations from this transaction was not material.

Further, on April 7, 2011, the Board approved and issued option agreements with three members of our Board for a total of 300,000 shares of our common stock from our 2011 Stock Incentive Plan at an exercise price of \$0.017 per share. Two of the three grantees’ options vest in equal monthly installments over an 18 month period, and the third grantee’s options vested on the date of the grant. On April 7, 2011, we cancelled 422,503 vested and non-vested stock options held by 17 employees, directors, officers and consultants, and granted 500,105 replacement stock options to employees, directors, officers and consultants under the 2011 Plan, at an exercise price of \$0.017 per share. The replacement options were issued to most, but not all, employees whose exercise prices were \$1.00 or greater.

On October 3, 2011, the Board approved and issued option agreements with three members of our Board for a total of 450,000 shares of our common stock from our 2011 Stock Incentive Plan at an exercise price of \$0.014 per share.

Two of the three grantees' options vest over three years from the grant date, and the third grantees' options vest in equal monthly installments over an 18 month period from the date of the grant.

On April 2, 2012 and April 25, 2012, the Board approved and issued two option agreements for a total of 25,000 shares and 50,000 shares, respectively, of our common stock from our 2011 Stock Incentive Plan at an exercise price of \$0.03 per share and \$0.01 per share, respectively. These grantees' options were to vest over four years from the grant date. However, both grantees were terminated and the options forfeited upon their departure.

On July 23, 2012, the Board approved the issuance, under our 2011 Stock Incentive Plan, of four option agreements (each for 25,000 shares of our common stock) to each member of the Board of Directors, at an exercise price of \$0.008 per share. Each of these grantees' options vested on the grant date.

On August 27, 2012, our Chief Financial Officer received a stock option grant of 100,000 shares from our 2011 Stock Incentive Plan at an exercise price of \$0.008 per share. The options vest over four years from the date of grant.

On November 10, 2012 our Secretary Treasurer received a stock option grant of 100,000 shares from our 2011 Stock Incentive Plan at an exercise price of \$.008 per share. The options vest over four years from the date of the grant.

The fair value of stock-based awards was estimated using the Black-Scholes-Merton model with the following weighted-average assumptions:

A summary of the transactions during the years ended December 31, 2012 and 2011 with respect to our stock option plans follows:

| | Year Ended December 31, | |
|--------------------------|-------------------------|-------------|
| | 2012 | 2011 |
| Volatility | 156%-169% | 148%-210% |
| Expected dividends | - | - |
| Expected term (in years) | 5.79 | 5.69 |
| Risk-free rate | 2.7%-2.89% | 0.90%-2.89% |

A summary of the transactions during the year ended December 31, 2012 with respect to our stock option plans follows:

| | Shares (in thousands) | Weighted- Average Exercise Price | Aggregate Intrinsic Value (in thousands) | Weighted- Average Contractual Life Remaining in Years |
|----------------------------------|--------------------------|-------------------------------------------|---------------------------------------------------|----------------------------------------------------------------------|
| Outstanding at January 1, 2011 | 1,127 | \$ 0.02 | | |
| Granted | 375 | \$ 0.01 | | |
| Exercised | - | \$ - | | |
| Forfeited | (162) |) \$ 0.03 | | |
| Outstanding at December 31, 2012 | 1,340 | \$ 0.02 | \$ - | 9.0 |
| Exercisable at December 31, 2012 | 627 | \$ 0.02 | \$ - | 8.7 |

A summary of the status of our non-vested options as of December 31, 2012, and changes during such year is presented below:

| Nonvested Shares | Shares (in thousands) | Weighted Average Grant Date Fair Value |
|--------------------------------|--------------------------|-------------------------------------------------|
| Nonvested at December 31, 2011 | 657 | \$ 0.01 |
| Granted | 375 | \$ 0.01 |
| Vested | (157) |) \$ 0.04 |
| Forfeited | (162) |) \$ 0.03 |
| Nonvested at December 31, 2012 | 713 | \$ 0.01 |

Total stock-based compensation expense is attributable to the granting of stock options and the remaining requisite service periods of stock options previously granted. Compensation expense attributable to stock-based compensation for the years ended December 31, 2012 and 2011 was \$14,000 and \$66,000, respectively. As of December 31, 2012, the total unrecognized compensation cost related to non-vested stock options was \$38,000 net of expected forfeitures and the related weighted-average period over which it is expected to be recognized is approximately 2.0 years.

The following table summarizes information about our stock options outstanding as of December 31, 2012:

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| Options Outstanding | | | Options Exercisable | | |
|---------------------|------------------------------------|-----------------------------------------------|---------------------------------|------------------------------------|---------------------------------|
| Exercise Prices | Number of Shares (in thousands) | Weighted-Average Remaining Life (in years) | Weighted-Average Exercise Price | Number of Shares (in thousands) | Weighted-Average Exercise Price |
| \$0.008 | 200 | 9.6 | \$ 0.008 | 12 | \$ 0.008 |
| \$0.010 | 50 | 9.3 | \$ 0.010 | 6 | \$ 0.010 |
| \$0.014 to \$0.017 | 970 | 8.8 | \$ 0.016 | 559 | \$ 0.020 |
| \$0.050 | 110 | 8.7 | \$ 0.050 | 47 | \$ 0.050 |
| \$0.140 | 10 | 8.1 | \$ 0.140 | 3 | \$ 0.140 |
| | 1,340 | 8.6 | \$ 0.020 | 627 | \$ 0.020 |

Subsequent Events

On February 4, 2013, the Board of Directors voted to extend Mr. J.J. Keil's 131,025 options until April 7, 2016.

Note 12- Geographical and Customer Information

As of December 31, 2012, we were structured and evaluated by our Board of Directors and management as one business unit. Consolidated net revenues and net income (loss) from operations for the years ended December 31, 2012 and 2011 and as of December 31, 2012 and 2011 by geographic area, were as follows (in thousands):

| | Year Ended December 31, | |
|----------------------|-------------------------|---------------------------|
| | 2012 | 2011 |
| Revenue: | | |
| United States | \$ 2,099 | \$ 1,742 |
| Europe | 245 | 525 |
| Total | \$ 2,344 | \$ 2,267 |
| Net income (loss): | | |
| United States | \$ (17,816) | \$ 572 |
| Europe | (1,570) | (1,421) |
| Total | \$ (19,386) | \$ (849) |
| | | |
| | | As of December 31, |
| | 2012 | 2011 |
| Identifiable assets: | | |
| United States | \$5,902 | \$6,998 |
| Europe | 137 | 602 |
| Total | \$6,039 | \$7,600 |

