



**Item 1.01. Entry Into a Material Definitive Agreement**

On January 28, 2008, NeoMedia Technologies, Inc., a Delaware corporation (the "Company") entered into that certain Share Purchase and Transfer Agreement (the "SPTA") with Bernd Michael, an individual residing at Am Hövel 9, 40667 Meerbusch, Germany (the "Purchaser" and together with the Company, the "Parties"), pursuant to which the Company agreed to sell to the Purchaser, and the Purchaser agreed to purchase from the Company, 491,716 shares of common stock of 12snap AG, a Germany corporation (the "Shares"), for \$750,000 in cash. On February 4, 2008, the Parties completed such purchase and sale of the Shares. Pursuant to that certain Option Agreement, dated April 4, 2007, by and between the Parties, the Purchaser had granted to the Company an option to purchase the Shares and on January 3, 2008, the Company exercised such option. As required by the SPTA, the Parties executed an Arbitration Agreement (the "Arbitration Agreement"), of even date with the SPTA, whereby the Parties agreed to settle any dispute, controversy or claim arising from the SPTA pursuant to the terms thereof. Copies of the SPTA and the Arbitration Agreement are attached hereto as Exhibits 10.1 and 10.2, respectively.

**Item 2.01 Completion of Acquisition or Disposition of Assets**

On February 4, 2008, the Parties completed the purchase and sale of the Shares described in Item 1.01 above.

**Item 9.01 Financial Statements and Exhibits**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits No. Description:

<b>Exhibit No.</b>	<b>Item</b>	<b>Location</b>
Exhibit 10.1	Share Purchase and Transfer Agreement, dated January 31, 2008, by and between the Company and Bernd Michael.	Provided herewith
Exhibit 10.2	Arbitration Agreement, dated January 31, 2008, by and between the Company and Bernd Michael.	Provided herewith

**SIGNATURE**

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

**NEOMEDIA TECHNOLOGIES, INC.**

Date: February 8, 2008

By: */s/ Frank J. Pazerau*

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Name: Frank J. Pazerau  
Its: Chief Financial Officer

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