

NEOMEDIA TECHNOLOGIES INC  
Form 8-K  
September 06, 2013

**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): **September 3, 2013**

**NeoMedia Technologies, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

**0-21743**

**36-3680347**

(State or other jurisdiction of

(Commission File Number) (IRS Employer Identification No.)

incorporation)

**100 West Arapahoe Avenue, Suite 9, Boulder,**

**80302**

**Colorado**

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code:

**(303) 546-7946**

**Not Applicable**

(Former Name or Former Address, If Changed Since Last Report)

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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 5.07. Submission of Matters to a Vote of Security Holders.**

On September 3, 2013, NeoMedia Technologies, Inc., a Delaware corporation (the “Company”), held its annual meeting of stockholders (the “Meeting”), with part of the meeting continuing in recess until September 23, 2013. At the Meeting, four (4) of the six (6) scheduled proposals were submitted for a vote of the Company’s stockholders and the related results are as follows:

Proposal No. 1: The election of Laura A. Marriott, George G. O’Leary, Sarah Fay and Peter Mannetti for terms until the next succeeding annual meeting of stockholders or until such director’s successor shall have been duly elected and qualified. The stockholders elected the four (4) directors by the following votes:

Director	Votes For	Votes Withheld	Against	Broker Non-Votes
Laura A. Marriott	2,217,966,782	472,229,874	0	725,169,548
George G. O’Leary	2,219,782,080	470,414,576	0	
Sarah Fay	2,251,935,306	438,261,350	0	
Peter Mannetti	2,261,734,817	428,461,839	0	

Proposal No. 2: The approval of a non-binding advisory resolution approving the compensation of the Company’s named executive officers, as described in the “Executive and Director Compensation” section and compensation tables and narrative disclosure of the Company’s Proxy Statement. The stockholders approved the non-binding advisory resolution on executive compensation by the following votes:

Votes For	2,073,108,954
Votes Against	531,617,520
Abstentions	85,470,182
Broker Non-Votes	725,169,548

Proposal No. 3: The approval of a non-binding resolution regarding the frequency of future advisory votes on the compensation of the Company’s named executive officers which could be held every year, every two (2) years or every three (3) years. The stockholders approved the non-binding advisory resolution regarding the frequency of future votes on executive compensation every three (3) years as follows:

1 Year	632,963,144
2 Years	79,757,373
3 Years	1,807,899,539

Abstentions 169,576,600

The Company has decided to set the frequency of future advisory votes on the compensation of the Company's named executive officers at every three (3) years going forward.

Proposal No. 4: The stockholders ratified StarkSchenkein, LLP as the Company's independent registered accounting firm by the following votes:

Votes For 2,973,418,348

Votes Against 332,653,597

Abstentions 109,294,259

The Company recessed the Meeting until Monday, September 23, 2013.

**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.**

By: /s/ Barry S. Baer  
Barry S. Baer  
Chief Financial Officer

Date: September 6, 2013