



**1515 Walnut Street, Suite 100, Boulder, Colorado 80302**

(Address, including zip code, of principal executive offices)

**303-546-7946**

(Registrants' telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Shares outstanding of the Registrant's common stock on April 25, 2014 was 4,984,827,279.

**NeoMedia Technologies, Inc.**

**Form 10-Q**

**For the Quarterly Period Ended March 31, 2014**

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**PART I — FINANCIAL INFORMATION****ITEM 1. Financial Statements****NeoMedia Technologies, Inc. and Subsidiaries****Condensed Consolidated Balance Sheets****(in thousands, except share and per share data)**

|  | March 31,<br>2014<br>(UNAUDITED) | December 31,<br>2013 |
|--|----------------------------------|----------------------|
| <b>ASSETS</b>  |                                  |                      |
| Current assets:  |                                  |                      |
| Cash and cash equivalents  | \$ 266                           | \$ 267               |
| Accounts receivable  | 386                              | 295                  |
| Prepaid expenses and other current assets  | 88                               | 107                  |
| Total current assets   | 740                              | 669                  |
| Property and equipment, net  | 4                                | 5                    |
| Goodwill   | 3,418                            | 3,418                |
| Patents and other intangible assets, net   | 1,144                            | 1,213                |
| Other long-term assets   | 20                               | -                    |
| Total assets   | \$ 5,326                         | \$ 5,305             |
| <b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>   |                                  |                      |
| Current liabilities:   |                                  |                      |
| Accounts payable   | \$ 334                           | \$ 236               |
| Accrued expenses   | 473                              | 291                  |
| Deferred revenues and customer prepayments   | 1,971                            | 2,252                |
| Notes payable  | 28                               | 56                   |
| Derivative financial instruments - warrants  | 247                              | 684                  |
| Derivative financial instruments - Series C and D Convertible Preferred Stock and debentures payable   | 159                              | 23,606               |
| Debentures payable - carried at fair value   | 38,795                           | 257,451              |
| Total current liabilities  | 42,007                           | 284,576              |
| Commitments and contingencies  | -                                | -                    |
| Series C convertible preferred stock, \$0.01 par value, 27,000 shares authorized, 4,816 shares issued and outstanding and a liquidation value of \$4,816 at March 31, 2014 and December 31, 2013 | 4,816                            | 4,816                |

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|   |           |           |
|---|-----------|-----------|
| Series D convertible preferred stock, \$0.01 par value, 25,000 shares authorized, 3,481 shares issued and outstanding with a liquidation value of \$348 at March 31, 2014 and December 31, 2013 | 348       | 348       |
| Shareholders' deficit:  |           |           |
| Common stock, \$0.001 par value, 5,000,000,000 shares authorized, 4,984,827,279 shares issued and outstanding as of March 31, 2014 and December 31, 2013  | 4,985     | 4,985     |
| Additional paid-in capital  | 190,946   | 190,946   |
| Accumulated deficit   | (236,895) | (479,485) |
| Accumulated other comprehensive loss  | (102)     | (102)     |
| Treasury stock, at cost, 2,012 shares of common stock   | (779)     | (779)     |
| Total shareholders' deficit   | (41,845)  | (284,435) |
| Total liabilities and shareholders' deficit   | \$ 5,326  | \$ 5,305  |

See accompanying notes.

**NeoMedia Technologies, Inc. and Subsidiaries****Condensed Consolidated Statements of Operations and Comprehensive Income (Unaudited)****(in thousands, except share and per share data)**

|  | Three Months<br>Ended March 31,<br>2014 | 2013<br>(revised) |   |
|--|---|-------------------|---|
| Revenues   | \$1,003                                 | \$602             |   |
| Cost of revenues   | 158                                     | 31                |   |
| Gross profit   | 845                                     | 571               |   |
| Sales and marketing expenses   | 15                                      | 61                |   |
| General and administrative expenses  | 603                                     | 857               |   |
| Research and development costs   | 177                                     | 212               |   |
| Operating income (loss)  | 50                                      | (559)             | ) |
| Gain from change in fair value of hybrid financial instruments   | 218,656                                 | 6,774             |   |
| Gain from change in fair value of derivative liability - warrants  | 437                                     | 3,122             |   |
| Gain (loss) from change in fair value of derivative liability - Series C and D<br>Convertible Preferred Stock and debentures | 23,447                                  | (299)             | ) |
| Net income   | \$242,590                               | \$9,038           |   |
| Comprehensive income:  |   |                   |   |
| Net income   | \$242,590                               | \$9,038           |   |
| Foreign currency translation adjustment  | -                                       | 111               |   |
| Comprehensive income   | \$242,590                               | \$9,149           |   |
| Net income per common share, basic and diluted:  |   |                   |   |
| Basic  | \$0.049                                 | \$0.003           |   |
| Fully diluted  | \$0.001                                 | \$0.000           |   |
| Weighted average number of common shares:  |   |                   |   |
| Basic  | 4,984,827,279                           | 2,789,315,439     |   |
| Fully diluted  | 266,001,250,808                         | 27,931,664,140    |   |

See accompanying notes.



**NeoMedia Technologies, Inc. and Subsidiaries****Condensed Consolidated Statements of Cash Flows (Unaudited)****(in thousands)**

|   | Three Months<br>Ended March 31, |                   |
|---|---------------------------------|-------------------|
|   | 2014                            | 2013<br>(revised) |
| Cash Flows from Operating Activities:   |                                 |                   |
| Net income  | \$242,590                       | \$9,038           |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities:                               |                                 |                   |
| Depreciation and amortization   | 70                              | 179               |
| Gain from change in fair value of hybrid financial instruments  | (218,656)                       | (6,774 )          |
| Gain from change in fair value of derivative liability – warrants   | (437 )                          | (3,122 )          |
| (Gain) loss from change in fair value of derivative liability - Series C and D Convertible Preferred Stock and debentures | (23,447 )                       | 299               |
| Changes in operating assets and liabilities   |                                 |                   |
| Accounts receivable   | (91 )                           | (59 )             |
| Prepaid expenses and other assets   | (1 )                            | 175               |
| Accounts payable and accrued expenses   | 280                             | 105               |
| Deferred revenues and customer prepayments  | (281 )                          | (388 )            |
| Net cash provided by (used in) operating activities   | 27                              | (547 )            |
| Cash Flows from Investing Activities:   |                                 |                   |
| Net cash from investing activities  | -                               | -                 |
| Cash Flows from Financing Activities:   |                                 |                   |
| Payments on short-term notes payable  | (28 )                           | -                 |
| Net cash used in financing activities   | (28 )                           | -                 |
| Effect of exchange rate changes on cash   | -                               | (2 )              |
| Net change in cash and cash equivalents   | (1 )                            | (549 )            |
| Cash and cash equivalents, beginning of period  | 267                             | 611               |
| Cash and cash equivalents, end of period  | \$266                           | \$62              |
| Supplemental cash flow information:   |                                 |                   |
| Convertible debentures converted to common stock  | \$-                             | \$320             |

See accompanying notes.





**NeoMedia Technologies, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements**

**March 31, 2014**

**(Unaudited)**

**Note 1 – General**

NeoMedia Technologies, Inc. (the “Company,” “NeoMedia,” “we,” “us,” “our,” and similar terms), a Delaware corporation, was founded in 1989 and is headquartered in Boulder, Colorado. We have positioned ourselves to lead the development of 2D mobile barcode technology and infrastructure solutions that enable the mobile barcode ecosystem world-wide. NeoMedia harnesses the power of the mobile phone in innovative ways with state-of-the-art mobile barcode technology solutions. With this technology, mobile devices with cameras become barcode scanners, enabling a range of practical applications including mobile marketing and mobile commerce. In addition, we offer licensing of our extensive intellectual property portfolio.

