

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 overstampeted  
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)

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