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NEOMEDIA TECHNOLOGIES INC

Form RW

February 11, 2003

NEOMEDIA TECHNOLOGIES, INC.  
2201 Second Street  
Suite 402  
Fort Myers, FL 33901

February 10, 2003

VIA EDGAR

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Securities and Exchange Commission  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, D.C. 20549

RE: WITHDRAWAL OF REGISTRATION STATEMENT ON FORM S-1 (THE  
"REGISTRATION STATEMENT") FILED WITH THE SECURITIES AND  
EXCHANGE COMMISSION ON DECEMBER 20, 2002 (REGISTRATION NO.  
333-102103)

Ladies and Gentlemen:

Pursuant to Rule 477(a) under the General Rules and Regulations under the Securities Act of 1933, as amended (the "1933 Act"), submitted electronically via the EDGAR system, please consider this correspondence as an application to the U.S. Securities and Exchange Commission (the "SEC") for an order permitting Neomedia Technologies, Inc. (the "Registrant") to withdraw the Registration Statement on Form S-1, filed by the Registrant on December 20, 2002 (the "Registration Statement").

No securities were sold in connection with the Registration Statement. The withdrawal is being sought at the request of the SEC upon notification from the SEC that the Registrant's private placement must be completed and that a new registration statement should be filed with the SEC with respect to such offering. The Registrant respectfully requests that, in accordance with the provisions of Rule 477(a) under the 1933 Act, the SEC issue an order granting the desired withdrawal.

Sincerely,

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