

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

**FORM 8-A**

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

**AIRMEDIA GROUP INC.**

(Exact name of registrant as specified in its charter)

Cayman Islands  
(State of incorporation or organization)

Not Applicable  
(I.R.S. Employer Identification No.)

Room 707, No. 8 Yong An Dong Li  
Jianguomen Wai  
Chaoyang District, Beijing 100022  
People's Republic of China  
(8610) 5126-5816  
(Address of principal executive offices, including Zip Code)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Ordinary shares, par value \$0.001 per share*	The NASDAQ Stock Market LLC*
American Depositary Shares, each representing two ordinary shares	The NASDAQ Stock Market LLC

\* Application to be made for listing, not for trading, but only in connection with the registration of the American Depositary Shares pursuant to requirements of the Securities and Exchange Commission.

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-146825

Securities to be registered pursuant to Section 12(g) of the Act: None.

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### **Item 1. Description of Registrant's Securities to be Registered.**

The description of the securities to be registered that appears under the captions "Description of Share Capital" and "Description of American Depositary Shares" in the prospectus that constitutes Part I of the registrant's registration statement on Form F-1 (File No. 333-146825) initially filed with the Securities and Exchange Commission on October 19, 2007, as amended from time to time, is incorporated by reference into this registration statement. Any form of prospectus subsequently filed by the registrant pursuant to Rule 424(b) under the Securities Act that includes a description of the securities to be registered hereunder is also incorporated by reference into this registration statement.

### **Item 2. Exhibits.**

No exhibits are required to be filed as the securities being registered on this form (1) are being registered on an exchange on which no other securities of the registrant are registered, and (2) are not being registered pursuant to Section 12(g) of the Exchange Act.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement 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

Dated: October 24, 2007