For the year ended December 31, 2012, three customers accounted for 17%, 13% and 7% of our revenue. For the year ended December 31, 2011, three customers accounted for 23%, 17% and 15% of our revenue. No other customers accounted for more than 10% of revenue for the years ended December 31, 2012 and 2011.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding beneficial ownership of our common stock as of March 1, 2013: (i) by each of our Directors, (ii) by each of the named executive officers, (iii) by all of our executive officers and Directors as a group, and (iv) by each person or entity known by us to beneficially own more than 5% of any class of our outstanding shares. As of March 1, 2013, there were 2,970,280,769 shares of our common stock outstanding:

| Name and Address of Beneficial Owner | Common Stock | | Series C Convertible Preferred Stock | | Series D Convertible Preferred Stock | |
|--------------------------------------------------------------|--------------------------|----------------------|--------------------------------------|----------------------|--------------------------------------|----------------------|
| | Beneficial | Percent of | Beneficial | Percent of | Beneficial | Percent of |
| | Ownership ⁽¹⁾ | Class ⁽¹⁾ | Ownership ⁽¹⁾ | Class ⁽¹⁾ | Ownership ⁽¹⁾ | Class ⁽¹⁾ |
| <u>Directors and Named Executive Officers</u> | | | | | | |
| Laura A. Marriott ⁽²⁾ ⁽³⁾ | 318,442 | * | - | * | - | * |
| Barry S Baer ⁽²⁾ | - | * | - | * | - | * |
| George G. O'Leary ⁽²⁾ ⁽⁵⁾ | 320,660 | * | - | * | - | * |
| Sarah Fay ⁽²⁾ ⁽⁶⁾ | 108,333 | * | - | * | - | * |
| Peter Mannetti ⁽²⁾ ⁽⁷⁾ | 69,444 | * | - | * | - | * |
| Officers and Directors as a Group (6 Persons) ⁽⁸⁾ | 816,879 | * | - | * | - | * |
| <u>Other Beneficial Owners</u> | | | | | | |
| YA Global Investments, LP ⁽⁹⁾ | 297,028,077 | 9.9% | 4,321 | 100.0% | 3,395 | 13.6% |
| Total | 297,028,077 | 9.9% | 4,321 | 100.0% | 3,395 | 100.0% |
| Shares outstanding | 2,980,562,886 | | 4,321 | | 3,395 | |

* Indicates less than 1%.

⁽¹⁾ Applicable percentage of ownership is based on 2,980,562,886 shares of common stock outstanding as of March 1, 2013. Percentage ownership is determined based on shares owned together with securities exercisable or convertible into shares of common stock within 60 days of March 1, 2013 for each shareholder. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock subject to securities exercisable or convertible into shares of common stock that are currently exercisable, or exercisable within 60 days of March 1, 2013, are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Our common

stock, Series C preferred stock and Series D preferred stock are our only issued and outstanding classes of securities eligible to vote. However, due to contractual restrictions, the Series C preferred stock and Series D preferred stock are currently not eligible to vote.

(2) Address of the referenced individual is c/o NeoMedia Technologies, Inc., 100 West Arapahoe Avenue, Suite 9, Boulder, CO., 80302.

(3) Laura Marriott is Chief Executive Officer and Chairperson of our Board. Ownership includes shares of common stock issuable upon exercise of stock options that are exercisable within 60 days of March, 2013.

(4) Barry S Baer is our CFO, Corporate Secretary and Treasurer.

(5) George G. O'Leary is our Chief Operating Officer and a member of our Board. Ownership includes 10,220 shares owned by SKS Consulting of South Florida Corp, a company that Mr. O'Leary currently serves as President and shares of common stock issuable upon exercise of stock options that are exercisable within 60 days of March 1, 2013.

(6) Sarah Fay is a member of our Board. Ownership includes shares of common stock issuable upon exercise of stock options that are exercisable within 60 days of March 1, 2013.

(7) Peter Mannetti is a member of our Board. Ownership includes shares of common stock issuable upon exercise of stock options that are exercisable within 60 days of April March 1, 2013.

(8) Includes an aggregate of 737,215 options to purchase shares of common stock which will have vested within 60 days of March 1, 2013

(9) The address of YA Global Investments, L.P. ("YA Global") is 1012 Spring Field Avenue, Mountainside, NJ 07090. The information presented herein is based on information provided by YA Global and based on the records of the Company. Ownership includes 3,395 shares of Series D preferred stock and 4,321 shares of Series C preferred stock owned by YA Global. Twenty four (24) shares of Series C preferred stock owned by Mr. Gerald Eicke, an officer of YA Global. Our Series C preferred stock and Series D preferred stock are entitled to vote on an as-converted basis with holders of our Common Stock with respect to the amount of Common Shares receivable upon conversion of such preferred stock. However the holders of our Series C preferred stock and Series D preferred stock are subject to contractual limitations in regards to their beneficial ownership, including their ability to exercise their voting rights, to the extent that they cannot exceed 9.99% combined beneficial ownership. If such holders were to declare us in default or if they issue a notice waiving the 9.99% limitation, upon 61 days' notice, and comply with the SEC's beneficial ownership reporting requirements for affiliates, they would be able to vote their Series C preferred stock and Series D preferred stock on an as-converted basis. Based upon the 9.99% limitation, YA Global may exercise up to 297,028,077 of the 499,990,063 warrants they hold in conjunction with the convertible debentures they hold.

ITEM 15. Exhibits and Financial Statement Schedules**(a) Financial Statements and Schedules**

The financial statements are set forth under Item 8 of this Report. Financial statement schedules have been omitted because they are either not required, not applicable, or the information is otherwise included.

(b) Exhibits

| Exhibit Number | Description | Filed Herewith | Form Exhibit | Filing Date |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------|-------------|
| 3.1 | Articles of Incorporation of Dev-Tech Associates, Inc. and amendment thereto | SB-2 | 3.1 | 11/25/1996 |
| 3.2 | By-laws of the Company | 8-K | 3.2 | 12/21/2010 |
| 3.3 | Restated Certificate of Incorporation of DevSys, Inc. | SB-2 | 3.3 | 11/25/1996 |
| 3.4 | Articles of Merger and Agreement and Plan of Merger of DevSys, Inc. and Dev-Tech Associates, Inc. | SB-2 | 3.5 | 11/25/1996 |
| 3.5 | Certificate of Merger of Dev-Tech Associates, Inc. into DevSys, Inc. | SB-2 | 3.6 | 11/25/1996 |
| 3.6 | Articles of Incorporation of Dev-Tech Migration, Inc. and amendment thereto | SB-2 | 3.7 | 11/25/1996 |
| 3.7 | Restated Certificate of Incorporation of DevSys Migration, Inc. | SB-2 | 3.9 | 11/25/1996 |
| 3.8 | Form of Agreement and Plan of Merger of Dev-Tech Migration, Inc. into DevSys Migration, Inc. | SB-2 | 3.11 | 11/25/1996 |
| 3.9 | Form of Certificate of Merger of Dev-Tech Migration, Inc. into DevSys Migration, Inc. | SB-2 | 3.12 | 11/25/1996 |
| 3.10 | Certificate of Amendment to Certificate of Incorporation of DevSys, Inc. changing our name to NeoMedia Technologies, Inc. | SB-2 | 3.13 | 11/25/1996 |
| 3.11 | Form of Certificate of Amendment to Certificate of Incorporation of the Company authorizing a reverse stock split | SB-2 | 3.14 | 11/25/1996 |
| 3.12 | Form of Certificate of Amendment to Restated Certificate of Incorporation of the Company increasing authorized capital and creating preferred stock | SB-2 | 3.15 | 11/25/1996 |
| 3.13 | Certificate of Designation of the Series C Convertible Preferred Stock dated February 17, 2006 | 8-K | 10.9 | 2/21/2006 |
| 3.14 | Certificate of Amendment to the Certificate of Designation of the Series C Convertible Preferred Stock dated January 5, 2010 | 8-K | 3.1 | 1/11/2010 |
| 3.15 | Certificate of Designation of the Series D Convertible Preferred Stock dated January 5, 2010 | 8-K | 3.2 | 1/11/2010 |
| 3.16 | | 8-K | 3.3 | 1/11/2010 |

