

Tiger Media, Inc.
Form 20-F/A
May 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F/A

(Amendment No. 1)

(Mark One)

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

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report

Commission file number: 333-158336

TIGER MEDIA, INC.

(Exact name of Registrant as specified in its charter)

Cayman Islands

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(Jurisdiction of incorporation or organization)

K-Wah Center #38-03,

1010 Middle Huaihai Road, Shanghai, China, 200031

(Address of principal executive offices)

Steve Ye

Chief Financial Officer

K-Wah Center #38-03,

1010 Middle Huaihai Road, Shanghai, China, 200031

Tel: +86-21-5401-0959

Fax: 86-21-3461-5667

Email: ir@tigermedia.com

(Name, Telephone, E-mail and/or Facsimile number and Address of the Company Contact Person)

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

| Title of each class | Name of each exchange on which registered |
|-------------------------------------|--|
| Ordinary Shares, \$0.0001 Par Value | NYSE MKT |
| Warrants | NYSE MKT |

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

30,143,741 Ordinary Shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Note: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued Other

by the International Accounting Standards Board

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
 Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDING DURING THE PAST FIVE YEARS.)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

EXPLANATORY NOTE

This Amendment No. 1 to Form 20-F (the Form 20-F/A) amends the annual report on Form 20-F of Tiger Media, Inc. for the fiscal year ended December 31, 2012, originally filed with the U.S. Securities and Exchange Commission (SEC) on April 19, 2013 (the Original Form 20-F). The sole purpose of this Form 20-F/A is to amend the Original Form 20-F to provide Interactive Data File disclosure as Exhibit 101 to this Form 20-F/A in accordance with Rule 405 of Regulation S-T. The Interactive Data File disclosure attached as Exhibit 101 to the Form 20-F/A is the first Detailed Tagging Interactive Data File that Tiger Media, Inc. is required to submit under Rule 405 of Regulation S-T.

The Original Form 20-F, as amended by this Form 20-F/A, speaks as of the original filing date of the Original Form 20-F, does not reflect events that may have occurred subsequent to the original filing date of the Original Form 20-F, and does not modify or update in anyway the disclosures made in the Original Form 20-F.

PART III

Item 17 Financial Statements

We have elected to provide financial statements pursuant to Item 18.

Item 18 Financial Statements

The consolidated financial statements of Tiger Media, Inc. and its subsidiaries are included at the end of this annual report.

Item 19 Exhibits

Exhibit

| Number | Description of Exhibits |
|---------------|---|
| 1.1 | Memorandum and Articles of Association of SearchMedia Holdings Limited upon completion of redomestication. (incorporated by reference to Exhibit 3.3 of the Registrant's current report on Form 8-K dated November 5, 2009 (File No. 333-158336)). |
| 1.2 | Certificate of Incorporation of Change of Name to Tiger Media, Inc. dated December 14, 2012 ** |
| 1.3 | Secretary's Certificate regarding Amendments to Articles of Association dated December 14, 2012 ** |
| 2.1 | Form of Warrant of Tiger Media, Inc. (incorporated by reference to Exhibit 4.5 of the Registrant's Registration Statement on Form S-4 (File No. 333-158336)). |
| 4.1 | Tiger Media, Inc. (fka SearchMedia Holdings Limited) Amended and Restated 2008 Share Incentive Plan (incorporated by reference to Exhibit 10.13 of the Registrant's current report on Form 8-K dated November 5, 2009 (File No. 333-158336)).+ |
| 4.2 | Executive Employment Agreement between SearchMedia Holdings Limited and Peter Tan, effective February 13, 2012 (incorporated by reference to Exhibit 4.21 of the Registrant's Annual Report on Form 20-F dated May 15, 2012) (File No. 333-158336)).+ |
| 4.3 | Amendment to Tiger Media, Inc. Amended and Restated 2008 Share Incentive Plan effective September 13, 2011 **+ |
| 4.4 | Amendment to Tiger Media, Inc. Amended and Restated 2008 Share Incentive Plan effective December 14, 2012 **+ |
| 4.5 | Form of Stock Purchase Agreement dated August 17, 2012 ** |
| 4.6 | Form of Stock Purchase Agreement dated September 19, 2012 ** |
| 4.7 | Share Purchase Agreement between Tiger Media, Inc and Partner Venture Holdings Limited dated December 31, 2012** |
| 4.8 | Tiger Media, Inc. Form of Stock Option Agreement for Employees**+ |
| 4.9 | Tiger Media, Inc. Form of Stock Option Agreement for Non-Employees**+ |
| 8.1 | Subsidiaries of Tiger Media, Inc. ** |
| 12.1 | Certification of Chief Executive Officer filed pursuant to 17 CFR 240.13a-14(a)** |
| 12.2 | Certification of Chief Financial Officer filed pursuant to 17 CFR 240.13a-14(a)** |
| 13.1 | Certification of Chief Executive Officer furnished pursuant to 17 CFR 240.13a-14(b) and 18 U.S.C. Section 1350*** |
| 13.2 | Certification of Chief Financial Officer furnished pursuant to 17 CFR 240.13a-14(b) and 18 U.S.C. Section 1350*** |
| 23.1 | Consent of Marcum Bernstein & Pinchuk LLP** |
| 101.INS | XBRL Instance Document+++ |
| 101.SCH | XBRL Taxonomy Schema+++ |
| 101.CAL | XBRL Taxonomy Calculation Linkbase+++ |
| 101.DEF | XBRL Taxonomy Definition Linkbase+++ |

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101.LAB XBRL Taxonomy Label Linkbase+++

101.PRE XBRL Taxonomy Presentation Linkbase+++

+ Management contract or compensatory plan or arrangement

** Previously Filed

*** Previously Furnished

+++ As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

The Company and its consolidated subsidiaries are party to several debt instruments under which the total amount of securities authorized does not exceed 10% of the total assets of the Company and its subsidiaries on a consolidated basis. Pursuant to paragraph 2(b)(i) of the instructions to the exhibits to Form 20-F, the Company agrees to furnish a copy of such instruments to the SEC upon request.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

(Registrant)

By: /s/ Steve Ye
Name: Steve Ye
Title: Chief Financial Officer

Date: May 14, 2013