

AIRMEDIA GROUP INC.  
Form SC 13G/A  
February 12, 2014

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

**Schedule 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED**  
**PURSUANT TO RULES 13D-1 (B), (C) AND (D) AND AMENDMENTS THERETO**  
**FILED PURSUANT TO 13D-2**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 2)\***

**AirMedia Group Inc.**

**(Name of Issuer)**

**Ordinary Shares**

**(Title of Class of Securities)**

**009411109\*\***

**(CUSIP Number)**

**December 31, 2013**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

\*\* There is no CUSIP number assigned to the Ordinary Shares (as defined below) of the Issuer (as defined below). CUSIP number 009411109 has been assigned to the American Depositary Shares of the Issuer, which are quoted on The NASDAQ Global Select Market under the symbol AMCN. Each American Depositary Share represents two Ordinary Shares.

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**SCHEDULE 13G**

**CUSIP No. 009411109**

**1 Name Of Reporting Person**

Global Earning Pacific Limited

**2 Check the Appropriate Box if a Member of a Group**

(a)  (b)

**3 SEC Use Only**

**4 Citizenship or Place of Organization**

British Virgin Islands

**5 Sole Voting Power**

20,000,000 Ordinary Shares. Dan Shao may also be deemed to have sole voting power with respect to the above shares.

**6 Shared Voting Power**

**Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With**

0

**7 Sole Dispositive Power**

20,000,000 Ordinary Shares. Dan Shao may also be deemed to have sole dispositive power with respect to the above shares.

**8 Shared Dispositive Power**

0

**9 Aggregate Amount Beneficially Owned by Each Reporting Person**

20,000,000 Ordinary Shares

**10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares** ..

**11 Percent of Class Represented by Amount in Row 9**

16.8%

**12 Type of Reporting Person**

CO

**SCHEDULE 13G**

**CUSIP No. 009411109**

**1 Name of Reporting Person**

Dan Shao

**2 Check the Appropriate Box if a Member of a Group**

(a)  (b)

**3 SEC Use Only**

**4 Citizenship or Place of Organization**

The People's Republic of China

**5 Sole Voting Power**

20,584,214 Ordinary Shares<sup>1</sup>. Global Earning Pacific Limited may also be deemed to have sole voting power with respect to 20,000,000 of the above shares.

**6 Shared Voting Power**

**Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With**

0

**7 Sole Dispositive Power**

20,584,214 Ordinary Shares<sup>1</sup>. Global Earning Pacific Limited may also be deemed to have sole dispositive power with respect to 20,000,000 of the above shares.

**8 Shared Dispositive Power**

0

**9 Aggregate Amount Beneficially Owned by Each Reporting Person**

20,584,214 Ordinary Shares

**10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares** ..

**11 Percent Of Class Represented By Amount In Row 9**

17.3%

**12 Type of Reporting Person**

IN

<sup>1</sup> Includes (i) 20,000,000 Ordinary Shares of the Issuer held by Global Earning Pacific Limited, (ii) 584,214 Ordinary Shares of the Issuer held by Ms. Dan Shao, represented by American Depositary Shares acquired by Ms. Dan Shao in one or more open-market transactions.

**SCHEDULE 13G**

**CUSIP No. 009411109**

**Item 1(a). Name of Issuer:**

AirMedia Group Inc. (the Issuer )

**Item 1(b). Address of Issuer's Principal Executive Offices:**

17/F, Sky Plaza

No. 46 Dongzhimenwai Street

Dongcheng District, Beijing 100027

The People's Republic of China

**Item 2(a). Name of Person Filing:**

Global Earning Pacific Limited

Dan Shao (together with Global Earning Pacific Limited, the Reporting Persons )

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

Global Earning Pacific Limited

c/o 17/F, Sky Plaza

No. 46 Dongzhimenwai Street

Dongcheng District, Beijing 100027

The People's Republic of China

Dan Shao

c/o 17/F, Sky Plaza

No. 46 Dongzhimenwai Street

Dongcheng District, Beijing 100027

The People's Republic of China

**Item 2(c) Citizenship:**

Global Earning Pacific Limited British Virgin Islands

Dan Shao The People's Republic of China

**Item 2(d). Title of Class of Securities:**

Ordinary Shares (the Ordinary Shares )

**Item 2(e). CUSIP Number:**

009411109

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable



**Item 4. Ownership:**

The following information with respect to the ownership of the Ordinary Shares of the issuer by each of the reporting persons is provided as of the date of this Schedule 13G:

Reporting Person	Amount beneficially owned:	Percent of class:	Sole power to dispose of the				Shared power to dispose of the	
			to vote directly:	to vote or to dispose of:	to vote or to dispose of:	to vote or to dispose of:	to vote or to dispose of:	to vote or to dispose of:
Global Earning Pacific Limited	20,000,000	16.8%	20,000,000	0	20,000,000	0		
Dan Shao	20,584,214	17.3%	20,584,214	0	20,584,214	0		

Global Earning Pacific Limited, a British Virgin Islands company, is the record owner of 20,000,000 Ordinary Shares. Ms. Dan Shao is the sole owner and director of Global Earning Pacific Limited. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, Ms. Dan Shao may be deemed to beneficially own all of the shares held by Global Earning Pacific Limited. Ms. Dan Shao also held 584,214 Ordinary Shares, represented by American Depositary Shares.

**Item 5. Ownership of Five Percent or Less of a Class:**

Not applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Controlling Person:**

Not applicable

**Item 8. Identification and Classification of Members of the Group:**

Not applicable

**Item 9. Notice of Dissolution of Group:**

Not applicable

**Item 10. Certifications:**

Not applicable

**SCHEDULE 13G**

**CUSIP No. 009411109**

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2014

**Global Earning Pacific Limited**

By: /s/ Dan Shao  
Name: Dan Shao  
Title: Director

**Dan Shao**

/s/ Dan Shao

**SCHEDULE 13G**

**CUSIP No. 009411109**

**LIST OF EXHIBITS**

**Exhibit**

<b>No.</b>	<b>Description</b>
A	Joint Filing Agreement