**Note 2 – Summary of Significant Accounting Policies**

The accompanying unaudited condensed consolidated financial statements have been prepared without audit pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with US GAAP have been condensed or omitted pursuant to such rules and regulations, although we believe that the disclosures made are adequate to make the information not misleading. We believe these statements include all adjustments, which are of a normal and recurring nature, considered necessary for a fair presentation of the financial statements. The unaudited condensed consolidated financial statements included herein should be read in conjunction with the financial statements and notes thereto included in our annual report on Form 10-K filed with the SEC on March 17, 2014. The results of operations for the three months ended March 31, 2014 are not necessarily indicative of the results to be expected for the full year.

***Basis of Presentation*** – The condensed consolidated financial statements include the accounts of NeoMedia and its wholly-owned subsidiaries. We operate as one reportable segment. All intercompany accounts, transactions and profits have been eliminated in consolidation. Certain prior period amounts in the condensed consolidated financial statements and notes thereto have been reclassified to conform to the current year's presentation.

**Use of Estimates** – The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Changes in facts and circumstances may result in revised estimates, which are recorded in the period in which they become known.

**Change in Estimates** – For the three month period ended March 31, 2014 fair value accounting of the derivative financial instruments and debentures payable, we reassessed the valuation techniques used to estimate the liability fair values. Based on the assessment, including discussions with the third-party valuation firm assisting us with the calculation, we determined that the valuation technique should be modified to consider the potentially dilutive impact on the stock price resulting from the issuance of additional shares of common stock upon the conversion of the instruments as well as the resulting value in comparison to our market capitalization. The change in estimate from the valuation technique modification had the following impact on the financial instruments as of and for the three months ended March 31, 2014 (in thousands):

|  | Decrease in liability | Gain from change in fair value |
|--|-----------------------|--------------------------------|
| Derivative financial instrument - warrants                                   | \$ 20                 | \$ 20                          |
| Derivative financial instrument - Series C and D Convertible Preferred Stock | 23,278                | 23,278                         |
| Debentures payable - carried at fair value                                   | 219,136               | 219,136                        |

The modification of the valuation technique represents a change in accounting estimate as discussed in Accounting Standards Codification (“ASC”) Topic 250-10-45-17, *Accounting Changes and Error Corrections*. The impact from the modification in valuation technique has therefore been reflected in the period of change and will be reflected in future periods. See Note 3 – Financing for additional discussion.

**Going Concern** – We have historically incurred operating losses, and we may continue to generate negative cash flows as we implement our business plan. There can be no assurance that our continuing efforts to execute our business plan will be successful and that we will be able to continue as a going concern. The accompanying condensed consolidated financial statements have been prepared in conformity with US GAAP, which contemplates our continuation as a going concern given fair value accounting related to our debentures. Our net income for the three months ended March 31, 2014 and 2013 was \$242.6 million as compared to \$9.0 million, respectively, including \$242.5 million and \$9.6 million, respectively, of net gains related to our financing instruments.

Net cash provided by operations during the three months ended March 31, 2014 was \$27,000 as compared to net cash used in operations of \$0.5 million during the three months ended March 31, 2013. As of March 31, 2014, we have an accumulated deficit of \$236.9 million. We also have a working capital deficit of \$41.3 million, including \$39.2 million in current liabilities for our derivative and debenture financing instruments.

We currently do not have sufficient cash or commitments for financing to sustain our operations for the next twelve months if we are unable to generate sufficient cash flows from operations. Our plan is to develop new client and customer relationships and substantially increase our revenue derived from our products/services and IP licensing. If our revenues do not reach the level anticipated in our plan, we may require additional financing in order to execute our operating plan. If additional financing is required, we cannot predict whether this additional financing will be in the form of equity, debt, or another form, and we may not be able to obtain the necessary additional capital on a timely basis, on acceptable terms, or at all. In the event that financing sources are not available, or that we are unsuccessful in increasing our revenues and profits, we may be unable to implement our current plans for expansion, repay our debt obligations or respond to competitive pressures, any of which would have a material adverse effect on our business, prospects, financial condition and results of operations.

The convertible debentures and preferred stock used to finance the Company, which may be converted into common stock at the sole option of the holders, have a highly dilutive impact when they are converted, greatly increasing the number of shares of common stock outstanding. During 2013, there were 2,879 million shares of common stock issued for these conversions. We cannot predict if or when each holder may or may not elect to convert into shares of common stock.

Our financial statements do not include any adjustments relating to the recoverability and reclassification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should we be unable to continue as a going concern.

**Revisions to 2013 Interim Reporting** – In connection with the completion of our third quarter 2013 and first quarter 2014 reporting, we identified certain errors associated with our first quarter 2013 interim reporting. We assessed the impact of these errors and concluded that the errors did not result in a material misstatement. To correct the errors, we have revised the three months ended March 31, 2013 reporting as discussed below. Our assessment considered the guidance provided by ASC Topic 250, *Accounting Changes and Error Corrections* and ASC Topic 250-10-S99-1, *Assessing Materiality*. Based on our conclusion that the errors were not material individually or in aggregate to any of the prior reporting periods, we determined amendments to previously filed financial statement reports were not required in accordance with the applicable ASC guidance. We also concluded that the revisions applicable to prior periods should be reflected herein and will be reflected in future filings containing such information.

The condensed consolidated statements of operations and cash flows for the three months ended March 31, 2013 originally reported a loss from change in fair value of hybrid financial instruments of \$299,000 but should have reflected a gain of \$6,774,000. Additionally, the Company reported a gain from change in fair value of derivative liability – Series C and D Convertible Preferred Stock and debentures of \$6,774,000 but should have reflected a loss of \$299,000. The errors were due to clerical transposing of the amounts and have been revised herein to reflect the proper amounts. The foreign currency translation adjustment within comprehensive income (loss) originally reflected a \$111,000 loss but should have reflected a \$111,000 gain. The reporting has been revised herein to reflect the proper amounts. Additionally, the fully diluted net income per share was reflected as \$0.003 but should have been \$0.000. The reporting has been revised herein to reflect the proper amount.

The condensed consolidated statements of cash flows for the three months ended March 31, 2013 overstated net cash used in operating activities and the effect of exchange rate changes on cash by approximately \$113,000. The revised net cash used in operating activities was approximately \$547,000 and the effect of exchange rate changes on cash was negative \$2,000. The amounts have been revised herein to reflect the proper amounts.

**Basic and Diluted Net Income Per Common Share** – The components of basic and diluted income per share attributable to the Company’s common stock shareholders were as follows (in thousands, except share and per share data):

|  | Three Months Ended<br>March 31, |                   |
|--|---------------------------------|-------------------|
|  | 2014                            | 2013<br>(revised) |
| Numerator:   |                                 |                   |
| Net income available to common shareholders                                      | \$242,590                       | \$9,038           |
| Effect of dilutive securities:   |                                 |                   |
| Hybrid financial instruments   | (29,151                         | ) (6,774          |
| Derivative liability - warrants  | (40                             | ) -               |
| Derivative liability - Series C and D Convertible Preferred Stock and debentures | (1,992                          | ) 299             |
| Numerator for diluted income per common share                                    | \$211,407                       | \$2,563           |
| Denominator:   |                                 |                   |
| Weighted average shares used to compute basic income per common share            | 4,984,827,279                   | 2,789,315,439     |
| Effect of dilutive securities:   |                                 |                   |
| Hybrid financial instruments   | 233,957,214,103                 | 22,595,466,030    |
| Derivative liability - warrants  | 440,652,725                     | -                 |
| Derivative liability - Series C and D preferred stock and debentures             | 26,618,556,701                  | 2,546,882,671     |
| Denominator for diluted income per common share                                  | 266,001,250,808                 | 27,931,664,140    |
| Basic income per common share  | \$0.049                         | \$0.003           |
| Diluted income per common share  | \$0.001                         | \$0.000           |

We excluded approximately 1,173,000 and 1,883,833,000 dilutive securities from the calculation of diluted income per common share for the three months ended March 31, 2014 and 2013, respectively, because inclusion of these securities would be antidilutive.

**Recent Accounting Pronouncements** – From time to time, new accounting pronouncements are issued that we adopt as of the specified effective date. We believe that the impact of recently issued standards that are not yet effective will not have a material impact on our results of operations and financial position.