| | | | | |
|--------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-------------|------------------|
| | Certificate of Amendment to the Certificate of Designation of the Series D Convertible Preferred Stock dated January 7, 2010 | | | |
| 3.17 | Certificate of Amendment to the Certificate of Designation of the Series D Convertible Preferred Stock dated March 5, 2010 | 8-K | 3.1 | 3/11/2010 |
| 4.1 | 2011 Stock Incentive Plan effective April 7, 2011 | S-8 | 4.1 | 4/22/2011 |
| 10.3 | Definitive Sale and Purchase Agreement between the Company and Gavitec | 8-K | 16.1 | 2/21/2006 |
| 10.4 | Definitive Sale and Purchase Agreement between the Company and Sponge | 8-K | 16.1 | 2/22/2006 |
| 10.5 | Investment Agreement, dated February 17, 2006 between the Company and Cornell Capital Partners, LP | 8-K | 10.1 | 2/21/2006 |
| 10.6 | Investor Registration Rights Agreement, dated February 17, 2006 between the Company and Cornell Capital Partners, LP | 8-K | 10.2 | 2/21/2006 |
| 10.7 | Irrevocable Transfer Agent Instruction, dated February 17, 2006, by and among the Company, Cornell Capital Partners, LP and American Stock Transfer & Trust Co. | 8-K | 10.3 | 2/21/2006 |
| 10.8 | “A” Warrant, dated February 17, 2006 | 8-K | 10.4 | 2/21/2006 |
| 10.9 | “B” Warrant, dated February 17, 2006 | 8-K | 10.5 | 2/21/2006 |
| 10.10 | “C” Warrant, dated February 17, 2006 | 8-K | 10.6 | 2/21/2006 |

| | | | |
|-------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|------------|
| 10.11 | Assignment Agreement, dated February 17, 2006 by the Company and Cornell Capital Partners, LP | 8-K10.7 | 2/21/2006 |
| 10.12 | Assignment of Common Stock, dated February 17, 2006 between the Company and Cornell Capital Partners, LP | 8-K10.8 | 2/21/2006 |
| 10.13 | Securities Purchase Agreement, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.1 | 8/30/2006 |
| 10.14 | Investor Registration Rights Agreement, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.2 | 8/30/2006 |
| 10.15 | Pledge and Security Agreement, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.3 | 8/30/2006 |
| 10.16 | Secured Convertible Debenture CCP-1, dated August 24, 2006, issued by the Company to Cornell Capital Partners, LP (amended by the Amendment filed at Exhibit 10.6 to the Company's Form 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.4 | 8/30/2006 |
| 10.17 | Irrevocable Transfer Agent Instructions, dated August 24, 2006, by and among the Company, Cornell Capital Partners, LP and American Stock Transfer & Trust Co. | 8-K10.5 | 8/30/2006 |
| 10.18 | "A" Warrant, dated August 24, 2006 | 8-K10.6 | 8/30/2006 |
| 10.19 | "B" Warrant, dated August 24, 2006 | 8-K10.7 | 8/30/2006 |
| 10.20 | "C" Warrant, dated August 24, 2006 | 8-K10.8 | 8/30/2006 |
| 10.21 | "D" Warrant, dated August 24, 2006 | 8-K10.9 | 8/30/2006 |
| 10.22 | Amendment to Warrant No. CCP-002, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.10 | 8/30/2006 |
| 10.23 | Amendment to "A" Warrant No. CCP-001, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.11 | 8/30/2006 |
| 10.24 | Amendment to "B" Warrant No. CCP-002, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.12 | 8/30/2006 |
| 10.25 | Amendment to "C" Warrant No. CCP-003, dated August 24, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.13 | 8/30/2006 |
| 10.26 | Definitive Share Purchase and Settlement Agreement between the Company and Sponge, dated November 14, 2006 | 8-K16.1 | 11/20/2006 |
| 10.27 | Securities Purchase Agreement, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.1 | 1/8/2007 |
| 10.28 | Investor Registration Rights Agreement, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.2 | 1/8/2007 |
| 10.29 | Secured Convertible Debenture CCP-2, dated December 29, 2006, issued by the Company to Cornell Capital Partners, LP (amended by the Amendment filed at Exhibit 10.7 to the Company's Form 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.3 | 1/8/2007 |
| 10.30 | Irrevocable Transfer Agent Instructions, dated December 29, 2006, by and among the Company, Cornell Capital Partners, LP and American Stock Transfer & Trust Co. | 8-K10.4 | 1/8/2007 |
| 10.31 | "A" Warrant, dated December 29, 2006 | 8-K10.5 | 1/8/2007 |
| 10.32 | | 8-K10.6 | 1/8/2007 |

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| | Amendment to Warrant No. CCP-002, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | | |
| 10.33 | Amendment to "A" Warrant No. CCP-001, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.7 | 1/8/2007 |
| 10.34 | Amendment to "B" Warrant No. CCP-002, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.8 | 1/8/2007 |
| 10.35 | Amendment to "C" Warrant No. CCP-003, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.9 | 1/8/2007 |

