





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

On September 24, 2008, NeoMedia Technologies, Inc., a Delaware corporation (the "Company") executed a Letter Agreement with YA Global Investments, L.P. ("YAGI") pursuant to which YAGI agreed to extend the maturity dates of (a) a certain Secured Convertible Debenture, dated August 23, 2006, issued by the Company to YAGI in the principal amount of Five Million Dollars (\$5,000,000) and (b) a certain Secured Convertible Debenture, dated December 26, 2006, by the Company to YAGI in the principal amount of Two Million Five Hundred Thousand Dollars (\$2,500,000), each to July 29, 2010. A copy of the Letter Agreement is attached hereto as Exhibit 10.1.

**Item 9.01. Financial Statements and Exhibits**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibit No. Description:

| <u>EXHIBIT</u> | <u>DESCRIPTION</u>                                 | <u>LOCATION</u>   |
|----------------|--|-------------------|
| Exhibit 10.1   | Letter Agreement, dated September 24, 2008, by and | 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 1, 2008

**NEOMEDIA TECHNOLOGIES, INC.**

By: /s/ Michael W. Zima

Name: Michael W. Zima

Its: Chief Financial Officer