**Note 3 – Financing**

At March 31, 2014, financial instruments arising from our financing transactions with YA Global Investments, L.P. (“YA Global”), an accredited investor, included shares of our Series C Convertible Preferred Stock issued in February 2006, Series D Convertible Preferred Stock issued in January 2010, a series of six consolidated secured convertible debentures (the “Consolidated Debentures”) issued July 1, 2013 and various warrants to purchase shares of our common stock. All of our assets are pledged to secure our obligations under the debt securities. At various times, YA Global has assigned or distributed portions of its holdings of these securities to other holders, including persons who are officers of YA Global and its related entities, as well as to other holders who are investors in YA Global’s funds.

**Secured Debentures** – We had originally entered into financing transactions with YA Global, which included a series of twenty-seven secured convertible debentures issued between August 2006 and July 2012. Effective July 1, 2013, the terms of the debentures held by YA Global were modified to consolidate the principal and interest amounts outstanding under all of the outstanding secured convertible debentures previously issued by us to YA Global, such that, upon the issuance of the Consolidated Debentures and cancellation of the prior debentures, the amount of outstanding debentures issued to YA Global decreased from twenty-seven to six debentures. The maturity dates of these secured convertible debentures were also extended from August 1, 2014 to August 1, 2015.

The underlying agreements for each of the Consolidated Debentures are very similar in form. The Consolidated Debentures are convertible into our common stock, at the option of the holder, at the lower of a fixed conversion price per share or a percentage of the lowest volume-weighted average price (“VWAP”) for a specified number of days prior to the conversion (the “look-back period”). The conversion is limited such that the holder cannot exceed 9.99% ownership of the outstanding common stock, unless the holder waives their right to such limitation. All of the debentures are secured according to the terms of a Security Pledge Agreement dated August 23, 2006, which was entered into in connection with the first convertible debenture issued to YA Global and which provides YA Global with a security interest in substantially all of our assets. The debentures are also secured by a Patent Security Agreement dated July 29, 2008. On August 13, 2010, our wholly owned subsidiary, NeoMedia Europe GmbH, became a guarantor of all outstanding financing transactions between us and YA Global, through pledges of their intellectual property and other movable assets. As security for our obligations to YA Global, all of our Pledged Property, Patent Collateral and other collateral is affirmed through the several successive Ratification Agreements executed in connection with each of the 2010, 2011 and 2012 financings. The 2013 modification and consolidation of the outstanding secured convertible debentures as well as the execution of an Amended and Restated Patent Security Agreement in 2013 reaffirmed the Pledged Property, Patent Collateral and other collateral pledged as security for our obligations to YA Global.

We evaluated the financing transactions in accordance with ASC 815, *Derivatives and Hedging*, and determined that the conversion features of the Series C and Series D Convertible Preferred Stock and the Consolidated Debentures were not afforded the exemption for conventional convertible instruments due to their variable conversion rates. The contracts have no explicit limit on the number of shares issuable, so they did not meet the conditions set forth in current accounting standards for equity classification. Accordingly, either the embedded derivative instruments, including the conversion option, must be bifurcated and accounted for as derivative instrument liabilities or, as permitted by ASC 815-15-25-4, *Recognition of Embedded Derivatives*, the instruments may be carried in their entirety at fair value.

At inception, we elected to bifurcate the embedded derivatives related to the Series C and Series D Convertible Preferred Stock, while electing the fair value option for the Consolidated Debentures. ASC 825, *Financial Instruments*, allows us to elect the fair value option for recording financial instruments when they are initially recognized or if there is an event that requires re-measurement of the instruments at fair value, such as a significant modification of the debt.



On February 4, 2013, we entered into a Debenture Extension Agreement with YA Global to extend the maturity dates of the secured convertible debentures to August 1, 2014. Because the effect of the extension did not exceed a significance threshold relative to cash flows prescribed by ASC 470-50, *Debt Modifications and Extinguishments*, extinguishment accounting was not applicable. On July 1, 2013, in addition to consolidating the secured debentures into six Consolidated Debentures, the maturity date was extended to August 1, 2015. Four of the Consolidated Debentures are non-interest bearing while the remaining two Consolidated Debentures accrue interest at 9.5% as outlined in further detail below. Debentures assigned to other investors by YA Global were also modified effective July 1, 2013 to extend the maturity date to August 1, 2015. We evaluated the impact of the modification on the accounting for the Consolidated Debentures in accordance with ASC 470-50-40-6 through 12 to determine whether extinguishment accounting was appropriate. Because the effect of the extension did not exceed a significance threshold relative to cash flows prescribed by ASC 470-50, *Debt Modifications and Extinguishments*, extinguishment accounting was not applicable.

The following table summarizes the significant terms of each of the debentures for which the entire hybrid instrument is recorded at fair value as of March 31, 2014:

| Debenture Issuance Year | Face Amount<br>(in thousands) | Interest Rate | Fixed Price | Conversion Price – Lower of Fixed Price or Percentage of VWAP for Look-back period |               |          | Look-back Period |
|-------------------------|-------------------------------|---------------|-------------|--|---------------|----------|------------------|
|                         |                               |               |             | Adjusted Price   | Anti-Dilution | %        |                  |
| 2006                    | \$ 1,962                      | 9.5           | % \$2.00    | \$ 0.00018   | 90 %          | 125 Days |                  |
| 2007                    | 567                           | 9.5           | % \$2.00    | \$ 0.00018   | 90 %          | 125 Days |                  |
| 2007                    | 272                           | -             | \$2.00      | \$ 0.00019   | 95 %          | 125 Days |                  |
| 2008                    | 1,217                         | 9.5           | % \$2.00    | \$ 0.00018   | 90 %          | 125 Days |                  |
| 2008                    | 830                           | -             | \$2.00      | \$ 0.00019   | 95 %          | 125 Days |                  |
| 2009                    | 134                           | 9.5           | % \$2.00    | \$ 0.00018   | 90 %          | 125 Days |                  |
| 2011                    | 852                           | 9.5           | % \$2.00    | \$ 0.00018   | 90 %          | 125 Days |                  |
| 2012                    | 762                           | 9.5           | % \$2.00    | \$ 0.00018   | 90 %          | 125 Days |                  |
| 2012                    | 210                           | -             | \$2.00      | \$ 0.00019   | 95 %          | 125 Days |                  |
| 2013                    | 22,084                        | 9.5           | % \$2.00    | \$ 0.00018   | 90 %          | 125 Days |                  |
| 2013                    | 12,127                        | -             | \$2.00      | \$ 0.00019   | 95 %          | 125 Days |                  |
| Total                   | \$ 41,017                     |               |             |  |               |          |                  |

We bifurcate the compound embedded derivatives related to the Series C and Series D Convertible Preferred Stock and carry these financial instruments as liabilities in the accompanying balance sheet. Election to carry the instruments at fair value in their entirety is not available since their terms have not been modified. Significant components of the compound embedded derivative include (i) the embedded conversion feature, (ii) down-round anti-dilution protection features and (iii) default, non-delivery and buy-in puts, all of which were combined into one compound instrument that is carried at fair value as a derivative liability. Changes in the fair value of the compound derivative liability are recorded within income each period.

**Conversions and Repayments** – Our preferred stock and convertible debentures are convertible into shares of our common stock. Upon conversion of any of the convertible financial instruments in which the compound embedded derivative is bifurcated, the carrying amount of the instrument and the related derivative liability are credited to the capital accounts upon conversion to reflect the stock issued and no gain or loss is recognized. For instruments that are recorded in their entirety at the fair value of the hybrid instrument, the fair value of the hybrid instrument converted is credited to the capital accounts upon conversion to reflect the stock issued and no gain or loss is recognized. The trading market price of our common stock (and the conversion price) has been less than its par value from time to time. We are limited to issuing shares of common stock at no less than the par value, and all shares of our common stock issued in those conversions were issued at par value. However, the methodology used to estimate the number of shares of convertible debentures and preferred stock converted during this time are based upon the value received for the shares issued, with the difference between that value and the par value recorded as a deemed dividend.

