

VISIONCHINA MEDIA INC.
Form SC 13G
February 13, 2008

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**

VisionChina Media Inc.

(Name of Issuer)

Common Shares, par value US\$0.0001 per share

(Title of Class of Securities)

92833U 10 3¹

(CUSIP Number)

December 31, 2007

Edgar Filing: VISIONCHINA MEDIA INC. - Form SC 13G

(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*).

[Continued on following pages]

¹ This CUSIP number applies to the Issuer's American Depositary Shares, each representing one Common Share.

1 NAME OF REPORTING PERSON

Yanqing Liang

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China

5 SOLE VOTING POWER

NUMBER OF

SHARES 6,600,000 Common Shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 6,600,000 Common Shares
8 SHARED DISPOSITIVE POWER
WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,600,000 Common Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.7%

12 TYPE OF REPORTING PERSON

IN

1 NAME OF REPORTING PERSON

Massive Sheen Investments 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

NUMBER OF

SHARES 6 6,600,000 Common Shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7 0
EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 6,600,000 Common Shares
WITH SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,600,000 Common Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.7%

12 TYPE OF REPORTING PERSON

CO

ITEM 1 (a). NAME OF ISSUER:

VisionChina Media Inc. (the Issuer)

ITEM 1 (b). ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:

1/F Block No.7 Champs Elysees

Nongyuan Road, Futian District

Shenzhen 518040

People s Republic of China

ITEM 2 (a). NAME OF PERSON FILING:

This Schedule 13G is filed by and on behalf of (a) Yanqing Liang and (b) Massive Sheen Investments Limited. Ms. Liang is the sole beneficial owner and sole director of Massive Sheen Investments Limited. Ms. Liang may be deemed to be the beneficial owner of the Common Shares of the Issuers owned by Massive Sheen Investments Limited. Ms. Liang and Massive Sheen Investments Limited are making this single, joint filing pursuant to Rule 13d-1(k) of the Act because each of them is reporting as to the beneficial ownership of the same securities and because they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Act, although neither the fact of this filing or anything contained herein shall be deemed to be an admission by the reporting persons that a group exists.

ITEM 2 (b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

For Yanqing Liang:

Room 1210, 5# Champs Elysees Garden

Nongyuan Road, Futian District

Shenzhen 518040

People s Republic of China

For Massive Sheen Investments Limited:

Room 1210, 5# Champs Elysees Garden

Nongyuan Road, Futian District

Shenzhen 518040

People s Republic of China

ITEM 2 (c). CITIZENSHIP:

Ms. Liang is a citizen of the People s Republic of China.

Edgar Filing: VISIONCHINA MEDIA INC. - Form SC 13G

Massive Sheen Investments Limited is a British Virgin Islands corporation.

ITEM 2 (d). TITLE OF CLASS OF SECURITIES:

Common Shares

ITEM 2 (e). CUSIP NUMBER:

92833U 10 3

ITEM 3. STATEMENT FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b) or (c):

Not applicable.

ITEM 4. OWNERSHIP.

| Reporting Person | Amount beneficially owned: | Percent of class: | Sole power to vote or direct the vote: | Shared power to vote or to direct the vote: | Sole power to dispose or to direct the disposition of: | Shared power to dispose or to direct the disposition of: |
|-----------------------------------|-----------------------------------|--------------------------|---|--|---|---|
| Yanqing Liang | 6,600,000 | 9.7% | 6,600,000 | | 6,600,000 | |
| Massive Sheen Investments Limited | 6,600,000 | 9.7% | 6,600,000 | | 6,600,000 | |

Massive Sheen Investments Limited is the record holder of 6,600,000 Common Shares of the Issuer. Ms. Liang is the sole director and the sole beneficial owner of Massive Sheen Investments Limited. Pursuant to Rule 13d-3 under the Act, Ms. Liang may be deemed to be the beneficial owner of the 6,600,000 Common Shares of the Issuer owned by Massive Sheen Investments Limited. Massive Sheen Investments Limited and Ms. Liang may also be deemed to be a group for the Common Shares as defined in Rule 13d-5(b) under the Act, and each member of such group may be deemed to beneficially own the Common Shares beneficially owned by other members constituting such group.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: "

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.

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

The members of this group are set forth as reporting persons on Schedule 13G.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10. CERTIFICATION.

Not applicable

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 13, 2008

Massive Sheen Investments Limited

By: /s/ Yanqing Liang
Yanqing Liang
Director

Yanqing Liang

/s/ Yanqing Liang
Yanqing Liang