
**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 June 2016

Commission File Number: 001-33765

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):

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: June 27, 2016

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated June 27, 2016
99.2	Amendment No.1 to the Agreement and Plan of Merger, dated as of June 27, 2016, by and among AirMedia Group Inc., AirMedia Holdings Ltd. and AirMedia Merger Company Limited

AirMedia Enters into Amendment to Merger Agreement for Going Private Transaction

BEIJING, June 27, 2016 — AirMedia Group Inc. (“AirMedia” or the “Company”) (Nasdaq: AMCN), an operator of out-of-home advertising platforms in China targeting mid-to-high-end consumers as well as a first-mover in the travel Wi-Fi market, today announced that on June 27, 2016, it entered into an Amendment No. 1 to the Agreement and Plan of Merger (the “Merger Agreement Amendment”) to amend that certain Agreement and Plan of Merger (the “Merger Agreement”), dated September 29, 2015, by and among the Company, AirMedia Holdings Ltd. (“Parent”) and AirMedia Merger Company Limited (“Merger Sub”), a wholly owned subsidiary of Parent.

Under the terms of the Merger Agreement, either the Company or Parent could terminate the Merger Agreement if the merger contemplated by the Merger Agreement (the “Merger”) has not been completed by the date of June 28, 2016 (the “Termination Date”). The Merger Agreement Amendment extends this Termination Date to December 31, 2016. In connection with the proposed Merger, the Company has filed a transaction statement on Schedule 13E-3, a preliminary proxy statement and related materials with the Securities and Exchange Commission, and expects to file an amendment to the Schedule 13E-3 and updated proxy materials with the SEC in a timely manner. The amendment to the Schedule 13E-3 will include as an exhibit to such filing the Merger Agreement Amendment.

About AirMedia Group Inc.

AirMedia Group Inc. (Nasdaq: AMCN) is an operator of out-of-home advertising platforms in China targeting mid-to-high-end consumers as well as a first-mover in the travel Wi-Fi market. AirMedia sells advertisements on the routes operated by several Chinese airlines and at Sinopec’s service stations in China. AirMedia also has concession rights to operate the Wi-Fi systems on trains administered by eight railway administrative bureaus in China as well as on many long-haul buses in China.

For more information about AirMedia, please visit <http://www.airmedia.net.cn>.

Investor Contact:

Richard Wu
Chief Financial Officer
AirMedia Group Inc.
Tel: +86-10-8460-8678
Email: ir@airmedia.net.cn

AMENDMENT NO. 1 TO THE AGREEMENT AND PLAN OF MERGER

AMENDMENT NO. 1 TO THE AGREEMENT AND PLAN OF MERGER (this "Amendment"), dated as of June 27, 2016, among AirMedia Holdings Ltd., an exempted company with limited liability incorporated under the laws of the Cayman Islands ("Parent"), AirMedia Merger Company Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands and a wholly owned subsidiary of Parent ("Merger Sub") and AirMedia Group Inc., an exempted company with limited liability incorporated under the laws of the Cayman Islands (the "Company"). Parent, Merger Sub and the Company may hereafter be referred to as a "Party" in their individual capacities and as "Parties" collectively.

WHEREAS, the Parties have entered into that certain Agreement and Plan of Merger, dated as of September 29, 2015 (the "Merger Agreement"), upon the terms and subject to the conditions of which, Merger Sub will be merged with and into the Company (the "Merger"), with the Company surviving the Merger and becoming a wholly owned subsidiary of Parent as a result of the Merger;

WHEREAS, the Parties desire to amend the Merger Agreement so as to extend the Termination Date (as defined in the Merger Agreement);

WHEREAS, Section 9.10 of the Merger Agreement provides that the Parties may amend the Merger Agreement by action taken by or on behalf of their respective boards of directors by an instrument in writing at any time prior to the Effective Time (as defined in the Merger Agreement);

WHEREAS, the Company Board (as defined in the Merger Agreement), acting upon the unanimous recommendation of the Special Committee (as defined in the Merger Agreement), has (i) determined that it is in the best interest of the Company, and declared it advisable, to enter into this Amendment, and (ii) adopted resolutions approving the execution, delivery and performance by the Company of this Amendment;

WHEREAS, the board of directors of each of Parent and Merger Sub has (i) determined that it is in the best interest of the Parent and Merger Sub, respectively, and declared it advisable, to enter into this Amendment, and (ii) approved the execution, delivery and performance by Parent and Merger Sub, respectively, of this Amendment;

NOW, THEREFORE, the Parties agree to amend the Merger Agreement as follows:

1. Definitions; References

Unless otherwise specifically defined herein, all capitalized terms used but not defined herein shall have the meanings ascribed to them under the Merger Agreement. Each reference to "hereof", "hereunder", "herein" and "hereby" and each other similar reference and each reference to "this Agreement" and each other similar reference contained in the Merger Agreement shall, from and after the execution of this Amendment, refer to the Merger Agreement as amended by this Amendment. Notwithstanding the foregoing, references to the date of the Merger Agreement, as amended hereby, shall in all instances continue to refer to September 29, 2015, and references to "the date hereof" and "the date of this Agreement" shall continue to refer to September 29, 2015.

2. Amendment to Merger Agreement

2.1 Amendment to Section 8.02

Sub-section (a) of Section 8.02 (Termination by Either the Company or Parent) of the Merger Agreement is hereby amended and restated in its entirety to read as follows:

the Merger shall not have been consummated on or before December 31, 2016 (the "Termination Date") *provided*, that the right to terminate this Agreement pursuant to this Section 8.02(a) shall not be available to any party hereto if the failure of the Merger to have been consummated on or before the Termination Date was primarily due to such party's breach of this Agreement or failure to perform any of its obligations under this Agreement;

3. Miscellaneous

3.1 No Further Amendment

The Parties agree that all other provisions of the Merger Agreement shall, subject to the amendment in Section 2 of this Amendment, continue unamended, in full force and effect and constitute legal and binding obligations of the Parties. This Amendment forms an integral and inseparable part of the Merger Agreement.

3.2 Other Miscellaneous Terms

The provisions of Article IX (*General Provisions*) of the Merger Agreement shall apply *mutatis mutandis* to this Amendment, and to the Merger Agreement as modified by this Amendment, taken together as a single agreement, reflecting the terms therein as modified by this Amendment.

[Signature Page Follows]

IN WITNESS WHEREOF, Parent, Merger Sub and the Company have caused this Amendment to be executed as of the date first written above by their respective officers thereunto duly authorized.

AirMedia Holdings Ltd.

By: /s/ Herman Man Guo

Name: Herman Man Guo

Title: Director

AirMedia Merger Company Limited

By: /s/ Herman Man Guo

Name: Herman Man Guo

Title: Director

AirMedia Group Inc.

By: /s/ Conor Chiahung Yang

Name: Conor Chiahung Yang

Title: Director

[Signature Page to Amendment No. 1 to the Merger Agreement]