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| 10.36 | Amendment to "A" Warrant No. CCP-001, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.10 | 1/8/2007 |
| 10.37 | Amendment to "B" Warrant No. CCP-001, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.11 | 1/8/2007 |
| 10.38 | Amendment to "C" Warrant No. CCP-001, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.12 | 1/8/2007 |
| 10.39 | Securities Purchase Agreement, dated December 29, 2006, between the Company and Cornell Capital Partners, LP | 8-K10.1 | 1/8/2007 |
| 10.40 | Amendment Agreement I to the Sale and Purchase Agreement between the Company and certain former shareholders of Gavitec AG, dated February 17, 2006 | 8-K10.1 | 1/29/2007 |
| 10.41 | Consulting Agreement between the Company and SKS Consulting of South Florida Corp. | 8-K10.1 | 2/6/2007 |
| 10.42 | Securities Purchase Agreement between the Company and Cornell Capital Partners LP, dated March 27, 2007 | 8-K10.1 | 4/3/2007 |
| 10.43 | Investor Registration Rights Agreement between the Company and Cornell Capital Partners LP, dated March 27, 2007 | 8-K10.2 | 4/3/2007 |
| 10.44 | Secured Convertible Debenture NEOM 4-1, issued by the Company to Cornell Capital Partners, LP, dated March 27, 2007 (amended by the Amendment filed at Exhibit 10.8 to the Company's Form 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.3 | 4/3/2007 |
| 10.45 | Irrevocable Transfer Agent Instructions, by and among the Company, Cornell Capital Partners, LP and Worldwide Stock Transfer, dated March 27, 2007 | 8-K10.4 | 4/3/2007 |
| 10.46 | Warrant, issued by the Company to Cornell Capital Partners, LP, dated March 27, 2007 | 8-K10.5 | 4/3/2007 |
| 10.47 | Master Amendment Agreement, by and between the Company and Cornell Capital Partners, LP, dated March 27, 2007 | 8-K10.6 | 4/3/2007 |
| 10.48 | Security Agreement, by and between the Company and Cornell Capital Partners, LP, dated on or about August 24, 2006 | 8-K10.7 | 4/3/2007 |
| 10.49 | Security Agreement, by and between the Company and Cornell Capital Partners, LP, dated March 27, 2007 | 8-K10.8 | 4/3/2007 |
| 10.50 | Security Agreement (Patent), by and between the Company and Cornell Capital Partners, LP, dated March 27, 2007 | 8-K10.9 | 4/3/2007 |
| 10.51 | Pledge Shares Escrow Agreement, by and between the Company and Cornell Capital Partners, LP, dated March 27, 2007 | 8-K10.1 | 4/3/2007 |
| 10.52 | Securities Purchase Agreement dated August 24, 2007, by and between the Company and YA Global Investments, L.P. | 8-K10.1 | 8/30/2007 |
| 10.53 | Registration Rights Agreement, by and between the Company and YA Global Investments, L.P., dated August 24, 2007 | 8-K10.2 | 8/30/2007 |
| 10.54 | Secured Convertible Debenture NEOM 1-1, issued by the Company to YA Global Investments, LP, dated August 24, 2007 (amended by the Amendment filed at Exhibit 10.9 to the Company's Form 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.3 | 8/30/2007 |
| 10.55 | | 8-K10.4 | 8/30/2007 |

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| | Irrevocable Transfer Agent Instructions, by and among the Company, YA Global Investments, L.P. and Worldwide Stock Transfer, LLC, dated August 24, 2007 | | |
| 10.56 | Warrant issued by the Company to YA Global Investments, L.P., dated August 24, 2007 | 8-K10.5 | 8/30/2007 |
| 10.57 | Repricing Agreement, by and between the Company and YA Global Investments, L.P., dated August 24, 2007 | 8-K10.6 | 8/30/2007 |
| 10.58 | Security Agreement, by and between the Company and YA Global Investments, L.P., dated August 24, 2007 | 8-K10.7 | 8/30/2007 |
| 10.59 | Security Agreement (Patent), by and between the Company and YA Global Investments, L.P., dated August 24, 2007 | 8-K10.8 | 8/30/2007 |
| 10.60 | Secured Convertible Debenture NEOM 2008-1, dated April 11, 2008, issued by the Company to YA Global Investments, L.P. (amended by the Amendment filed at Exhibit 10.10 to Company's Form 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.1 | 4/17/2008 |
| 10.61 | Secured Convertible Debenture NEOM 2008-2, dated May 16, 2008, issued by the Company to YA Global Investments, L.P. (amended by the Amendment filed at Exhibit 10.11 to Company's Form 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.1 | 5/22/2008 |
| 10.62 | Warrant, dated May 16, 2008, issued by the Company to YA Global Investments, L.P. | 8-K10.2 | 5/22/2008 |

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| | Secured Convertible Debenture NEOM 2008-3, dated May 30, 2008, issued by the Company to YA Global Investments, L.P. (amended by Amendment filed at Exhibit | | |
| 10.63 | 10.12 to Company's 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.1 | 06/05/2008 |
| 10.64 | Warrant, dated May 30, 2008, issued by the Company to YA Global Investments, L.P. | 8-K10.2 | 06/05/2008 |
| 10.65 | Severance Agreement and Release, dated June 3, 2008, by and between the Company and William Hoffman | 8-K10.5 | 06/05/2008 |
| 10.66 | Employment Agreement, dated June 10, 2008, by and between the Company and Iain McCready | 8-K10.1 | 06/16/2008 |
| | Secured Convertible Debenture NEOM 2008-4, dated July 10, 2008, issued by the Company to YA Global Investments, L.P. (amended by Amendment filed at Exhibit | | |
| 10.67 | 10.13 to Company's 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.1 | 07/16/2008 |
| 10.68 | Securities Purchase Agreement, dated July 29, 2008, by and between the Company and YA Global Investments, L.P. | 8-K10.1 | 08/04/2008 |
| | Secured Convertible Debenture NEOM 9-1, dated July 29, 2008, issued by the Company to YA Global Investments, L.P. (amended by Amendment filed at Exhibit | | |
| 10.69 | 10.14 to Company's 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.2 | 08/04/2008 |
| 10.70 | Security Agreement, dated July 29, 2008, by and among the Company, each of the Company's subsidiaries made a party thereto and YA Global Investments, L.P. | 8-K10.3 | 08/04/2008 |
| 10.71 | Patent Security Agreement, dated July 29, 2008, by and among the Company, each of the Company's subsidiaries made a party thereto and YA Global Investments, L.P. | 8-K10.4 | 08/04/2008 |
| 10.72 | Warrant 9-1A, dated July 29, 2008, issued by the Company to YA Global Investments, L.P. | 8-K10.5 | 08/04/2008 |
| 10.73 | Warrant 9-1B, dated July 29, 2008, issued by the Company to YA Global Investments, L.P. (amended by Amendment filed at Exhibit 10.20 to Company's 8-K filed with the SEC on January 11, 2010) | 8-K10.6 | 08/04/2008 |
| 10.74 | Warrant 9-1C, dated July 29, 2008, issued by the Company to YA Global Investments, L.P. (amended by Amendment filed at Exhibit 10.21 to Company's 8-K filed with the SEC on January 11, 2010) | 8-K10.7 | 08/04/2008 |
| 10.75 | Warrant 9-1D, dated July 29, 2008, issued by the Company to YA Global Investments, L.P. (amended by Amendment filed at Exhibit 10.22 to Company's 8-K filed with the SEC on January 11, 2010) | 8-K10.8 | 08/04/2008 |
| 10.76 | Escrow Agreement, dated July 29, 2008, by and among the Company, YA Global Investments, L.P., Yorkville Advisors, LLC and David Gonzalez, Esq. | 8-K10.9 | 08/04/2008 |
| 10.77 | Irrevocable Transfer Agent Instructions, dated July 29, 2008, by and among the Company, the Investor, David Gonzalez, Esq. and Worldwide Stock Transfer, LLC | 8-K10.10 | 08/04/2008 |
| 10.78 | Letter Agreement, dated September 24, 2008, by and among the Company and YA Global Investments, L.P. | 8-K10.1 | 10/01/2008 |