The following table provides a summary of the preferred stock conversions that have occurred since inception and the number of common shares issued upon conversion.

|                                      | Preferred<br>shares<br>issued<br>(in thousands) | Preferred<br>shares<br>converted | Preferred<br>shares<br>remaining | Common<br>shares<br>issued |
|--------------------------------------|---|----------------------------------|----------------------------------|----------------------------|
| Series C Convertible Preferred Stock | 22  | 17                               | 5                                | 314,619                    |
| Series D Convertible Preferred Stock | 25  | 22                               | 3                                | 245,162                    |

The outstanding principal and accrued interest for the debentures as of March 31, 2014 is reflected in the following table in addition to the principal and interest converted since inception and the number of shares of common stock issued upon conversion.

|            | Outstanding principal and accrued interest at March 31, 2014<br>(in thousands) | Principal and accrued interest converted since inception | Common Shares issued |
|------------|--|--|----------------------|
| Debentures | \$43,468   | \$ 11,747  | 4,403,415            |

**Warrants** – YA Global holds warrants to purchase shares of our common stock that were issued in connection with the convertible debentures and the Series C and Series D Convertible Preferred Stock. The warrants are exercisable at a fixed exercise price which, from time to time, has been reduced due to anti-dilution provisions when we have entered into subsequent financing arrangements with a lower price. The exercise prices may be reset again in the future if we subsequently issue stock or enter into a financing arrangement with a lower price. In addition, upon each adjustment in the exercise price, the number of warrant shares issuable is adjusted to the number of shares determined by multiplying the warrant exercise price in effect prior to the adjustment by the number of warrant shares issuable prior to the adjustment divided by the warrant exercise price resulting from the adjustment.

The warrants issued to YA Global do not meet all of the established criteria for equity classification in ASC 815-40, *Derivatives and Hedging – Contracts in Entity’s Own Equity*, and accordingly, are recorded as derivative liabilities at fair value. Changes in the fair value of the warrants are charged or credited to income each period.

Effective February 1, 2013, 1.4 billion of the 1.9 billion warrants held by YA Global were cancelled and the remaining 500 million had their exercise price reduced to \$0.0001 per share. These changes resulted in a decrease in fair value of the warrants of approximately \$1.6 million during the first quarter of 2013 as reflected in the gain from change in fair value of derivative liabilities - warrants.

**Fair value disclosures for Series C and D Bifurcated Embedded Derivative Instruments** – For financings in which the embedded derivative instruments are bifurcated and recorded separately, the compound embedded derivative instruments are valued using a Monte Carlo Simulation methodology because that model embodies certain relevant assumptions (including, but not limited to, interest rate risk, credit risk, and conversion/redemption privileges) that are necessary to value these complex derivatives.

Assumptions used in calculating the preferred share values as of March 31, 2014 included remaining equivalent term of 1.34 years, annualized volatility of 187%, stated dividend of 8%, equivalent credit-risk adjusted rate of 13.0% and conversion price of \$0.000194. Equivalent amounts reflect the net results of multiple modeling simulations that the Monte Carlo Simulation methodology applies to underlying assumptions. We modified the valuation technique to consider the potentially dilutive impact on the stock price resulting from the issuance of additional common shares upon the conversion of the preferred shares and convertible debentures. Approximately \$23.3 million of the gain from change in fair value of derivative liability – Series C and D Convertible Preferred Stock and debentures was attributable to the change in valuation technique for the three months ended March 31, 2014. The Company determined inclusion of the impact from potentially dilutive shares in the valuation technique to be a change in accounting estimate as discussed in ASC Topic 250-10-45-17, *Accounting Changes and Error Corrections*, and is therefore reflected in the period of change and will be reflected in future periods.

The following table reflects the face value of the instruments and the fair value of the separately-recognized compound embedded derivative, as well the number of common shares into which the instruments are convertible as of March 31, 2014 and December 31, 2013.

March 31, 2014

|                                      | Face<br>Value<br>(in thousands) | Carrying<br>Value | Embedded<br>Conversion<br>Feature | Common<br>Stock<br>Shares |
|--------------------------------------|---------------------------------|-------------------|-----------------------------------|---------------------------|
| Series C Convertible Preferred Stock | \$4,816                         | \$ 4,816          | \$ 148                            | 24,823,015                |
| Series D Convertible Preferred Stock | 348                             | 348               | 11                                | 1,794,330                 |
| Total                                | \$5,164                         | \$ 5,164          | \$ 159                            | 26,617,345                |

December 31, 2013

|                                      | Face<br>Value<br>(in thousands) | Carrying<br>Value | Embedded<br>Conversion<br>Feature | Common<br>Stock<br>Shares |
|--------------------------------------|---------------------------------|-------------------|-----------------------------------|---------------------------|
| Series C Convertible Preferred Stock | \$4,816                         | \$ 4,816          | \$ 22,015                         | 24,823,015                |
| Series D Convertible Preferred Stock | 348                             | 348               | 1,591                             | 1,794,330                 |
| Total                                | \$5,164                         | \$ 5,164          | \$ 23,606                         | 26,617,345                |

The terms of the embedded conversion features in the convertible instruments presented above provide for variable conversion rates that are indexed to our quoted common stock price. As a result, the number of indexed shares is subject to continuous fluctuation. For presentation purposes, the number of shares of common stock into which the embedded conversion feature of the Series C and Series D Convertible Preferred Stock was convertible as of March 31, 2014 and 2013 was calculated as face value plus assumed dividends (if declared), divided by the lesser of the fixed rate or the calculated variable conversion price using the 125 day look-back period.

Changes in the fair value of derivative instrument liabilities related to the bifurcated embedded derivative features of the convertible instruments are reported as Gain (loss) from Change in Fair Value of Derivative Liability – Series C and Series D Convertible Preferred Stock and Debentures in the accompanying condensed consolidated statements of operations.

**Gain (loss) from change in fair value of derivative liability – Series C and D Convertible Preferred Stock and debentures**

Three  
months ended  
March 31,  
2014 2013  
(in thousands)

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|   |          |         |
|---|----------|---------|
| Series C Convertible Preferred Stock  | \$21,867 | \$(289) |
| Series D Convertible Preferred Stock  | 1,580    | (21 )   |
| Debentures:   |          |         |
| 2006  | -        | 11      |
| Gain (loss) from change in fair value of derivative liability - Series C and D Convertible Preferred Stock and debentures | \$23,447 | \$(299) |

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**Hybrid Financial Instruments Carried at Fair Value** – At inception, the March 2007, August 2007, April 2008, May 2008 and April 2012 convertible debentures were recorded in their entirety at fair value as hybrid instruments in accordance with ASC 815-15-25-4 with subsequent changes in fair value charged or credited to income each period. As of May 25, 2012, we elected the fair value option for all other convertible debentures held by YA Global upon a re-measurement date that was triggered by significant modifications of the financial instruments. The convertible debentures continued to be recorded in their entirety at fair value upon their consolidation into six Consolidated Debentures effective July 1, 2013. The conversion price in each of the convertible debentures is subject to adjustment for down-round, anti-dilution protection. Accordingly, if we sell common stock or common share indexed financial instruments below the stated or variable conversion price of the debenture, the conversion price adjusts to that lower amount.

Because these debentures are carried in their entirety at fair value, the value of the embedded conversion feature is embodied in those fair values. We estimate the fair value of the hybrid instrument as the present value of the cash flows of the instrument, using a risk-adjusted interest rate, enhanced by the value of the conversion option, valued using a Monte Carlo model. This method was considered by our management to be the most appropriate method of encompassing the credit risk and exercise behavior that a market participant would consider when valuing the hybrid financial instrument. Inputs used to value the hybrid instruments as of March 31, 2014 included: (i) present value of future cash flows for the debentures using an effective market interest rate of 13.0%, (ii) remaining term of 1.34 years, (iii) annualized volatility of 187%, and (iv) anti-dilution adjusted conversion prices ranging from \$0.00018 - \$0.00019. We also modified the valuation technique to consider the potentially dilutive impact on the stock price from the issuance of common shares upon the conversion of the debentures. An approximately \$219.1 million gain from change in fair value of hybrid financial instruments was attributable to the change in valuation technique for the three months ended March 31, 2014. The Company determined inclusion of the impact from potentially dilutive shares in the valuation technique to be a change in accounting estimate as discussed in ASC Topic 250-10-45-17, *Accounting Changes and Error Corrections*, and is therefore reflected in the period of change and will be reflected in future periods.

