NEOMEDIA TECHNOLOGIES INC
Form RW
February 11, 2003

NEOMEDIA TECHNOLOGIES, INC.
2201 Second Street
Suite 402
Fort Myers, FL 33901

February 10, 2003

VIA EDGAR

Securities and Exchange Commission
450 Fifth Street, N.W.
Judiciary Plaza
Washington, D.C. 20549

RE: WITHDRAWAL OF REGISTRATION STATEMENT ON FORM S-1 (THE "REGISTRATION STATEMENT") FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 20, 2002 (REGISTRATION NO. 333-102103)

Ladies and Gentlemen:

Pursuant to Rule 477(a) under the General Rules and Regulations under the Securities Act of 1933, as amended (the "1933 Act"), submitted electronically via the EDGAR system, please consider this correspondence as an application to the U.S. Securities and Exchange Commission (the "SEC") for an order permitting Neomedia Technologies, Inc. (the "Registrant") to withdraw the Registration Statement on Form S-1, filed by the Registrant on December 20, 2002 (the "Registration Statement").

No securities were sold in connection with the Registration Statement. The withdrawal is being sought at the request of the SEC upon notification from the SEC that the Registrant's private placement must be completed and that a new registration statement should be filed with the SEC with respect to such offering. The Registrant respectfully requests that, in accordance with the provisions of Rule 477(a) under the 1933 Act, the SEC issue an order granting the desired withdrawal.

Sincerely,

/Charles T. Jensen/

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