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| | Second Secured Convertible Debenture NEOM 9-2, dated October 28, 2008, issued by the Company to YA Global Investments, L.P. (amended by | | | |
| 10.79 | Amendment filed at Exhibit 10.15 to Company's 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K | 10.3 | 11/03/2008 |
| 10.80 | Revised Exhibit A to Escrow Agreement, dated October 28, 2008 | 8-K | 10.12 | 11/03/2008 |
| 10.81 | Letter Agreement, dated March 27, 2009, by and between the Company and YA Global Investments, L.P. | 8-K | 10.13 | 04/13/2009 |
| 10.82 | Amendment Agreement, dated April 6, 2009, by and between the Company and YA Global Investments, L.P. | 8-K | 10.14 | 04/13/2009 |
| 10.83 | Third Secured Convertible Debenture (first closing), dated April 6, 2009, issued by the Company to YA Global Investments, L.P. (amended by Amendment filed at Exhibit 10.16 to Company's 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K | 10.15 | 04/13/2009 |
| 10.84 | Waiver, effective as of December 31, 2008, by and between the Company and YA Global Investments, L.P. | 8-K | 10.16 | 04/13/2009 |
| 10.85 | Fourth Secured Convertible Debenture NEOM 9-4 (second amended third closing), dated May 1, 2009, issued by the Company to YA Global Investments, L.P. (amended by Amendment filed at Exhibit 10.16 to Company's 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K | 10.15 | 05/07/2009 |
| 10.86 | Agreement, dated June 5, 2009 (Additional Agreement), by and between the Company and YA Global Investments, L.P. | 8-K | 10.16 | 6/5/2009 |
| 10.87 | Fifth Convertible Debenture NEOM 9-5 (Additional Agreement closing), dated June 5, 2009, issued by the Company to YA Global Investments, L.P. (amended by the Amendment filed at Exhibit 10.17 to Company's Form 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K | 10.17 | 6/5/2009 |
| 10.88 | Agreement, dated July 15, 2009 (Second Additional Agreement), by and between the Company and YA Global Investments, L.P. | 8-K | 10.18 | 7/21/2009 |
| 10.89 | Sixth Convertible Debenture NEOM 9-6 dated July 15, 2009, (Second Additional Debenture), issued by the Company to YA Global Investments, L.P. (amended by the Amendment filed at Exhibit 10.18 to Company's Form 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K | 10.19 | 7/21/2009 |
| 10.90 | Asset Purchase and Sale Agreement, dated July 17, 2009, by and between the Company and Silver Bay Software, LLC. | 8-K | 10.2 | 7/21/2009 |
| 10.91 | Asset Purchase and Sale Agreement, dated July 17, 2009, by and between the Company and Mr. Greg Lindholm. | 8-K | 10.21 | 7/21/2009 |
| 10.92 | Non-Exclusive License Agreement between the Company and Mobile Tag, Inc. dated July 28, 2009 | 8-K | 10.1 | 7/30/2009 |
| 10.93 | | 10-Q | 10.1248 | 14/2009 |

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| | Agreement dated August 14, 2009 (Third Additional Agreement) by and between the Company and Y.A. Global Investments, L.P. | | |
| | Seventh Convertible Debenture NEOM 9-7 dated August 14, 2009 (Fifth Additional Debenture) issued by the Company to Y.A. Global Investments, L.P. (amended by Amendment filed at Exhibit 10.19 to Company's Form 8-K filed with the SEC on January 11, 2010, and Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 10-Q | 10.1258/14/2009 |
| 10.94 | | | |
| 10.95 | Non-exclusive License Agreement with exclusive right to sub-license provision between Company and Neustar, Inc. dated October 2, 2009 | 8-K | 10.1 10/6/2009 |
| 10.96 | License and Support Services Agreement to use the Licensed Platform between the Company and Brand Extension Mobile Solutions, S.A., a Madrid (Spain) corporation ("BEMS"), dated October 7, 2009 | 8-K | 10.1 10/13/2009 |
| 10.97 | Settlement Agreement and License Agreement between the Company and Scanbuy, Inc., dated October 16, 2009 | 8-K | 10.1 10/20/2009 |
| 10.98 | Investment Agreement between Company and YA Global dated January 5, 2010. | 8-K | 10.1 1/11/2010 |
| 10.99 | Irrevocable Transfer Agent Instructions letter issued by Company to WorldWide Stock Transfer, LLC dated January 5, 2010 | 8-K | 10.2 1/11/2010 |
| 10.100 | Monitoring Fee Escrow Agreement between the Company and YA Global, Yorkville Advisors LLC and David Gonzalez, Esq. dated January 5, 2010 | 8-K | 10.3 1/11/2010 |
| 10.101 | Investor Registration Rights Agreement between Company and YA Global dated January 5, 2010 | 8-K | 10.4 1/11/2010 |
| 10.102 | Warrant dated January 5, 2010 | 8-K | 10.5 1/11/2010 |
| 10.103 | Amendment to the August 24, 2006 Secured Convertible Debenture No. CCP-1 between the Company and YA Global dated January 5, 2010 | 8-K | 10.6 1/11/2010 |

