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NEOMEDIA TECHNOLOGIES INC  
Form 8-K  
December 15, 2005

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): December 14, 2005

NEOMEDIA TECHNOLOGIES, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware	0-21743	36-3680347
----- (State or Other Jurisdiction Incorporation)	----- (Commission File Number)	----- (IRS Employer Identification No.)

2201 Second Street, Suite 600, Fort Myers, Florida	33901
----- (Address of Principal Executive Offices)	----- (Zip Code)

(239) - 337-3434  
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(Registrant's Telephone  
Number, including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Distribution Agreement

On December 14, 2005, NeoMedia Technologies, Inc. ("NeoMedia") executed a definitive distribution agreement (the "Agreement") with PPG Industries' PPG Shanghai Trading Co. Ltd. ("PPG"), under which NeoMedia will distribute

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automotive aftermarket products produced by PPG. The Agreement calls for NeoMedia to serve as a non-exclusive distributor of PPG products to Beijing Sino-US Jinche Yingang Auto Technological Services Limited ("Jinche") in the People's Republic of China. NeoMedia previously signed a distribution agreement with Jinche under which Jinche will distribute and use NeoMedia's micro paint repair products at its automotive service facilities throughout China.

The Agreement is attached hereto as exhibit 16.1. On December 15, 2005, NeoMedia issued a press release with respect to the Agreement, attached hereto as Exhibit 16.2.

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SIGNATURES

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

NeoMedia Technologies, Inc.

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(Registrant)

Date: December 15, 2005

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By: /s/ Charles T. Jensen

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

EXHIBIT INDEX

Exhibit No. -----	Description -----
16.1	Distribution Agreement between NeoMedia and PPG
16.2	Press release with respect to distribution agreement

