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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934  
For the month of August 2018  
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Commission File Number: 001-33765  
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**AIRMEDIA GROUP INC.**

17/F, Sky Plaza  
No. 46 Dongzhimenwai Street  
Dongcheng District, Beijing 100027  
The People's Republic of China  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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SIGNATURE

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

AIRMEDIA GROUP INC.

By: /s/ Herman Man Guo  
Name: Herman Man Guo  
Title: Chairman and Chief Executive Officer

Date: August 29, 2018

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Exhibit Index

Exhibit 99.1 – Compliance Extension Letter dated August 28, 2018 from Nasdaq

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*By Electronic Delivery to: richardwu@ihangmei.com; liuyan@ihangmei.com*

August 28, 2018

Mr. Richard Wu  
Chief Financial Officer  
AirMedia Group Inc.  
17/F, Sky Plaza  
No. 46 Dongzhimenwai Street  
Dongcheng District, Beijing 100027  
The People's Republic of China

Re: AirMedia Group Inc. (the "Company")  
Nasdaq Symbol: AMCN

Dear Mr. Wu:

On May 17, 2018, Staff notified the Company that it did not comply with Nasdaq's filing requirements set forth in Listing Rule 5250(c)(1) (the "Rule") because it had not filed its Form 20-F for the year ended December 31, 2017 (the "Form 20-F"). Based on our further review and the materials submitted on July 9, July 23, and August 21, 2018, Staff has determined to grant an exception to enable the Company to regain compliance with the Rule.

According to the Company, the Form 20-F was not timely filed primarily due to the repositioning and refining of its business model, resulting in changes to its audit and accounting policies and procedures. In addition, the Company identified weaknesses in its internal controls over financial reporting due to inadequate resources or resources with insufficient experience or training relating to US GAAP. The Company believes that it has a plan in place to address these weaknesses and is requesting an extension until November 12, 2018 to file the Form 20-F.

The terms of the exception are as follows: 1) On or before October 12, 2018, the Company shall provide Staff an updated time line with steps remaining to file the Form 20-F; and 2) On or before November 12, 2018, the Company must file the Form 20-F as required by the Rule. In the event the Company does not satisfy the terms, Staff will provide written notification that its securities will be delisted. At that time, the Company may appeal Staff's determination to a Hearings Panel.

If you have any questions, please contact me at +1 301 978 8034.

Sincerely,

/s/ Wayne Bush  
**W. Wayne Bush, CFA**  
Director  
Nasdaq Listing Qualifications

## NASDAQ ONLINE RESOURCES

All of our listing information and forms are available electronically on the [Listing Center](#). In addition to facilitating electronic submission of forms, you can also use the Listing Center to access Nasdaq's Reference Library containing hundreds of frequently asked questions and Governance Clearinghouse containing the latest updates on corporate governance and listing standards.

To help you navigate the deficiency process, we have provided links to some of our most viewed resource materials.

- [Board Composition and Committee Requirements](#)
  - [Governance Clearinghouse](#)
  - [Hearings Process](#)
  - [How to Transfer to Nasdaq Capital Market](#)
  - [Information about Application of Shareholder Approval Rules](#)
  - [Initial Listing Process](#)
  - [Listing Fees](#)
  - [Listing of Additional Shares Process](#)
  - [MarketWatch Electronic Disclosure Submissions](#)
  - [Nasdaq Listing Rules: Initial and Continued Listing](#)
  - [Reference Library: Frequently Asked Questions, Staff Interpretations and Listing Council Decisions](#)
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