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| 10.104 | Amendment to the December 29, 2006 Secured Convertible Debenture No. CCP-2 between the Company and YA Global dated January 5, 2010 | 8-K10.7 | 1/11/2010 |
| 10.105 | Amendment to the March 27, 2007 Secured Convertible Debenture No. NEOM-4-1 between the Company and YA Global dated January 5, 2010 | 8-K10.8 | 1/11/2010 |
| 10.106 | Amendment to the August 24, 2007 Secured Convertible Debenture No. NEOM-1-1 between the Company and YA Global dated January 5, 2010 | 8-K10.9 | 1/11/2010 |
| 10.107 | Amendment to the April 11, 2008 Secured Convertible Debenture No. NEO-2008-1 between the Company and YA Global dated January 5, 2010 | 8-K10.10 | 1/11/2010 |
| 10.108 | Amendment to the May 16, 2008 Secured Convertible Debenture No. NEO-2008-2 between the Company and YA Global dated January 5, 2010 | 8-K10.11 | 1/11/2010 |
| 10.109 | Amendment to the May 29, 2008 Secured Convertible Debenture No. NEO-2008-3 between the Company and YA Global dated January 5, 2010 | 8-K10.12 | 1/11/2010 |
| 10.110 | Amendment to the July 10, 2008 Secured Convertible Debenture No. NEO-2008-4 between the Company and YA Global dated January 5, 2010 | 8-K10.13 | 1/11/2010 |
| 10.111 | Amendment to the July 29, 2008 Secured Convertible Debenture No. NEOM-9-1 between the Company and YA Global dated January 5, 2010 | 8-K10.14 | 1/11/2010 |
| 10.112 | Amendment to the October 28, 2008 Secured Convertible Debenture No. NEOM-9-2 between the Company and YA Global dated January 5, 2010 | 8-K10.15 | 1/11/2010 |
| 10.113 | Amendment to the May 1, 2009 Secured Convertible Debenture No. NEOM-9-4 between the Company and YA Global dated January 5, 2010 | 8-K10.16 | 1/11/2010 |
| 10.114 | Amendment to the June 5, 2009 Secured Convertible Debenture No. NEOM-9-5 between the Company and YA Global dated January 5, 2010 | 8-K10.17 | 1/11/2010 |
| 10.115 | Amendment to the July 15, 2009 Secured Convertible Debenture No. NEOM-9-6 between the Company and YA Global dated January 5, 2010 | 8-K10.18 | 1/11/2010 |
| 10.116 | Amendment to the August 14, 2009 Secured Convertible Debenture No. NEOM-9-7 between the Company and YA Global dated January 5, 2010 | 8-K10.19 | 1/11/2010 |
| 10.117 | Amendment to the July 29, 2008 Warrant NEOM-9-1B between the Company and YA Global dated January 5, 2010 | 8-K10.20 | 1/11/2010 |
| 10.118 | Amendment to the July 29, 2008 Warrant NEOM-9-1C between the Company and YA Global dated January 5, 2010 | 8-K10.21 | 1/11/2010 |
| 10.119 | Amendment to the July 29, 2008 Warrant NEOM-9-1D between the Company and YA Global dated January 5, 2010 | 8-K10.22 | 1/11/2010 |
| 10.120 | First Amendment to Employment Agreement dated June 10, 2008 by and between the Company and Iain A. McCready | 8-K10.2 | 1/20/2010 |
| 10.121 | Amended and Restated License Agreement dated January 22, 2010 with NeuStar, Inc. | 8-K10.1 | 1/28/2010 |
| 10.122 | Neu Star Mobile Codes Pilot Program Agreement dated February 12, 2010 | 8-K10.1 | 2/16/2010 |
| 10.123 | First Amendment to Investment Agreement between Company and YA Global dated March 5, 2010 | 8-K10.1 | 3/11/2010 |
| 10.124 | Securities Purchase Agreement, dated May 27, 2010, by and between the Company and YA Global Investments, L.P. | 8-K10.1 | 6/3/2010 |
| 10.125 | Secured Convertible Debenture NEOM 10-1, dated May 27, 2010, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.2 | 6/3/2010 |
| 10.126 | | 8-K10.3 | 6/3/2010 |

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| | Warrant No. 0510, dated May 27, 2010, issued by the Company to YA Global Investments, L.P. | | |
| 10.127 | Global Warrant Amendment, dated May 28, 2010, by and between the Company and YA Global Investments, L.P. | 8-K10.4 | 6/3/2010 |
| 10.128 | Ratification Agreement, dated May 27, 2010, by and among the Company, each of the Company's subsidiaries made a party thereto and YA Global Investments, L.P. | 8-K10.7 | 6/3/2010 |
| 10.129 | Irrevocable Transfer Agent Instructions, dated May 27, 2010, by and among the Company, the Investor, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K10.1 | 6/3/2010 |
| 10.130 | Agreement, dated August 13, 2010, by and between the Company and YA Global Investments, L.P. | 8-K10.1 | 8/19/2010 |
| 10.131 | Secured Convertible Debenture, No. NEOM-10-2, dated August 13, 2010, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.2 | 8/19/2010 |
| 10.132 | Warrant, No. NEOM-0810, dated August 13, 2010, issued by the Company to YA Global Investments, L.P. | 8-K10.3 | 8/19/2010 |
| 10.133 | Agreement on the Pledge of Intellectual Property Rights as Collateral, dated August 13, 2010, by and between the Company's wholly-owned subsidiary the Company Europe AG, and YA Global Investments, L.P. | 8-K10.6 | 8/19/2010 |

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| 10.134 | Second Ratification Agreement, dated August 13, 2010, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K10.78/19/2010 |
| 10.135 | Irrevocable Transfer Agent Instructions, dated August 13, 2010, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC Security Transfer of Moveable Assets, dated August 13, 2010, by and between the | 8-K10.88/19/2010 |
| 10.136 | Company's wholly-owned subsidiary, NeoMedia Europe AG, and YA Global Investments, L.P. | 8-K10.98/19/2010 |
| 10.137 | Agreement, dated September 29, 2010, by and between the Company and YA Global Investments, L.P. | 8-K10.110/1/2010 |
| 10.138 | Secured Convertible Debenture, No. NEOM-10-3, dated September 29, 2010, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.210/1/2010 |
| 10.139 | Warrant, No. NEOM-0910, dated September 29, 2010, issued by the Company to YA Global Investments, L.P. | 8-K10.310/1/2010 |
| 10.140 | Third Ratification Agreement, dated September 29, 2010, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K10.610/1/2010 |
| 10.141 | Irrevocable Transfer Agent Instructions, dated September 29, 2010, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K10.710/1/2010 |
| 10.142 | Compromise Agreement dated October 19, 2010, by and between the Company and Iain A. McCready | 8-K10.110/20/2010 |
| 10.143 | Agreement, dated October 28, 2010, by and between the Company and YA Global Investments, L.P. | 8-K10.111/3/2010 |
| 10.144 | Secured Convertible Debenture, No. NEOM-10-4, dated October 28, 2010, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.211/3/2010 |
| 10.145 | Warrant, No. NEOM-1010, dated October 28, 2010, issued by the Company to YA Global Investments, L.P. | 8-K10.311/3/2010 |
| 10.146 | Fourth Ratification Agreement, dated September 29, 2010, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K10.611/3/2010 |
| 10.147 | Irrevocable Transfer Agent Instructions, dated October 28, 2010, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K10.711/3/2010 |
| 10.148 | Confidential Settlement Agreement, dated December 14, 2010, by and between the Company and Rothschild Trust Holdings, LLC and BP BL Section 3.4, LLC | 8-K10.112/15/2010 |
| 10.149 | Agreement, dated December 15, 2010, by and between the Company and YA Global Investments, L.P. | 8-K10.112/21/2010 |
| 10.150 | Secured Convertible Debenture, No. NEOM-10-5, dated December 15, 2010, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.212/21/2010 |

