
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

AirMedia Group Inc.

(Name of Issuer)

Ordinary Shares
(Title of Class of Securities)

G0135J 109
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

(1)	NAME OF REPORTING PERSONS Global Gateway Investments Limited	
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5)	SOLE VOTING POWER 22,045,506 ordinary shares in the form of American Depositary Shares (“ADSs”), each representing two ordinary shares of the issuer. Each of CDH China Growth Capital Fund II, L.P. and CDH China Growth Capital Holdings Company Limited may also be deemed to have sole voting power with respect to the above shares. (See Item 4)
	(6)	SHARED VOTING POWER 0
	(7)	SOLE DISPOSITIVE POWER 22,045,506 ordinary shares in the form of ADSs, each representing two ordinary shares of the issuer. Each of CDH China Growth Capital Fund II, L.P. and CDH China Growth Capital Holdings Company Limited may also be deemed to have sole dispositive power with respect to the above shares. (See Item 4)
	(8)	SHARED DISPOSITIVE POWER 0
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,045,506 ordinary shares in the form of ADSs, each representing two ordinary shares of the issuer	
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 17.1%	
(12)	TYPE OF REPORTING PERSON CO	

(1)	NAME OF REPORTING PERSONS	
	CDH China Growth Capital Fund II, L.P.	
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5)	SOLE VOTING POWER 22,045,506 ordinary shares in the form of ADSs, each representing two ordinary shares of the issuer. Each of Global Gateway Investments Limited and CDH China Growth Capital Holdings Company Limited may also be deemed to have sole voting power with respect to the above shares. (See Item 4)
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(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 17.1%	
(12)	TYPE OF REPORTING PERSON PN	

(1)	NAME OF REPORTING PERSONS	
	CDH China Growth Capital Holdings Company Limited	
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION	
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(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 17.1%	
(12)	TYPE OF REPORTING PERSON CO	

- Item 1(a). Name of Issuer:**
AirMedia Group Inc.
- Item 1(b). Address of Issuer’s Principal Executive Offices:**
17/F, Sky Plaza
No. 46 Dongzhimenwai Street
Dongcheng District, Beijing 100027
People’s Republic of China
- Item 2(a). Name of Person Filing:**
This Schedule 13G is filed by and on behalf of:
Global Gateway Investments Limited (“Global Gateway”)
CDH China Growth Capital Fund II, L.P. (“CDH Fund II”)
CDH China Growth Capital Holdings Company Limited (“CDH Growth Capital”)
- Item 2(b). Address of Principal Business Office or, if None, Residence:**
For all reporting persons herein:
c/o CDH Investment Advisory Private Limited
One Temasek Avenue
#18-02, Millenia Tower
Singapore 039192
- Item 2(c). Citizenship:**
Global Gateway — British Virgin Islands
CDH Fund II — Cayman Islands
CDH Growth Capital — Cayman Islands
- Item 2(d). Title of Class of Securities:**
Ordinary Shares
- Item 2(e). CUSIP Number:**
G0135J 109
- Item 3. Statement Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c):**
Not applicable

Item 4 Ownership:

The following information with respect to the ownership of the ordinary shares of the issuer by each of the reporting persons is provided as of December 31, 2011:

<u>Reporting Person</u>	<u>Amount Beneficially Owned</u>	<u>Percent of Class</u>	<u>Number of shares as to which such person has:</u>			
			<u>Sole Power to Vote or Direct the Vote</u>	<u>Shared Power to Vote or to Direct the Vote</u>	<u>Sole Power to Dispose or to Direct the Disposition of</u>	<u>Shared Power to Dispose or to Direct the Disposition of</u>
Global Gateway	22,045,506	17.1%	22,045,506	0	22,045,506	0
CDH Fund II	22,045,506	17.1%	22,045,506	0	22,045,506	0
CDH Growth Capital	22,045,506	17.1%	22,045,506	0	22,045,506	0

Global Gateway is the record holder of 22,045,506 ordinary shares in the form of American Depositary Shares, each representing two ordinary shares of the issuer. CDH Fund II owns 100% of the total outstanding shares of Global Gateway. CDH Growth Capital is the general partner of CDH Fund II and has the power to direct CDH Fund II as to the voting and disposition of shares directly and indirectly held by CDH Fund II.

The investment committee of CDH Growth Capital comprises Shangzhi Wu, Shuge Jiao and Xinlai Liu. Changes to the investment committee require the approval of the directors of CDH Growth Capital. The directors of CDH Growth Capital are nominated by the principal shareholders of CDH Growth Capital, being (i) an affiliate of Capital Z Partners, (ii) an affiliate of the Government of Singapore Investment Corporation, and (iii) China Diamond Holdings II, L.P., a British Virgin Islands limited partnership controlled by senior members of the CDH Fund II investment team. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, Shangzhi Wu, Shuge Jiao and Xinlai Liu may be deemed to have beneficial ownership of the ordinary shares directly held by Global Gateway Investments Limited. Each of Shangzhi Wu, Shuge Jiao and Xinlai Liu disclaims the beneficial ownership of any of the shares of the issuer directly held by Global Gateway except to the extent of each of their pecuniary interests therein.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certifications:

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2012

Global Gateway Investments Limited

By: /s/ Kiang Hua Lew

Name: Kiang Hua Lew

Title: Director

CDH China Growth Capital Fund II, L.P.

By: CDH China Growth Capital Holdings Company Limited,
its general partner

By: /s/ Shangzhi Wu

Name: Shangzhi Wu

Title: Director

CDH China Growth Capital Holdings Company Limited

By: /s/ Shangzhi Wu

Name: Shangzhi Wu

Title: Director

[Signature Page to Schedule 13G/A]

LIST OF EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Joint Filing Agreement

Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Ordinary Shares, par value \$0.001 per share, of AirMedia Group Inc., a Cayman Islands exempted company, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Remainder of this page has been left intentionally blank.]

SIGNATURE

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 7, 2012.

Global Gateway Investments Limited

By: /s/ Kiang Hua Lew
Name: Kiang Hua Lew
Title: Director

CDH China Growth Capital Fund II, L.P.

By: CDH China Growth Capital Holdings Company Limited,
its general partner

By: /s/ Shangzhi Wu
Name: Shangzhi Wu
Title: Director

CDH China Growth Capital Holdings Company Limited

By: /s/ Shangzhi Wu
Name: Shangzhi Wu
Title: Director

[Signature Page to Joint Filing Agreement, Schedule 13G/A]