The following table reflects the face value of the financial instruments, the fair value of the hybrid financial instrument and the number of shares of common stock into which the instruments are convertible as of March 31, 2014 and December 31, 2013.

| March 31, 2014 | Face Value     | Fair Value | Common Stock Shares |
|----------------|----------------|------------|---------------------|
|                | (in thousands) |            |                     |
| Debtentures:   |                |            |                     |
| 2006           | \$ 1,962       | \$ 2,041   | 12,285,288          |
| 2007           | 839            | 950        | 3,244,058           |
| 2008           | 2,047          | 1,898      | 11,689,415          |
| 2009           | 134            | 155        | 923,440             |
| 2011           | 852            | 866        | 5,226,562           |
| 2012           | 972            | 1,013      | 8,524,582           |



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|       |          |          |             |
|-------|----------|----------|-------------|
| 2013  | 34,211   | 31,872   | 192,394,516 |
| Total | \$41,017 | \$38,795 | 234,287,861 |

| December 31, 2013 | Face Value<br>(in thousands) | Fair Value | Common Stock Shares |
|-------------------|------------------------------|------------|---------------------|
| Debentures:       |                              |            |                     |
| 2006              | \$1,962                      | \$13,512   | 12,285,288          |
| 2007              | 839                          | 3,587      | 3,244,058           |
| 2008              | 2,047                        | 12,825     | 11,689,415          |
| 2009              | 134                          | 1,018      | 923,440             |
| 2011              | 852                          | 5,745      | 5,226,562           |
| 2012              | 972                          | 9,369      | 8,524,582           |
| 2013              | 34,211                       | 211,395    | 192,394,516         |
| Total             | \$41,017                     | \$257,451  | 234,287,861         |

Changes in the fair value of convertible instruments that are carried in their entirety at fair value are reported as gain from change in fair value of hybrid financial instruments in the accompanying condensed consolidated statements of operations. The changes in fair value of these hybrid financial instruments were as follows:

**Gain from change in fair value of hybrid financial instruments**

|   | Three<br>months ended<br>March 31,<br>2014      2013<br>(in thousands) |         |
|---|--|---------|
| 2006  | \$11,471   | \$1,887 |
| 2007  | 2,637  | 2,329   |
| 2008  | 10,927   | 1,657   |
| 2009  | 863  | (74 )   |
| 2010  | -  | 623     |
| 2011  | 4,879  | 249     |
| 2012  | 8,356  | 103     |
| 2013  | 179,523  | -       |
| Gain from changes in fair value of hybrid instruments | \$218,656  | \$6,774 |

**Warrants** – The following table summarizes the warrants outstanding, their fair value and their exercise price after adjustment for anti-dilution provisions:

|                                       |                    | March 31, 2014  |                                     |               | December 31, 2013                                       |                                     |               |
|---------------------------------------|--------------------|---|-------------------------------------|---------------|---|-------------------------------------|---------------|
|                                       | Expiration<br>Year | Anti-<br>Dilution<br>Adjusted<br>Exercise<br>Price (\$) | Warrants<br>Value<br>(in thousands) | Fair<br>Value | Anti-<br>Dilution<br>Adjusted<br>Exercise<br>Price (\$) | Warrants<br>Value<br>(in thousands) | Fair<br>Value |
| Warrants issued with preferred stock: |                    |   |                                     |               |   |                                     |               |
| Series D Convertible Preferred Stock  | 2017               | 0.000100  | 87,368                              | \$44          | 0.000100  | 87,368                              | \$121         |
| Warrants issued with debentures:      |                    |   |                                     |               |   |                                     |               |
| 2008                                  | 2015               | 0.000100  | 238,079                             | 117           | 0.000100  | 238,079                             | 324           |
| 2010                                  | 2015               | 0.000100  | 81,340                              | 40            | 0.000100  | 81,340                              | 111           |
| 2011                                  | 2016               | 0.000100  | 58,256                              | 29            | 0.000100  | 58,256                              | 80            |
| 2012                                  | 2017               | 0.000100  | 34,947                              | 17            | 0.000100  | 34,947                              | 48            |

|       |         |        |         |        |
|-------|---------|--------|---------|--------|
| Total | 499,990 | \$ 247 | 499,990 | \$ 684 |
|-------|---------|--------|---------|--------|

The warrants are valued using a binomial lattice option valuation methodology because that model embodies all of the significant relevant assumptions that address the features underlying these instruments. Significant assumptions used in this model as of March 31, 2014 included an expected life equal to the remaining term of the warrants, an expected dividend yield of zero, estimated volatility ranging from 165% to 194%, and risk-free rates of return ranging from 0.14% to 1.04%. For the risk-free rates of return, we use the published yields on zero-coupon Treasury Securities with maturities consistent with the remaining term of the warrants and volatility is based upon our expected common stock price volatility over the remaining term of the warrants. The exercise price of the warrants is currently \$0.0001, which was also estimated to be the exercise price for purposes of the valuation technique. The anti-dilution provisions of the warrants allow for the fixed exercise price to be reset to the lowest price of any subsequently issued common share indexed instruments with a conversion price below the current exercise price of the warrant. However, the likelihood of the Company issuing additional equity below the current strike price was deemed impractical and as a result, the anti-dilutive protection was not factored into the calculation. We also modified the valuation technique to consider the potentially dilutive impact on the stock price from the issuance of shares of common stock upon the exercise of the warrants on the fair value estimate of the warrants. We estimated that the exercise of the warrants would result in 7.6% decline in the stock price and a corresponding decline in the fair value of the warrants of approximately \$20,000 as compared to the fair value assuming no dilution. The Company determined inclusion of the impact from potentially dilutive shares in the valuation technique to be a change in accounting estimate as discussed in ASC Topic 250-10-45-17, *Accounting Changes and Error Corrections*, and is therefore reflected in the period of change and will be reflected in future periods.

Changes in the fair value of the warrants are reported as gain from change in fair value of derivative liability – warrants in the accompanying condensed consolidated statement of operations. The changes in the fair value of the warrants were as follows:

**Gain from change in fair value of derivative liability – warrants**

|   | Three<br>months ended<br>March 31,<br>2014 2013<br>(in thousands) |          |
|---|---|----------|
| Warrants issued with preferred stock:<br>Series D Convertible Preferred Stock | \$ 77   | \$ 608   |
| Warrants issued with debentures:  |   |          |
| 2008  | 207   | 1,424    |
| 2010  | 71  | 480      |
| 2011  | 51  | 387      |
| 2012  | 31  | 223      |
| Gain from change in fair value of derivative liability – warrants             | \$ 437  | \$ 3,122 |

**Reconciliation of changes in fair value** – Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to their fair value measurement. Our derivative financial instruments that are measured at fair value on a recurring basis are all measured at fair value using Level 3 inputs. Level 3 inputs are unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following represents a reconciliation of the changes in fair value of financial instruments measured at fair value using Level 3 inputs during the three months ended March 31, 2014 (in thousands):

|                                       | Compound<br>Embedded<br>Derivatives | Warrant<br>Derivatives | Hybrid<br>Instruments | Total      |
|---------------------------------------|-------------------------------------|------------------------|-----------------------|------------|
| Beginning balance, December 31, 2013: | \$ 23,606                           | \$ 684                 | \$ 257,451            | \$ 281,741 |
| Fair value adjustments:               |                                     |                        |                       |            |
| Compound embedded derivatives         | (23,447 )                           | -                      | -                     | (23,447 )  |
| Warrant derivatives                   | -                                   | (437 )                 | -                     | (437 )     |
| Hybrid instruments                    | -                                   | -                      | (218,656 )            | (218,656)  |
| Ending balance, March 31, 2014        | \$ 159                              | \$ 247                 | \$ 38,795             | \$ 39,201  |

Estimating fair values of derivative financial instruments requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external market factors. In addition, valuation techniques are sensitive to changes in the trading market price of our common stock, which has a high estimated historical volatility. Because derivative financial instruments are initially and subsequently carried at fair values, our income will reflect the volatility in these estimate and assumption changes.