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| 10.151 | Warrant, No. NEOM-1010, dated December 15, 2010, issued by the Company to YA Global Investments, L.P. | 8-K10.312/21/2010 |
| 10.152 | Fifth Ratification Agreement, dated December 15, 2010, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K10.612/21/2010 |
| 10.153 | Irrevocable Transfer Agent Instructions, dated December 15, 2010, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K10.712/21/2010 |
| 10.154 | Confidential License Agreement, dated December 21, 2010, by and between the Company and eBay Inc. | 8-K10.112/22/2010 |
| 10.155 | Agreement, dated January 10, 2011, by and between the Company and YA Global Investments, L.P. | 8-K10.11/14/2011 |
| 10.156 | Secured Convertible Debenture, No. NEOM-11-1, dated January 10, 2011, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.21/14/2011 |
| 10.157 | Warrant, No. NEOM-0111, dated January 10, 2011, issued by the Company to YA Global Investments, L.P. | 8-K10.31/14/2011 |
| 10.158 | Sixth Ratification Agreement, dated January 10, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K10.61/14/2011 |
| 10.159 | Irrevocable Transfer Agent Instructions, dated January 10, 2011, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K10.71/14/2011 |
| 10.160 | Agreement, dated February 8, 2011, by and between the Company and YA Global Investments, L.P. | 8-K10.12/11/2011 |
| 10.161 | Secured Convertible Debenture, No. NEOM-11-2, dated February 8, 2011, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.22/11/2011 |
| 10.162 | Warrant, No. NEOM-0211, dated February 8, 2011, issued by the Company to YA Global Investments, L.P. | 8-K10.32/11/2011 |
| 10.163 | Seventh Ratification Agreement, dated February 8, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K10.62/11/2011 |
| 10.164 | Irrevocable Transfer Agent Instructions, dated February 8, 2011, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K10.72/11/2011 |
| 10.165 | Confidential License Agreement, dated December 21, 2010, by and between the Company and eBay Inc. | 8-K10.12/22/2011 |
| 10.166 | Agreement, dated March 11, 2011, by and between the Company and YA Global Investments, L.P. | 8-K10.13/17/2011 |
| 10.167 | Secured Convertible Debenture, No. NEOM-11-3, dated March 11, 2011, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.23/17/2011 |
| 10.168 | Warrant, No. NEOM-0311, dated March 11, 2011, issued by the Company to YA Global Investments, L.P. | 8-K10.33/17/2011 |

- 10.169** **Eighth Ratification Agreement, dated March 11, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P.** **8-K10.63/17/2011**
- 10.170** **Irrevocable Transfer Agent Instructions, dated March 11, 2011, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC Agreement, dated April 13, 2011, by and between the Company and YA Global Investments, L.P.** **8-K10.73/17/2011**
- 10.171** **Secured Convertible Debenture, No. NEOM-11-4, dated April 13, 2011, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013)** **8-K10.14/19/2011**
- 10.172** **Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013)** **8-K10.24/19/2011**

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| 10.173 | Warrant, No. NEOM-0411, dated April 13, 2011, issued by the Company to YA Global Investments, L.P. | 8-K10.34/19/2011 |
| 10.174 | Ninth Ratification Agreement, dated April 13, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K10.64/19/2011 |
| 10.175 | Irrevocable Transfer Agent Instructions, dated April 13, 2011, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K10.74/19/2011 |
| 10.176 | Agreement, dated May 31, 2011, by and between the Company and YA Global Investments, L.P. | 8-K10.16/3/2011 |
| 10.177 | Secured Convertible Debenture, No. NEOM-11-5, dated May 31, 2011, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.26/3/2011 |
| 10.178 | Warrant, No. NEOM-0511, dated May 31, 2011, issued by the Company to YA Global Investments, L.P. | 8-K10.36/3/2011 |
| 10.179 | Ratification Agreement, dated May 31, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K10.66/3/2011 |
| 10.180 | Irrevocable Transfer Agent Instructions, dated May 31, 2011, by and among the Company, YA Global Investments, L.P., David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K10.76/3/2011 |
| 10.181 | Agreement, dated June 28, 2011, by and between the Company and YA Global Investments, L.P. | 8-K10.17/1/2011 |
| 10.182 | Secured Convertible Debenture, No. NEOM-11-6, dated June 28, 2011, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.27/1/2011 |
| 10.183 | Warrant, No. NEOM-0611, dated June 28, 2011, issued by the Company to YA Global Investments, L.P. | 8-K10.37/1/2011 |
| 10.184 | Eleventh Ratification Agreement, dated June 28, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K10.67/1/2011 |
| 10.185 | Irrevocable Transfer Agent Instructions, dated June 28, 2011, by and among the Company, YA Global Investments, L.P., David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K10.77/1/2011 |
| 10.186 | Secured Convertible Debenture, No. NEOM-11-7, dated July 13, 2011, issued by the Company to YA Global Investments, L.P. | 8-K10.17/19/2011 |
| 10.187 | Secured Convertible Debenture, No. NEOM-11-8, dated August 12, 2011, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibit 10.1 to the Company's Form 8-K filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.18/18/2011 |
| 10.188 | Agreement, dated September 15, 2011, by and between the Company and YA Global Investments, L.P. | 8-K10.19/21/2011 |
| 10.189 | Secured Convertible Debenture, No. NEOM-11-9, dated September 15, 2011, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreement filed at Exhibit 10.1 to the Company's Form 8-K filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.29/21/2011 |

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| 10.190 | Warrant, No. NEOM-0911, dated September 15, 2011, issued by the Company to YA Global Investments, L.P. | 8-K10.39/21/2011 |
| 10.191 | Twelfth Ratification Agreement, dated September 15, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K10.69/21/2011 |
| 10.192 | Irrevocable Transfer Agent Instructions, dated September 15, 2011, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K10.79/21/2011 |
| 10.193 | Agreement, dated October 25, 2011, by and between the Company and YA Global Investments, L.P. | 8-K10.110/28/2011 |
| 10.194 | Secured Convertible Debenture, No. NEOM-11-10, dated October 25, 2011, issued by the Company to YA Global Investments, L.P (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.210/28/2011 |
| 10.195 | Warrant, No. NEOM-1011, dated October 25, 2011, issued by the Company to YA Global Investments, L.P. | 8-K10.310/28/2011 |
| 10.196 | Thirteenth Ratification Agreement, dated October 25, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K10.610/28/2011 |
| 10.197 | Irrevocable Transfer Agent Instructions, dated October 25, 2011, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K10.710/28/2011 |
| 10.198 | Agreement, dated December 8, 2011, by and between the Company and YA Global Investments, L.P. | 8-K10.112/14/2011 |
| 10.199 | Secured Convertible Debenture, No. NEOM-11-11, dated December 8, 2011, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K10.212/14/2011 |
| 10.200 | Warrant, No. NEOM-1211, dated December 8, 2011, issued by the Company to YA Global Investments, L.P. | 8-K10.312/14/2011 |
| 10.201 | Fourteenth Ratification Agreement, dated December 8, 2011, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K10.612/14/2011 |
| 10.202 | Irrevocable Transfer Agent Instructions, dated December 8, 2011, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K10.712/14/2011 |

