

NEOMEDIA TECHNOLOGIES INC
Form 8-K
October 06, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) of The
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 2, 2009

NeoMedia Technologies, Inc.
(Exact Name of Registrant as Specified in its Charter)

| | | |
|---------------------------------------------------------------|-------------------------------------|-------------------------------------------------|
| Delaware (State or other jurisdiction of incorporation) | 0-21743 (Commission File Number) | 36-3680347 (IRS Employer Identification No.) |
|---------------------------------------------------------------|-------------------------------------|-------------------------------------------------|

| | |
|-------------------------------------------------------------------------------------------|---------------------|
| Two Concourse Parkway, Suite 500, Atlanta, GA (Address of principal executive offices) | 30328 (Zip code) |
|-------------------------------------------------------------------------------------------|---------------------|

Registrant's telephone number, including area code: (678) 638-0460

Not Applicable
(Former Name or Former Address, If Changed Since Last Report)

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:

- 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.

On October 2, 2009, NeoMedia Technologies, Inc., a Delaware company (the “Company”), entered into a four (4) year agreement (the “License Agreement”) with NeuStar, Inc., a Delaware company (“Neustar”), in which the Company granted to Neustar a non-exclusive license to a portion of the Company’s patent portfolio primarily for the purpose of establishing and providing Registry and Clearinghouse services within the Field of Use and Territory (as such capitalized terms are defined in the License Agreement). The terms of the License Agreement also grant to Neustar an exclusive right to sub-license that same portion of the Company’s patent portfolio within the Field of Use and Territory to Resolution Authorities for a period of not less than one (1) year, but up to four (4) years depending on the achievement of certain milestones as set forth in the License Agreement. In addition, Neustar will perform certain Reservations, Administration, Billing & Collection and other Additional Services for the benefit of the Company, Neustar and the sub-licensees (as such terms are defined in the License Agreement).

The foregoing description of the License Agreement is qualified in its entirety by reference to the actual terms of the License Agreement, a copy of which is attached hereto as Exhibit 10.1 which is incorporated by reference herein in its entirety.

Item 9.01 Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable
- (c) Not applicable.
- (d) Exhibits:

| EXHIBIT | DESCRIPTION | LOCATION |
|--------------|---------------------------------------------------------------------------------------|--------------------|
| Exhibit 10.1 | License Agreement by and between the Company and NeuStar, Inc., dated October 2, 2009 | 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.

Date: October 6, 2009

NEOMEDIA TECHNOLOGIES, INC.

By: /s/ Michael W. Zima
Name: Michael W. Zima
Its: Chief Financial Officer

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