

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

FORM 20-F/A

Amendment No. 1

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2011**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

For the transition period from _____ to _____.

Commission file number: **001-33765**

AIRMEDIA GROUP INC.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

17/F, Sky Plaza

**No. 46 Dongzhimenwai Street
Dongcheng District, Beijing 100027
The People's Republic of China**

(Address of principal executive offices)

Ping Sun

AirMedia Group Inc.

17/F, Sky Plaza

**No. 46 Dongzhimenwai Street
Dongcheng District, Beijing 10027
The People's Republic of China**

Phone: +86 10 8438 6868

Email: sunping@airmedia.net.cn

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Ordinary shares, par value \$0.001 per share*

American Depositary Shares, each representing two ordinary shares

The NASDAQ Stock Market LLC

(The NASDAQ Global Select Market)

*Not for trading, but only in connection with the listing on the NASDAQ Global Market of American Depositary Shares, each representing two ordinary shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 127,662,057 shares issued and 125,247,597 shares outstanding, par value \$0.001 per share, as of December 31, 2011.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

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, or a non-accelerated filer.

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

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If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

EXPLANATORY NOTE

AirMedia Group Inc. (the “Company”) is filing this Amendment No. 1 to its annual report on Form 20-F for the fiscal year ended December 31, 2011 (the “Form 20-F”), which was originally filed with the Securities and Exchange Commission on April 30, 2012, for the sole purpose of adding Exhibit 101 to Item 19 “Exhibits” and the Exhibit Index to the Form 20-F and furnishing the Interactive Data File as Exhibit 101 thereto.

No other changes have been made to the Form 20-F. This Amendment No. 1 does not reflect events that have occurred after the filing date of April 30, 2012 of the Form 20-F, or modify or update the disclosures presented therein, except to reflect the amendment described above.

PART III

ITEM 19. EXHIBITS

Exhibit No.	Description
101.INS †	XBRL Instance Document.
101.SCH †	XBRL Taxonomy Extension Schema Document.
101.CAL †	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF †	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB †	XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE †	XBRL Taxonomy Extension Presentation Linkbase Document.

† This Interactive Data File is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 on its behalf.

Date: May 14, 2012

AIRMEDIA GROUP INC.

/s/ Herman Man Guo

Herman Man Guo

Chairman and Chief Executive Officer

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