#### Note 4 – Stock-Based Compensation

The status of our outstanding, vested and exercisable options during the three months ended March 31, 2014 is as follows:

|                                  | Shares<br>(in thousands) | Weighted-<br>Average<br>Exercise<br>Price | Aggregate<br>Intrinsic<br>Value<br>(in thousands) | Weighted-<br>Average<br>Contractual<br>Life<br>Remaining<br>in Years |
|----------------------------------|--------------------------|---|---|--|
| Outstanding at December 31, 2013 | 1,173                    | \$ 0.017                                  | -   |  |
| Outstanding at March 31, 2014    | 1,173                    | \$ 0.017                                  | \$ -  | 7.5  |
| Exercisable at March 31, 2014    | 972                      | \$ 0.018                                  | \$ -  | 7.3  |

The following table summarizes information about our stock options outstanding at March 31, 2014:

| Options Outstanding |                                    |   | Options Exercisable                    |                                    |  |
|---------------------|------------------------------------|---|--|------------------------------------|--|
| Exercise Prices     | Number of Shares<br>(in thousands) | Weighted-<br>Average<br>Remaining<br>Life<br>(in years) | Weighted-<br>Average Exercise<br>Price | Number of Shares<br>(in thousands) | Weighted-<br>Average<br>Exercise Price |
| \$0.008             | 200                                | 8.5   | \$ 0.008                               | 65                                 | \$ 0.008                               |
| \$0.014 to \$0.03   | 884                                | 7.3   | 0.015                                  | 818                                | 0.016                                  |
| \$0.050             | 89                                 | 6.9   | 0.047                                  | 89                                 | 0.047                                  |
|                     | 1,173                              | 7.5   | \$ 0.017                               | 972                                | \$ 0.018                               |

#### Note 5 – Accrued Liabilities

The following table summarized our accrued liabilities (in thousands):

|                                  | March 31,<br>2014 | December 31,<br>2013 |
|----------------------------------|-------------------|----------------------|
| Accrued operating expenses       | \$ 112            | \$ 112               |
| Accrued payroll related expenses | 134               | 65                   |
| Accrued legal fees               | 227               | 114                  |
| Total                            | \$473             | \$ 291               |

#### **Note 6 – Contingencies**

**Legal** – From time to time, we are involved in various legal actions arising in the normal course of business, both as claimant and defendant. Although it is not possible to determine with certainty the outcome of these matters, we believe the eventual resolution of any ongoing legal actions is unlikely to have a material impact on our financial position or operating results.

**Other** – On February 21, 2014, the Company received a correspondence (the “Delta Notice”) from Delta Capital Partners LLC (“Delta”), asserting a claim for certain amounts owed under a secured convertible debenture. The principal amount outstanding and conversion rights under such instrument had been assigned to Delta by YA Global (the “Assignment”), several years subsequent to the original issuance of the instrument by the Company to YA Global. The Company’s understanding is that pursuant to the terms of the Assignment, YA Global, as collateral agent, retained all rights in connection with the enforcement of any claims under Delta’s secured convertible debenture. YA Global has indicated that it does not intend to assert any of the claims described by Delta in the Delta Notice.

### Note 7 – Geographic Information

Revenue, classified by geographic location from which the revenue was originated, is as follows:

|               | Three Months<br>Ended March 31,<br>2014      2013<br>(in thousands) |        |
|---------------|---|--------|
| United States | \$ 1,003  | \$ 589 |
| Germany       | -   | 13     |
| Total revenue | \$ 1,003  | \$ 602 |

Approximately \$64,000 and \$142,000 of total assets were located in Germany as of March 31, 2014 and December 31, 2013, respectively. All other assets were located in the U.S.

### Note 8 – Plan of Merger

On February 21, 2014, the Company entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Qode Services Corporation (“Qode”), a wholly owned subsidiary of the Company. Under the terms of the Merger Agreement, Qode will be merged into the Company and will cease to exist upon the completion of certain conditions. The Company shall continue as the surviving corporation.

Under the terms of the Merger Agreement, the Company’s charter shall be amended to provide for an increase in the amount of common stock authorized shares, and each share of the Company’s common stock issued and outstanding immediately prior to merger shall continue to remain outstanding and remain unchanged, except that (i) the par value shall change from \$0.001 per share to no par value per share, and (ii) each fifteen (15) shares of common stock issued and outstanding shall be combined and converted into one (1) share of common stock. Upon the consummation of the



merger and reverse stock split effected thereunder, the amount of authorized shares of common stock shall be increased from 5 billion to 7.5 billion shares.

The Company's Board of Directors determined that the Merger Agreement was the only option available to avoid default after the holder of a majority of the outstanding secured convertible debentures communicated its intent to foreclose on all of the Company's assets in the event that the Company's share reserves were not sufficient to honor conversions under such instruments (a potential default thereunder). Further, the holder of the secured convertible debentures agreed to enter into amendments to the secured convertible debentures to decrease the aggregate amount of debt by \$5.0 million if the Company resolved the issue.

The Company anticipates closing the merger on May 11, 2014.

## **Note 9 – Subsequent Events**

On April 25, 2014, the Company entered into a Reaffirmation and Ratification Agreement with YA Global. Under the terms of the agreement, YA Global agreed to reduce the outstanding principal for certain of the Consolidated Debentures by \$5.0 million. The agreement also summarizes and affirms all principal amounts presently outstanding and owed by the Company to YA Global under all of the outstanding financing documents and debentures issued by the Company to YA (the “Financing Documents”). Pursuant to the agreement, the Company (i) ratified the terms of the Financing Documents and agreed that they remain in full force and effect, (ii) confirmed that the collateral rights granted to YA Global under the Financing Documents secure the obligations created thereunder, (iii) confirmed that the occurrence of an “event of default” under any of the Financing Documents would constitute an “event of default” under all of the Financing Documents, and (iv) agreed to execute and deliver to YA Global all such additional documents as reasonably required by YA Global to correct any document deficiencies, or to vest or perfect the Financing Documents and the collateral granted therein, and authorized YA Global to file any financing statements and take any other actions necessary to perfect YA Global’s security interests in any such collateral.

## **ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

### **Overview**

NeoMedia has positioned itself to lead the world in mobile barcode technology and solutions that enable the mobile ecosystem. NeoMedia harnesses the power of the mobile device in innovative ways with state-of-the-art mobile barcode technology. With this technology, mobile devices with cameras become barcode scanners, enabling a range of practical applications including mobile marketing and mobile commerce. In addition, we offer licensing of our extensive intellectual property portfolio. We are focusing our activities primarily in the United States and Europe, although we are also active in other markets via partners or our self service products.

Our key focus areas are to: 1) maximize our patent portfolio through IP licensing monetization and enforcement; 2) provide service to enterprises, brands and retailers to maximize the reach of our barcode creation and reader solutions; and, 3) partner with key mobile marketing entities to expand the depth of our offering to provide full end-to-end solutions for our customers.

NeoMedia has been active in, and strives to be an innovator in, the mobile barcode field since the mid-1990s, and during that time has spearheaded the development of a robust IP portfolio. In September 2011, we announced an agreement with Global IP Law Group to help further monetize our patent portfolio, focusing on the US market. During the first quarter of 2014, we closed nine (9) new IP agreements bringing the total quantity of deals closed to approximately fifty (50).

On the product side of our business, our barcode management solutions include our barcode reader (NeoReader) as well as our barcode creation solutions (NeoSphere and QodeScan). Mobile barcodes continue to be an increasingly important activation element for brands and marketers and we continue to see growth in terms of new customer additions and traffic across our network.

We believe that NeoMedia remains strong and consistent in its approach to market and that we will continue to differentiate ourselves on the basis of our high quality product and service offerings, our responsive customer service and support organization, our customizable and full service solutions and our robust intellectual property portfolio.

NeoReader has experienced continued growth particularly in enterprise implementations. NeoReader continues to be pre-installed on Sony Mobile devices and is available for download from the key “app stores” including Apple App Store™, Google Play™, Nokia Ovi Store, BlackBerry App World™, Windows® Marketplace, Facebook and Amazon. Our barcode reader now has approximately 50+ million installations world-wide. Our reader is offered to consumers free of charge, leveraging an ad supported model, and we anticipate the growth in consumer utilization will continue as barcodes continue to be utilized for a wide variety of vertical applications. We also offer NeoReader SDK for enterprise opportunities. Our research suggests that we are one of the few providers in the global ecosystem to offer Aztec code support, in addition to QR, Data Matrix, Code 39, PDF417 and a variety of 1D symbologies.

In 2013, we launched QodeScan, our low cost self-service barcode creation product. QodeScan is for those users who don't have high scan volumes but would like the insight into analytics that a managed service provides. In addition to QodeScan, we continue to offer our NeoSphere product intended for enterprises, agencies and other large volume users. We have many Fortune 500 brands using our NeoSphere product in their global barcode operations. Our QR creation services utilize an indirect methodology for our customer, which is also embodied in our intellectual property.

Legal costs continue to be high for us. The costs to maintain our public company status, our IP licensing initiatives, satisfy our investor obligations as well as participate in an unexpected arbitration catapulted our legal fees to approximately thirty percent (30%) of total operating expenses for us in 2013. We expect the significant legal expenditures to continue in 2014. Unfortunately, this has meant that funds earmarked for sales and marketing investment were spent on legal fees.

## Results of Operations

### Income (Loss) from Operations

The following table sets forth certain data derived from our condensed consolidated statements of operations (in thousands):

|                                     | Three Months<br>Ended March 31, |           |
|-------------------------------------|---------------------------------|-----------|
|                                     | 2014                            | 2013      |
| Revenues                            | \$ 1,003                        | \$ 602    |
| Cost of revenues                    | 158                             | 31        |
| Gross profit                        | 845                             | 571       |
| Sales and marketing expenses        | 15                              | 61        |
| General and administrative expenses | 603                             | 857       |
| Research and development costs      | 177                             | 212       |
| Income (loss) from operations       | \$ 50                           | \$ (559 ) |

**Revenues** – Revenues for the three months ended March 31, 2014 and 2013 were \$1,003,000 and \$602,000, respectively, an increase of \$401,000, or 67%. The increase in revenue was primarily attributable to an increase in the quantity of IP licensing agreements executed in the current quarter as compared to the same prior year quarter.

**Cost of Revenues** – Cost of revenues was \$158,000 for the three months ended March 31, 2014 compared with \$31,000 for the three months ended March 31, 2013, an increase of \$127,000 or 410%. Cost of revenues primarily relate to third-party professional fees incurred in connection with the sale of our IP licenses. The increase in the costs are due to the corresponding increase in IP licensing revenues.

***Sales and Marketing*** – Sales and marketing expenses were \$15,000 compared to \$61,000 for the three months ended March 31, 2014 and 2013, respectively, representing a decline of approximately \$46,000 or 75%. The decline in costs was primarily due to less press and investor relations activities associated with cost reduction efforts.

***General and Administrative*** – General and administrative expenses were \$603,000 and \$857,000 for the three months ended March 31, 2014 and 2013, respectively, reflecting a decrease of \$254,000 or 30%. The decline in expenses was primarily due to lower general legal expenses as well as a decline in amortization expenses associated with certain intangible assets that became fully amortized in the prior year.

***Research and Development*** – Research and development costs were \$177,000 and \$212,000 for the three months ended March 31, 2014 and 2013, respectively, reflecting a decrease of approximately \$35,000, or 17%. Research and development expenses decreased due to cost containment efforts and were primarily focused on the research and development activities in Germany.

**Other Income (Expense)**

The following table sets forth certain data derived from our condensed consolidated statements of operations (in thousands):

|   | Three Months<br>Ended March 31, |                   |
|---|---------------------------------|-------------------|
|   | 2014                            | 2013<br>(revised) |
| Gain from change in fair value of hybrid financial instruments  | \$218,656                       | \$ 6,774          |
| Gain from change in fair value of derivative liability - warrants   | 437                             | 3,122             |
| Gain (loss) from change in fair value of derivative liability - Series C and D preferred stock and debentures | 23,447                          | (299 )            |
| <b>Total other income</b>   | <b>\$242,540</b>                | <b>\$ 9,597</b>   |

***Gain from Change in Fair Value of Hybrid Financial Instruments*** – We record our debentures at fair value, in accordance with FASB ASC 815-15-25, and do not separately account for the embedded conversion feature. The change in the fair value of these liabilities includes changes in the value of the accrued interest due under these instruments, as well as changes in the fair value of the common stock underlying the instruments. For the three months ended March 31, 2014 and 2013, the liability related to these hybrid instruments fluctuated, resulting in a gain of \$218.7 million and \$6.8 million, respectively. The gain for the three months ended March 31, 2014 was primarily due to a change in our valuation technique used to estimate the liability and resulted in an approximately \$219.1 million gain. See the Change in Estimates discussion within Note 2 – Summary of Significant Accounting Policies in the Notes to the Condensed Consolidated Financial Statements for additional description. The additional changes reflected in each of the three months ended March 31, 2014 and 2013 were due to the impact on the fair value determination of the hybrid financial instruments from fluctuations in our stock price as well as the accrued interest and present value of the face amount of the debentures.

***Gain from Change in Fair Value of Derivative Liabilities – Warrants*** – We account for our outstanding common stock warrants that were issued in connection with our preferred stock and our debentures, at fair value. For the three months ended March 31, 2014 and 2013, the liability related to the securities fluctuated resulting in a gain of \$0.4 million and \$3.1 million, respectively. The decrease during the three months ended March 31, 2014 was primarily the result of the decline in our stock price during the period, and the gain during the three months ended March 31, 2013 was primarily the result of the cancellation of approximately 1.5 billion warrants in February 2013.

***Gain (loss) from Change in Fair Value of Derivative Liabilities – Series C and D Convertible Preferred Stock and Debentures*** – For our Series C and D Convertible Preferred Stock, and certain of our historical debentures, we account for the embedded conversion feature separately as a derivative financial instrument. We carry these derivative

financial instruments at fair value. For the three months ended March 31, 2014 and 2013, the liability related to these hybrid instruments fluctuated, resulting in a gain of \$23.4 million as compared to a loss of \$0.3 million, respectively. The gain for the three months ended March 31, 2014 was primarily due to a change in our valuation technique used to estimate the liability and resulted in approximately \$23.3 million of the total gain. See the Change in Estimates discussion within Note 2 – Summary of Significant Accounting Policies in the Notes to the Condensed Consolidated Financial Statements for additional description. The additional gain and loss for each of the three months ended March 31, 2014 and 2013, respectively, were primarily due to fluctuations in our stock price and the impact of those fluctuations on the fair value determination of the hybrid financial instruments.

### **Liquidity and Capital Resources**

As of March 31, 2014, we had \$266,000 in cash and cash equivalents compared with \$267,000 as of December 31, 2013. Cash provided by operating activities was \$27,000 for the three months ended March 31, 2014 compared with \$547,000 used in operations for the three months ended March 31, 2013. The improvement in cash flows from operations is primarily due to improved operating results from higher revenues and reduced expenses.

Payments on short-term notes payable within cash flows from financing activities reflects disbursements for opportunistic low interest rate borrowings that occurred in 2013 in order to pay annual insurance premiums.

