

AIRMEDIA GROUP INC.

Form S-8

January 06, 2010

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As filed with the Securities and Exchange Commission on January 6, 2010

Registration No. 333-

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

**FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
AirMedia Group Inc.  
(Exact name of registrant as specified in its charter)**

**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

**17/F, Sky Plaza  
No. 46 Dongzhimenwai Street  
Dongcheng District, Beijing 100027  
The People's Republic of China  
(86 10) 8438 6868**  
(Address of Principal Executive Offices)

**AIRMEDIA GROUP INC.  
2007 SHARE INCENTIVE PLAN  
(as amended and restated effective December 9, 2009)**  
(Full title of the plan)

**CT Corporation System  
111 Eighth Avenue  
New York, New York 10011**  
(Name and address of agent for service)  
**(212) 894-8940**  
(Telephone number, including area code, of agent for service)

*Copies to:*

**Conor Chiahung Yang  
Chief Financial Officer  
17/F, Sky Plaza  
No. 46 Dongzhimenwai Street  
Dongcheng District, Beijing 100027  
The People's Republic of China  
(86 10) 8438-6868**

**Z. Julie Gao, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
c/o 42/F, Edinburgh Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong  
(852) 3740-4700**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(Do not check if a smaller reporting company)

company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered (1)</b>	<b>Amount to be Registered (2)</b>	<b>Proposed Maximum Offering Price Per Share (3)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Ordinary Shares, par value US\$0.001 per share	5,000,000	\$ 3.69	\$18,450,000	\$1,315.49

(1) These shares may be represented by the Registrant's American depositary shares (ADSs), each of which represents two ordinary shares. The Registrant's ADSs issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-146908)

(2) Represents additional ordinary shares issuable pursuant to awards granted under the AirMedia Group Inc. 2007 Share Incentive Plan (as amended and restated

effective  
December 9,  
2009, the Plan ).  
In accordance  
with Rule  
416(a) of the  
Securities Act  
of 1933, as  
amended (the  
Securities Act ),  
this registration  
statement will  
also cover any  
additional  
ordinary shares  
which become  
issuable under  
the Plan by  
reason of any  
share dividend,  
share split,  
recapitalization  
or similar  
transaction. Any  
ordinary shares  
covered by an  
award granted  
under the Plan  
(or portion of an  
award) that  
terminates,  
expires or lapses  
for any reason  
will be deemed  
not to have been  
issued for the  
purposes of  
determining the  
maximum  
aggregate  
number of  
ordinary shares  
that may be  
issued under the  
Plan.

- (3) Estimated solely  
for the purposes  
of calculating  
the registration  
fee under Rule

457(h) and Rule  
457(c) under the  
Securities Act,  
and is based on  
the average of  
the high and low  
sales price of  
the Registrant's  
ADSs (\$7.38),  
as reported on  
the NASDAQ  
Global Market  
on December  
30, 2009.

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**EXPLANATORY NOTE**

This registration statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 5,000,000 ordinary shares of Airmedia Group Inc. (the Registrant) authorized for issuance under the amended Airmedia Group Inc. Share Incentive Plan (the Plan). Previously, 12,000,000 ordinary shares of the Registrant were registered for issuance under the Plan pursuant to the registrant's registration statement on Form S-8 (File No. 333-148352). On December 9, 2009, the shareholders of the Registrant approved an amendment to the Plan that effectively increases the number of ordinary shares authorized for issuance under the Plan by 5,000,000 ordinary shares. In accordance with General Instruction E to Form S-8, the contents of the registration statement on Form S-8 (File No. 333-148352), as amended, are incorporated herein by reference, except as otherwise set forth herein.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents previously filed or furnished by the Registrant with the Securities and Exchange Commission (the Commission) are incorporated by reference herein:

- (a) The Registrant's annual report on Form 20-F for the fiscal year ended December 31, 2008 filed on April 28, 2009;
- (b) The Registrant's reports on Form 6-K furnished on May 4, 2009, May 19 2009, August 18, 2009, August 31, 2009, November 4, 2009, November 12, 2009 and December 10, 2009; and
- (c) The Description of the Registrant's ordinary shares contained in the Registrant's registration statement on Form 8-A, (File No. 001-33765) filed on October 24, 2007, including any amendment and report subsequently filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act), after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any statement modified or superseded will not be deemed, except as so modified or superseded, to be a part of this registration statement.

**Item 8. Exhibits**

See the Index to Exhibits attached hereto.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on January 6, 2010.

**AIRMEDIA GROUP INC.**

By: /s/ Herman Man Guo  
Name: Herman Man Guo  
Title: Chairman and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below hereby authorizes and appoints Mr. Herman Man Guo, with full power to act alone, as his or her true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated and as of January 6, 2010.

Signature	Title
/s/ Herman Man Guo Herman Man Guo	Chairman and Chief Executive Officer (Principal Executive Officer)
/s/ Conor Chiahung Yang Conor Chiahung Yang	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Qing Xu Qing Xu	Director
/s/ Xiaoya Zhang Xiaoya Zhang	Director
/s/ Junjie Ding Junjie Ding	Independent Director



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Signature	Title
/s/ Songzuo Xiang Songzuo Xiang	Independent Director
/s/ Shichong Shan Shichong Shan	Independent Director
/s/ Donglin Xia Donglin Xia	Independent Director
/s/ Donald J. Puglisi Name: Donald J. Puglisi Title: Managing Director, Puglisi & Associates	Authorized Representative in the United States

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EXHIBIT INDEX

Exhibit Number	Description
4.1	Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 99.3 to the report of the Registrant on Form 6-K furnished to the Commission on December 10, 2009)
4.2	Form of Deposit Agreement among the Registrant, the depositary and owners and beneficial owners of American Depositary Receipts (incorporated by reference to Exhibit 4.3 to the registration statement of the Registrant on Form F-1, as amended (File No.333-146825))
4.3	2007 Share Incentive Plan (as amended and restated effective December 9, 2009), (incorporated by reference to Exhibit 99.2 to the report of the Registrant on Form 6-K furnished to the Commission on December 10, 2009)
5.1 *	Opinion of Maples and Calder, Cayman Islands counsel to the Registrant, regarding the legality of the ordinary shares being registered
23.1 *	Consent of Deloitte Touche Tohmatsu CPA Ltd., independent registered public accounting firm
23.2	Consent of Maples and Calder (included in Exhibit 5.1)
24.1	Power of Attorney (set forth on the signature page of this registration statement)

\* Filed herewith