

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 2017  
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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: June 28, 2017

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated June 28, 2017
99.2	Amendment No. 3 to Agreement and Plan of Merger, dated as of June 28, 2017, by and among AirMedia Group Inc., AirMedia Holdings Ltd. and AirMedia Merger Company Limited

## AirMedia Enters into Amendment No. 3 to Merger Agreement for Going Private Transaction

BEIJING, June 28, 2017 /PRNewswire/ -- 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 28, 2017, it entered into Amendment No. 3 to the Agreement and Plan of Merger (the “Merger Agreement Amendment No. 3”) to amend that certain Agreement and Plan of Merger (the “Merger Agreement”), dated September 29, 2015, as amended, by and among the Company, AirMedia Holdings Ltd. (“Parent”) and AirMedia Merger Company Limited, a wholly owned subsidiary of Parent.

The special committee (the “Special Committee”) of the Board of Directors (the “Board”) of the Company received a proposed amendment (the “Revised Proposal”) to the Merger Agreement from Mr. Herman Guo Man, Ms. Dan Shao and Mr. Qing Xu (collectively, the “Buyer Group”) on May 23, 2017 to (a) acquire all of the outstanding shares of the Company not already owned by the Buyer Group for US\$4.00 per American Depositary Share or US\$2.00 per ordinary share in cash, and (b) extend the Termination Date to December 31, 2017. The Special Committee is evaluating the Revised Proposal with the assistance of its financial and legal advisors.

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 has not been completed by June 30, 2017 (the “Termination Date”). The Merger Agreement Amendment No. 3 extends the Termination Date to July 31, 2017 so as to give the Special Committee sufficient time to consider the Revised Proposal. The Special Committee cautions the Company’s shareholders and others considering trading in the Company’s securities that no decision has been made by the Special Committee or the Board with respect to the Revised Proposal. There can be no assurance that any definitive offer will be made or any agreement will be executed with respect to the Revised Proposal or that this or any other transaction will be approved or consummated.

### 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.

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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@ihangmei.com](mailto:ir@ihangmei.com)

## AMENDMENT NO. 3 TO THE AGREEMENT AND PLAN OF MERGER

AMENDMENT NO. 3 TO THE AGREEMENT AND PLAN OF MERGER (this "Amendment"), dated as of June 28, 2017, 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, as amended on June 27, 2016 and on December 19, 2016 (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;

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;

WHEREAS, the Company Board, acting upon the unanimous recommendation of the Special Committee, 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.

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**2. Amendment to Merger Agreement**

2.1 Amendment to Section 8.02 (Termination by Either the Company or Parent)

Sub-section (a) of Section 8.02 of the Merger Agreement is hereby amended by replacing the reference to “June 30, 2017” therein with the text of “July 31, 2017.”

2.2 Amendment to Section 9.03 (Certain Definitions)

The definition of “Confidentiality Agreements” in sub-section (a) of Section 9.03 of the Merger Agreement is hereby amended and replaced in its entirety by the following:

“Confidentiality Agreements” means, collectively, the confidentiality agreement between the Company and Herman Man Guo , dated June 27, 2017 and as amended from time to time, and the confidentiality agreement between the Company and Qing Xu, dated June 27, 2017 and as amended from time to time.

**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, be 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 Yeung  
Name: Conor Chiahung Yeung  
Title: Director

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*[Signature Page to Amendment No. 3 to the Merger Agreement]*