

VISIONCHINA MEDIA INC.

Form 424B3

December 03, 2012

December 12, 2012

Securities & exchange Commission
450 Fifth Street, NW
Washington, DC 20549

Attn.: Document Control

RE: American Depositary Shares
evidenced by the American Depositary
Receipts each representing One (1) Ordinary
Share of VisionChina Media (Form F6 File
No. 333147272)

Ladies and Gentlemen:

Pursuant to Rule 424(b)(3) under the
Securities Act of 1933, as amended, on
behalf of The Bank of New York, as
Depositary for securities against which
American Depositary Receipts are to be
issued, we attach a copy of the new
prospectus (Prospectus) reflecting in number
of ordinary shares represented by one
American Depositary Share (the Ratio).

As required by Rule 424(e), the upper right
hand corner of the Prospectus cover page has
a reference to Rule 424(b)(3) and to the file
number of the registration statement to which
the Prospectus relates.

Pursuant to Section III B of the General
Instructions to the Form F6 Registration
Statement, the Prospectus consists of the
ADR certificate with revised ratio for
VisionChina Media.

The Prospectus has been revised to reflect
the new ratio and has been overstamped
with:

Effective December 12, 2012 the
Company's American Depositary Share
(ADS) Ratio Changed from 1:1 (One ADS
Representing One Share to 1:20 (One
ADS Representing Twenty Shares).

Please contact me with any questions or
comments at 212 8158161

Anita Sunge
The Bank of New York Mellon ADR
Division

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Encl.

CC: Paul Dudek, Esq. (Office of International
Corporate Finance)

101 Barclay Street, New York NY 10286