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| 10.203 | Agreement, dated January 11, 2012, by and between the Company and YA Global Investments, L.P. | 8-K 10.11/18/2012 |
| 10.204 | Secured Convertible Debenture, No. NEOM-12-1, dated January 11, 2012, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K 10.21/18/2012 |
| 10.205 | Warrant, No. NEOM-0112, dated January 11, 2012, issued by the Company to YA Global Investments, L.P. | 8-K 10.31/18/2012 |
| 10.206 | Fifteenth Ratification Agreement, dated January 11, 2012, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K 10.61/18/2012 |
| 10.207 | Irrevocable Transfer Agent Instructions, dated January 11, 2012, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K 10.71/18/2012 |
| 10.208 | Agreement, dated February 6, 2012, by and between the Company and YA Global Investments, L.P. | 8-K 10.12/10/2012 |
| 10.209 | Secured Convertible Debenture, No. NEOM-12-2, dated February 6, 2012, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K 10.22/10/2012 |
| 10.210 | Warrant, No. NEOM-0212, dated February 6, 2012, issued by the Company to YA Global Investments, L.P. | 8-K 10.32/10/2012 |
| 10.211 | Sixteenth Ratification Agreement, dated February 9, 2012, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K 10.62/10/2012 |
| 10.212 | Irrevocable Transfer Agent Instructions, dated February 6, 2012, by and among the Company, the Buyer, David Gonzalez, Esq. and WorldWide Stock Transfer, LLC | 8-K 10.72/10/2012 |
| 10.213 | Agreement, dated March 26, 2012, by and between the Company and YA Global Investments, L.P. | 8-K 10.13/27/2012 |
| 10.214 | Secured Convertible Debenture, No. NEOM-12-3, dated March 26, 2012, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K 10.23/27/2012 |
| 10.215 | Warrant, No. NEOM-0312, dated March 26, 2012, issued by the Company to YA Global Investments, L.P. | 8-K 10.33/27/2012 |
| 10.216 | Seventeenth Ratification Agreement, dated March 26, 2012, by and among the Company, each of the Company's subsidiaries made a party thereto, and YA Global Investments, L.P. | 8-K 10.63/27/2012 |
| 10.217 | Irrevocable Transfer Agent Instructions, dated March 26, 2012, by and among the Company, the Buyer, David Gonzalez, Esq. and Worldwide Stock Transfer, LLC | 8-K 10.73/27/2012 |
| 10.218 | Agreement, dated April 26, 2012, by and between the Company and YA Global Investments, L.P. | 8-K 10.15/1/2012 |
| 10.219 | Secured Convertible Debenture, No. NEOM 12-4, dated April 26, 2012, issued by the Company to YA Global Investments, L.P. (as amended by Debenture Extension Agreements filed at Exhibits 10.1 to the Company's Form 8-Ks filed with the SEC on May 29, 2012 and February 8, 2013) | 8-K 10.25/1/2012 |
| 10.220 | | 8-K 10.35/1/2012 |

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| | Warrant, No. NEOM-0412, dated April 26, 2012, issued by the Company to YA Global Investments, L.P. | |
| 10.221 | Eighteenth Ratification Agreement, dated April 26, 2012, by and among the Company, each of the Company's subsidiaries and YA Global Investments, L.P. | 8-K10.65/1/2012 |
| 10.222 | Irrevocable Transfer Agent Instructions dated April 26, 2012, by and between the Company, the Buyer, David Gonzalez, Esq. and Worldwide Stock Transfer LLC | 8-K10.75/1/2012 |
| 10.223 | Debenture Extension Agreement dated May 25, 2012, by and between the Company and YA Global Investments, L.P. | 8-K10.15/29/2012 |
| 10.224 | Agreement, dated June 1, 2012, by and between the Company and YA Global Investments, L.P. | 8-K10.16/7/2012 |
| 10.225 | Secured Convertible Debenture, No. NEOM 12-5, dated June 1, 2012, issued by the Company to YA Global Investments, L.P. (as amended by the Debenture Extension Agreement Filed February 8, 2013 with the Sec as Exhibit 10.1) | 8-K10.26/7/2012 |
| 10.226 | Warrant No. NEOM-0512 dated June 1, 2012, issued by the Company to YA Global Investments, L.P. | 8-K10.36/7/2012 |
| 10.227 | Nineteenth Ratification Agreement, dated June 1, 2012, by and among the company, each of the Company's subsidiaries and YA Global Investments, L.P. | 8-K10.66/7/2012 |
| 10.228 | Irrevocable Transfer Agent Instructions dated June 1, 2012, by and between the Company, the Buyer, David Gonzalez, Esq. and Worldwide Stock Transfer LLC | 8-K10.76/7/2012 |
| 10.229 | Agreement dated July 20, 2012, by and between the Company and YA Global Investments, L.P. | 8-K10.17/27/2012 |

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| 10.230 | Secured Convertible Debenture, No. NEOM 12-6, dated July 20, 2012, issued by the Company to YA Global Investments, L.P. (as amended by the Debenture Extension Agreement Filed February 8, 2013 with the Sec as Exhibit 10.1) | 8-K | 10.27/27/2012 |
| 10.231 | Warrant, No. NEOM-0612 dated July 20, 2012, issued by the Company to YA Global Investments, L.P. | 8-K | 10.37/27/2012 |
| 10.232 | Twentieth Ratification Agreement, dated July 20, 2012, by and among the Company, each of the Company's subsidiaries and YA Global Investments, L.P. | 8-K | 10.67/27/2012 |
| 10.233 | Irrevocable Transfer Agent Instructions dated July 20, 2012, by and between the Company, the Buyer, David Gonzalez, Esq. and Worldwide Stock Transfer LLC | 8-K | 10.77/27/2012 |
| 10.234 | Confidential Patent License Agreement dated August 20, 2012, by and between the Company and Microsoft Corporation | 8-K | 10.18/24/2012 |
| 10.235 | General Services Agreement dated August 27, 2012, by and between the Company and Jeff Huitt | 8-K | 10.18/28/2012 |
| 10.236 | Debenture Extension Agreement dated February 4, 2013, by and between the Company and YA Global Investments, L.P. | 8-K | 10.12/8/2013 |
| 14 | Code of Professional Ethics | 10-K | 14.14/3/2007 |
| 21 | Subsidiaries of the Registrant | 10-K | 21 4/1/2013 |
| 23.1 | Consent of Kingery & Crouse, P.A. | X | |
| 31.1 | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | X | |
| 31.2 | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | X | |
| 32.1 | Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | X | |
| 32.2 | Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | X | |
| 99.1 | Press Release Dated April 1, 2013 | | |
| 101 | Interactive Data File | X | |

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NEOMEDIA TECHNOLOGIES, INC.

Date: April 5, 2013

By: */s/ Laura A. Marriott*
Laura A. Marriott
Chief Executive Officer, Principal Executive Officer

/s/ Barry S. Baer
Barry S. Baer
Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer