

VISIONCHINA MEDIA INC.

Form SC 13D/A

July 12, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934**

**(Amendment No. 2)*
VISIONCHINA MEDIA INC.**

(Name of Issuer)
Common Shares, par value US\$0.0001 per share

(Title of Class of Securities)
92833U921**

(CUSIP Number)
**Douglas Markel, Esq.
Simpson Thacher & Bartlett LLP
3119 China World Office 1
Beijing, China 100004
+86 (10) 5965-2989**

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 13, 2011

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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.

** This CUSIP applies to the American Depositary Shares, evidenced by American Depositary Receipts, each representing one Common Share. No CUSIP has been assigned to the Common Shares.

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).

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CUSIP No. 92833U921

NAMES OF REPORTING PERSONS.

1

Focus Media Holding Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF 15,331,305

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER

EACH REPORTING **9** SOLE DISPOSITIVE POWER

PERSON 15,331,305

WITH: SHARED DISPOSITIVE POWER
10

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,331,305

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
15.0%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

* Based on 102,208,698 Common Shares of the Issuer outstanding, as provided by the Issuer.

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CUSIP No. 92833U921

NAMES OF REPORTING PERSONS.

1

JJ Media Investment Holding Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

British Virgin Islands

SOLE VOTING POWER

7

NUMBER OF 1,022,087

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 1,022,087

WITH: SHARED DISPOSITIVE POWER
10

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,022,087

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.0%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

* Based on 102,208,698 Common Shares of the Issuer outstanding, as provided by the Issuer.

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CUSIP No. 92833U921

NAMES OF REPORTING PERSONS.

1

Jason Nanchun Jiang

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Singapore

SOLE VOTING POWER

7

NUMBER OF 1,022,087

SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY **8**

EACH SOLE DISPOSITIVE POWER
REPORTING **9**

PERSON 1,022,087

WITH: SHARED DISPOSITIVE POWER
10

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,022,087

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.0%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

* Based on 102,208,698 Common Shares of the Issuer outstanding, as provided by the Issuer.

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Item 1. Security and Issuer

This statement on Schedule 13D (this Schedule 13D) relates to the acquisition by Focus Media Holding Limited (Focus Media) and JJ Media Investment Holding Limited (JJ Media) and together with Focus Media, the Investors) of 15,331,305 and 1,022,087 common shares, respectively, US\$0.0001 par value per share (the Common Shares) of VisionChina Media Inc., a Cayman Islands exempted company with limited liability (the Issuer), pursuant to that certain Securities Purchase Agreement (the Purchase Agreement) by and among Focus Media, JJ Media and a certain other investor thereto, dated as of December 30, 2010, which is filed hereto as Exhibit 2 and is incorporated herein by reference, in a privately negotiated transaction (the Transaction).

The Issuer's American Depositary Shares (the ADSs), evidenced by American Depositary Receipts, each one Common Share, are listed on the Nasdaq Global Market under the symbol VISN. The Investors own only Common Shares and do not own any ADSs.

The principal executive offices of the Issuer are located at 1/F Block No. 7 Champs Elysees, Nongyuan Road, Futian District, Shenzhen 518040, People's Republic of China.

Item 2. Identity and Background

This Schedule 13D is being filed jointly on behalf of the Investors and Jason Nanchun Jiang (each a Reporting Person). The agreement among the Reporting Persons relating to the joint filing of this Schedule 13D is attached as Exhibit 1 hereto.

Focus Media, a Cayman Islands company, as of the date hereof, owns 15,331,305 Common Shares. The principal office address of Focus Media is Unit No. 1, 20th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong.

JJ Media, a British Virgin Island company, as of the date hereof, owns 1,022,087 Common Shares. The business address of JJ Media is c/o Focus Media Holding Limited, Unit No. 1, 20th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong. JJ Media is an entity wholly-owned by Jason Nanchun Jiang, the founder, executive chairman and chief executive officer of Focus Media.

