
**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 December 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: December 22, 2016

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1	Unaudited Condensed Consolidated Balance Sheet of AirMedia Group Inc. as of June 30, 2016 and Unaudited Condensed Consolidated Statements of Operations of AirMedia Group Inc. for the six months ended June 30, 2016
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AirMedia Group Inc.
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
(In U.S. dollars in thousands)

As of June 30,
2016

ASSETS:	
Current assets:	
Cash and cash equivalents	218,630
Short-term investments	3,611
Accounts receivable, net	8,903
Prepaid concession fees	10,708
Amount due from related parties	3,057
Other current assets	27,781
Deferred tax assets - current	35
Total current assets	272,725
Prepaid equipment costs	22,146
Property and equipment, net	43,681
Amounts due from related parties - non-current	7,523
Long-term deposits	5,784
Deferred tax assets - non-current	4,107
Long-term investments	90,168
Acquired intangible assets, net	2,012
Other non-current assets	9,730
Total assets	457,876
LIABILITIES AND EQUITY:	
Current liabilities:	
Accounts payable	27,172
Accrued expenses and other current liabilities	4,419
Deferred revenue	1,589
Income tax payable	24,891
Amounts due to related parties	9,227
Total current liabilities	67,298
Other non-current liabilities	873
Deferred tax liability - non-current	72
Provision for earout commitment	24,602
Total liabilities	92,845
Equity	
Ordinary shares	128
Additional paid-in capital	322,317
Treasury stock	(1,942)
Statutory reserves	26,273
Accumulated deficits	(5,064)
Accumulated other comprehensive income	13,443
Total AirMedia Group Inc.'s shareholders' equity	355,155
Noncontrolling interests	9,876
Total equity	365,031
Total liabilities and equity	457,876

AirMedia Group Inc.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In U.S. dollars in thousands, except share and ADS related data)

	<u>Six Months Ended</u> <u>June 30,</u> <u>2016</u>
Revenues	7,540
Business tax and other sales tax	(37)
Net revenues	7,503
Cost of revenues	19,590
Gross profit	(12,087)
Operating expenses:	
Selling and marketing *	5,335
General and administrative *	20,925
Total operating expenses	26,260
Loss from operations	(38,347)
Interest income, net	309
Other income, net	2,580
Loss before income taxes	(35,458)
Income tax (expenses)/benefits	960
Net loss before net income of equity method investments	(34,498)
Net (loss)/income of equity method investments	3
Net loss	(34,495)
Less: Net loss attributable to noncontrolling interests	(5,873)
Net loss attributable to AirMedia Group Inc.'s shareholders	(28,622)
Net loss attributable to AirMedia Group Inc.'s shareholders per ordinary share	
Basic	(0.23)
Diluted	(0.23)
Net loss attributable to AirMedia Group Inc.'s shareholders per ADS	
Basic	(0.46)
Diluted	(0.46)
Weighted average ordinary shares outstanding used in computing net loss per ordinary share - basic	124,997,627
Weighted average ordinary shares outstanding used in computing net loss per ordinary share - diluted	124,997,627
* Share-based compensation charges included are as follow:	
Selling and marketing	—
General and administrative	579