
**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 February 2021

Commission File Number: 001-33765

AIRNET TECHNOLOGY INC.
(Exact name of registrant as specified in its charter)

**15/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):

SIGNATURES

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.

AIRNET TECHNOLOGY INC.

Date: February 19, 2021

By: /s/ Herman Man Guo

Name: Herman Man Guo

Title: Chairman and Chief Executive Officer

EXHIBIT INDEX

Exhibit No	Description
Exhibit 99.1	Press Release dated February 19, 2021
Exhibit 99.2	Nasdaq Notification dated February 18, 2021

AirNet Has Regained Compliance with Nasdaq’s Minimum Market Value Requirement

BEIJING, February 19, 2021 /PRNewswire/ -- AirNet Technology Inc., formerly known as AirMedia Group Inc. (“AirNet” or the “Company”) (Nasdaq: ANTE), an in-flight solution provider on connectivity, entertainment, and digital multimedia in China, today announced that it received a notification letter (the “Notification Letter on Compliance”) from the Listing Qualifications Department of The Nasdaq Stock Market Inc. (the “Nasdaq”) dated February 18, 2021, indicating that the Company has regained compliance with the minimum market value requirement set forth in Rule 5550(b)(2) of the Nasdaq Listing Rules (the “Minimum Market Value Requirement”).

As previously announced, the Company received a notification letter from Nasdaq (the “Deficiency Letter”) on September 16, 2020, indicating that the Company failed to comply with Rule 5550(b) of the Nasdaq Listing Rules, which requires a minimum US\$2.5 million stockholders’ equity, or US\$35 million market value of listed securities, or US\$500,000 of net income from continuing operations. The Deficiency Letter also noted that the Company has 45 calendar days, or until November 2, 2020, to submit a plan to Nasdaq to regain compliance with Rule 5550(b) of the Nasdaq Listing Rules.

The Company submitted a plan (“Compliance Plan”) to Nasdaq in November 2020. After reviewing the Compliance Plan, Nasdaq granted the Company an extension to regain compliance. Under the terms of the extension, the Company must, on or before March 15, 2021, complete the actions undertaken by the Company in the Compliance Plan and evidence compliance with Rule 5550(b) of the Nasdaq Listing Rules.

According to the Notification Letter on Compliance, the staff of Nasdaq has determined that for the last ten consecutive business days, being from February 3 through February 17, 2021, the Company’s market value of listed securities has been US\$35 million or greater, and the Company has regained compliance with the Minimum Market Value Requirement, and the matter is now closed.

About AirNet Technology Inc.

Incorporated in 2007 and headquartered in Beijing, China, AirNet provides in-flight solutions to connectivity, entertainment and digital multimedia in China. Collaborating with our partners, AirNet empowers Chinese airlines with seamlessly immersive Internet connections through a network of satellites and land-based beacons, provides airline travelers with interactive entertainment and a coverage of breaking news, and furnishes corporate clients with advertisements tailored to the perceptions of the travelers. For more information, please visit us at <http://ir.ihangmei.com>

Forward-Looking Statements

This announcement contains forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “is expected to,” “anticipates,” “aim,” “future,” “intends,” “plans,” “believes,” “are likely to,” “estimates,” “may,” “should” and similar expressions. The Company may also make written or oral forward-looking statements in its reports filed with, or furnished to, the U.S. Securities and Exchange Commission, in its annual reports to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about the Company’s beliefs and expectations, are forward-looking statements. Forward-looking statements are based upon management’s current expectations and current market and operating conditions, and involve inherent risks and uncertainties, all of which are difficult to predict and many of which are beyond the Company’s control, which may cause its actual results, performance or achievements to differ materially from those in the forward-looking statements. Potential risks and uncertainties include, but not limited to the following: its ability to achieve and maintain profitability; its ability to continuously improve its solutions and services enabling inflight connectivity; its ability to compete effectively against its competitors; the expected growth in consumer spending, average income levels and advertising spending levels; the growth of the inflight connectivity industry in China; and government policies affecting the inflight connectivity industry in China. Further information regarding these and other risks, uncertainties or factors is included in the Company’s filings with the U.S. Securities and Exchange Commission. The Company does not undertake any obligation to update any forward-looking statement as a result of new information, future events or otherwise, except as required under law.

Company Contact

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Sent via Email to: lixin@ihangmei.com; liuyan@ihangmei.com

February 18, 2021

Mr. Xin Li
Chief Financial Officer
AirNet Technology Inc.
15/F, Sky Plaza, No. 46 Dongzhimenwai Street
Dongcheng District, Beijing 100027
The People's Republic of China

Re: AirNet Technology Inc. (the "Company")
Nasdaq Symbol: ANTE

Dear Mr. Li:

On September 16, 2020, Staff notified the Company that it did not comply with the minimum \$2.5 million stockholders' equity, or \$35 million market value of listed securities, or \$500,000 of net income from continuing operations requirements for The Nasdaq Capital Market set forth in Listing Rules 5550(b)(1), or 5550(b)(2), or 5550(b)(3), respectively. Since then, Staff has determined that for the last 10 consecutive business days, from February 3 through February 17, 2021, the Company's market value of listed securities has been \$35,000,000 or greater. Accordingly, the Company has regained compliance with Listing Rule 5550(b)(2), and this matter is now closed.

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

Sincerely,

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