The name, business address, present principal occupation or employment and citizenship of the directors, executive officers and control persons of each of the Reporting Persons is set forth on Schedule A.

During the last five years, none of the Reporting Persons has, and to the knowledge of the Reporting Persons, no person named in Schedule A, (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws.

Item 3. Source and Amount of Funds or Other Consideration

The information set forth in the cover pages of this 13D and in Item 1 of this Schedule 13D is incorporated by reference in this Item 3.

Pursuant to the Purchase Agreement, the Issuer agreed to sell to the Investors an aggregate of 16,353,392 Common Shares in a private sale for a purchase price of US\$3.979 per Common Share, for an aggregate of US\$65,070,146.77, subject to certain conditions, pursuant to an exemption from registration under the Securities Act of 1933 (the Securities Act). Focus Media purchased the Common Shares with funds from its working capital and JJ Media purchased the Common Shares with personal funds. Pursuant to the Purchase Agreement, approximately 80% of the purchase price was paid by each of the Investors upon the closing and the remaining amount will become due on March 31, 2011 pursuant to a promissory note signed by each Investor in favor of the Issuer. The closing of the Transaction occurred on January 13, 2011.

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Item 4. Purpose of Transaction

The information set forth or incorporated by reference in Items 1 and 6 of this Schedule 13D is hereby incorporated by reference in this Item 4.

The Reporting Persons have acquired the Common Shares for investment purposes. In furtherance of this objective, Focus Media will nominate one director to the Issuer's board of directors pursuant to the Shareholders Agreement (as defined below). Consistent with such purposes, the Reporting Persons may engage in communications with, without limitation, one or more shareholders of the Issuer, management of the Issuer, one or more members of the board of directors of the Issuer, and may make suggestions concerning the Issuer's operations, prospects, business and financial strategies, strategic transactions, assets and liabilities, business and financing alternatives and such other matters as the Reporting Persons may deem relevant to their investment in the Common Shares. While the Reporting Persons acquired the Common Shares for investment purposes, the Reporting Persons intend to continuously review their investment and may engage from time to time in certain actions, including, without limitation, increasing or decreasing (through sales in the open market, public offerings, privately negotiated transactions, or in other transactions, including derivative transactions with institutional counterparties with respect to the Issuer's securities, including the Common Shares and the ADSs) their investment in the Issuer, including the acquisition or disposition of Common Shares.

Except as set forth herein, or as would occur upon completion of any of the matters discussed herein, the Reporting Persons have no present plans or proposals that would relate to or result in any of the matters set forth in clauses (a) through (j) of Item 4 of Schedule 13D; provided, that the Reporting Persons may, at any time, review or reconsider their position with respect to the Issuer and reserve the right to develop such plans or proposals.

Item 5. Interest in Securities of the Issuer

The information set forth in the cover pages of this Schedule 13D and Item 1 and 2 is incorporated herein by reference.

(a) and (b).

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the Reporting Persons that it is the beneficial owner of any of the shares of the Common Shares referred to herein for purposes of the Securities Exchange Act of 1934, or for any other purpose, and such beneficial ownership is expressly disclaimed.

(c).

Other than the transactions described in this Schedule 13D, to the best knowledge of the Reporting Persons, no transactions in the Common Shares have been effected during the past 60 days by any of the Reporting Persons or any of the other entities or individuals named in response to Item 2 hereof.

(d).

To the best knowledge of the Reporting Persons, except for the agreements described in this Schedule 13D, no one other than the Reporting Persons, or the holders of interests in the Reporting Persons, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Shares.

(e).

Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information set forth or incorporated by reference in Items 1, 3 and 4 of this Schedule 13D is hereby incorporated by reference in this Item 6.