**Going Concern** – We have historically incurred operating losses, and we may continue to generate negative cash flows as we implement our business plan. There can be no assurance that our continuing efforts to execute on our business plan will be successful and that we will be able to continue as a going concern. The accompanying condensed consolidated financial statements have been prepared in conformity with US GAAP, which contemplates our continuation as a going concern given fair value accounting related to our debentures. Our net income for the three months ended March 31, 2014 and 2013 was \$242.6 million and \$9.0 million, respectively, including \$242.5 million and \$9.6 million, respectively, of net gains related to our financing instruments.

Net cash provided by operations during the three months ended March 31, 2014 was \$27,000 as compared to net cash used in operations of \$0.5 million during the three months ended March 31, 2013. As of March 31, 2014, we have an accumulated deficit of \$236.9 million. We also have a working capital deficit of \$41.3 million, including \$39.2 million in current liabilities for our derivative and debenture financing instruments.

We currently do not have sufficient cash or commitments for financing to sustain our operations for the next twelve months if we are unable to generate sufficient cash flows from operations. Our plan is to develop new client and customer relationships and substantially increase our revenue derived from our products/services and IP licensing. If our revenues do not reach the level anticipated in our plan, we may require additional financing in order to execute our operating plan. If additional financing is required, we cannot predict whether this additional financing will be in the form of equity, debt, or another form, and we may not be able to obtain the necessary additional capital on a timely basis, on acceptable terms, or at all. In the event that financing sources are not available, or that we are unsuccessful in increasing our revenues and profits, we may be unable to implement our current plans for expansion, repay our debt obligations or respond to competitive pressures, any of which would have a material adverse effect on our business, prospects, financial condition and results of operations.

The convertible debentures and preferred stock used to finance the Company, which may be converted into common stock at the sole option of the holders, have a highly dilutive impact when they are converted, greatly increasing the number of shares of common stock outstanding. During 2013, there were 2,879 million shares of common stock issued for these conversions. We cannot predict if or when each holder may or may not elect to convert into shares of common stock.

Our financial statements do not include any adjustments relating to the recoverability and reclassification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should we be unable to continue as a going concern.

### **Critical Accounting Policies and Estimates**



The significant accounting policies set forth in Note 2 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013, as updated by Note 2 to the Unaudited Condensed Consolidated Financial Statements included herein, and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2013, appropriately represent, in all material respects, the current status of our critical accounting policies and estimates, the disclosure with respect to which is incorporated herein by reference.

### **ITEM 3. Quantitative and Qualitative Disclosures about Market Risk**

We are a "smaller reporting company" as defined by Rule 12b-2 of the Securities Exchange Act of 1934 (the "Exchange Act") and are not required to provide information under this item.

### **ITEM 4. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

Based on management's evaluation, with the participation of our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as of the end of the period covered by this report, our CEO and CFO have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, are effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

### **Changes in Internal Control over Financial Reporting**

There were no changes to our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **Inherent Limitations on Effectiveness of Controls**

Our management, including our CEO and CFO, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of the effectiveness of controls to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

## **PART II - OTHER INFORMATION**

### **ITEM 1. Legal Proceedings**

From time to time, we are involved in various legal actions arising in the normal course of business, both as claimant and defendant. Although it is not possible to determine with certainty the outcome of these matters, we believe the eventual resolution of any ongoing legal actions is unlikely to have a material impact on our financial position or operating results.

### **ITEM 1A. Risk Factors**

We are a "smaller reporting company" as defined by Rule 12b-2 of the Exchange Act and are not required to provide information under this item.

### **ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None

**ITEM 3. Defaults upon Senior Securities**

None

**ITEM 4. Mine Safety Disclosures**

Not Applicable

**ITEM 5. Other Information**

None

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**ITEM 6. Exhibits****(a) Exhibits:**

| <b>Exhibit No.</b> | <b>Description</b>  | <b>Filed Herewith</b> | <b>Form</b> | <b>Exhibit</b> | <b>Filing Date</b> |
|--------------------|---|-----------------------|-------------|----------------|--------------------|
| 3.1                | Articles of Incorporation of Dev-Tech Associates, Inc. and amendment thereto  |                       | SB-2        | 3.1            | 11/25/1996         |
| 3.2                | By-laws of the Company  |                       | 8-K         | 3.2            | 12/21/2010         |
| 3.3                | Restated Certificate of Incorporation of DevSys, Inc.   |                       | SB-2        | 3.3            | 11/25/1996         |
| 3.4                | Articles of Merger and Agreement and Plan of Merger of DevSys, Inc. and Dev-Tech Associates, Inc.   |                       | SB-2        | 3.5            | 11/25/1996         |
| 3.5                | Certificate of Merger of Dev-Tech Associates, Inc. into DevSys, Inc.  |                       | SB-2        | 3.6            | 11/25/1996         |
| 3.6                | Articles of Incorporation of Dev-Tech Migration, Inc. and amendment thereto   |                       | SB-2        | 3.7            | 11/25/1996         |
| 3.7                | Restated Certificate of Incorporation of DevSys Migration, Inc.   |                       | SB-2        | 3.9            | 11/25/1996         |
| 3.8                | Form of Agreement and Plan of Merger of Dev-Tech Migration, Inc. into DevSys Migration, Inc.  |                       | SB-2        | 3.11           | 11/25/1996         |
| 3.9                | Form of Certificate of Merger of Dev-Tech Migration, Inc. into DevSys Migration, Inc.   |                       | SB-2        | 3.12           | 11/25/1996         |
| 3.10               | Certificate of Amendment to Certificate of Incorporation of DevSys, Inc. changing our name to NeoMedia Technologies, Inc.                           |                       | SB-2        | 3.13           | 11/25/1996         |
| 3.11               | Form of Certificate of Amendment to Certificate of Incorporation of the Company authorizing a reverse stock split                                   |                       | SB-2        | 3.14           | 11/25/1996         |
| 3.12               | Form of Certificate of Amendment to Restated Certificate of Incorporation of the Company increasing authorized capital and creating preferred stock |                       | SB-2        | 3.15           | 11/25/1996         |
| 3.13               | Certificate of Designation of the Series C Convertible Preferred Stock dated February 17, 2006  |                       | 8-K         | 10.9           | 2/21/2006          |
| 3.14               |   |                       | 8-K         | 3.1            | 1/11/2010          |

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Certificate of Amendment to the Certificate of Designation of the Series C Convertible Preferred Stock dated January 5, 2010

|      |  |     |      |           |
|------|--|-----|------|-----------|
| 3.15 | Certificate of Designation of the Series D Convertible Preferred Stock dated January 5, 2010                                 | 8-K | 10.1 | 1/8/2010  |
| 3.16 | Certificate of Amendment to the Certificate of Designation of the Series D Convertible Preferred Stock dated January 7, 2010 | 8-K | 3.3  | 1/11/2010 |
| 3.17 | Certificate of Amendment to the Certificate of Designation of the Series D Convertible Preferred Stock dated March 5, 2010   | 8-K | 3.1  | 3/11/2010 |
| 10.1 | Agreement and Plan of Merger dated February 21, 2014, by and between the Company and Qode Services Corporation               |     |      | X         |

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|         |   |   |
|---------|---|---|
| 10.2    | Reaffirmation and Ratification Agreement dated April 25, 2014, by and between the Company and YA Global Investments, L.P. | X |
| 31.1    | Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002                        | X |
| 31.2    | Certification by Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002                        | X |
| 32.1    | Certification by Chief Executive Officer pursuant Section 906 of the Sarbanes-Oxley Act of 2002                           | X |
| 32.2    | Certification by Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002                        | X |
| 101.INS | XBRL Instance Document  | X |
| 101.SCH | XBRL Taxonomy Extension Schema Document   | X |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document   | X |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document  | X |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document   | X |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document  | X |

**SIGNATURES**

In accordance with the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**NEOMEDIA TECHNOLOGIES, INC.**  
(Registrant)

Dated: April 30, 2014 /s/ *Laura A. Marriott*  
Laura A. Marriott

Chief Executive Officer

April 30, 2014 /s/ *Colonel Barry S. Baer*  
Colonel (Ret.) Barry S. Baer  
Chief Financial Officer and Principal Financial and Accounting Officer

