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NEOMEDIA TECHNOLOGIES INC
Form 8-K
December 11, 2003

U.S. 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): December 9, 2003

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 402, Fort Myers, Florida 33901

(Address of Principal Executive Offices) (Zip Code)

(239) - 337-3434

(Registrant's Telephone Number, including Area Code)

Item 5. Other Events.

On December 9, 2003, NeoMedia Technologies, Inc. ("NeoMedia") signed a non-binding letter of intent (the "LOI") to acquire Triton Global Business Services Inc. and its parent company, BSD Software Inc. (Pink Sheets: BSDS), both of Calgary, Alberta, Canada.

The LOI outlined terms, including an exchange of one share of NeoMedia common stock for each share of BSD Software, not to exceed 40 million shares. The transaction is dependent on due diligence by both companies, approval by NeoMedia's Board of Directors, BSD Software's Board of Directors, shareholders, required regulatory approvals, and other conditions.

Triton, formed in 1998 and acquired by BSD in 2002, is an Internet Protocol-enabled provider of live and automated operator calling services, e-business support, billing and clearinghouse functions and information management services to telecommunications, Internet and e-business service providers. The acquisition is subject to completion of due diligence by both sides, as well as Board approval and other conditions.

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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.
(Registrant)

Date: December 11, 2003

By: /s/ Charles T. Jensen

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

EXHIBIT INDEX

| Sequential Page Number ----- | Exhibit Document ----- | |
|------------------------------------|------------------------------|---|
| 5 | 3.1 | Letter of Intent for proposed transaction between NeoMedia Technologies, Inc., and BSD Software, Inc. |
| 10 | 3.2 | Press release dated December 11, 2003 |