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Purchase Agreement

Pursuant to the Purchase Agreement, the Investors have agreed not to dispose of any Common Shares purchased in the Transaction for 365 days following the consummation of the Transaction, subject to certain exceptions, including, *inter alia*, if any person has entered into a definitive agreement to acquire more than 50% of the common shares of the Issuer other than those common shares acquired by the investors pursuant to the Purchase Agreement or if any person commences a tender or exchange offer subject to certain conditions. In addition, the Investors cannot acquire any additional common shares of the Issuer without the written consent of the Issuer's board of directors for three years or, if the weighted average trading price in the 20 trading days immediately prior to the second anniversary of closing is less than US\$2 per ADS, two years from closing. Moreover, for so long as Focus Media and its affiliates own at least 5% of the Issuer's outstanding ordinary shares, (a) Focus Media and its affiliates have agreed not to engage in, invest in, participate in, control operate manage or otherwise compete with the Issuer in the Issuer's current primary business activities and (b) the Issuer and its affiliates have agreed not to engage in, invest in, participate in, control operate manage or otherwise compete with the Focus Media and its affiliates in Focus Media's current primary business activities.

References to the Purchase Agreement set forth in this Schedule 13D are not intended to be complete and are qualified in their entirety by reference to the text of the Purchase Agreement, which is filed hereto as Exhibit 2 and is incorporated herein by reference.

Shareholders Agreement

In connection with the Transaction, the Investors entered into a shareholders agreement with the Issuer, Front Lead Investments Limited (Front Lead) and a certain other party thereto, dated January 13, 2011 (the Shareholders Agreement), which is filed hereto as Exhibit 3 and is incorporated herein by reference. Pursuant to the Shareholders Agreement, the Issuer shall cause to be nominated to the Issuer's board of directors one person designated by Focus Media on or prior to June 30, 2011. Thereafter, Focus Media will have the right to nominate one candidate to the board of directors so long as Focus Media together with its affiliates collectively own at least 5% of the Issuer's outstanding Common Shares.

Pursuant to the Shareholders Agreement, the Investors have also agreed to certain restrictions on transfer of their Common Shares until the earlier of five years from closing or the date on which Front Lead owns less than 5% of the outstanding common shares of the issuer, subject to certain exceptions for permitted transfers. In addition, Focus Media is granted a right of first offer with respect to certain transfers by Front Lead and JJ Media, subject to certain exceptions and procedural requirements.

References to the Shareholders Agreement set forth in this Schedule 13D are not intended to be complete and are qualified in their entirety by reference to the text of the Shareholders Agreement, which is filed hereto as Exhibit 3 and is incorporated herein by reference.

Registration Rights Agreement

In connection with the Transaction, the Investors entered into a registration rights agreement with the Issuer and Front Lead, dated January 13, 2011 (the Registration Rights Agreement), which is filed hereto as Exhibit 4 and is incorporated herein by reference.

Under the Registration Rights Agreement, the Investors are granted demand registration rights pursuant to which the Issuer will cause the the Investor's Common Shares to be registered in a firm commitment underwritten offering if a majority of the Common Shares purchased by the Investors pursuant to the Purchase Agreement so elect, subject to certain limitations, qualifications and procedural requirements. In addition, the Investors are granted certain piggyback registration rights if the Issuer proposes to register any of its securities for its own account or on the account of another shareholder.

References to the Registration Rights Agreement set forth in this Schedule 13D are not intended to be complete and are qualified in their entirety by reference to the text of the Registration Rights Agreement, which is filed hereto as Exhibit 4 and is incorporated herein by reference.

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To the best knowledge of the Reporting Persons, except as set forth herein, the Reporting Persons and the entities and individuals named in response to Item 2 hereof have no other contracts, arrangements, understandings or relationships (legal or otherwise) with respect to securities of the Issuer.

Item 7. Materials to Be Filed as Exhibits

Exhibit 1 Joint Filing Agreement*

Exhibit 2 Purchase Agreement among the Issuer, the Investors and a certain other party thereto, dated December 30, 2010

Exhibit 3 Shareholders Agreement among the Issuer, the Investors and certain other parties thereto, dated January 13, 2011

Exhibit 4 Registration Rights Agreement among the Issuer, the Investors and a certain other party thereto, dated January 13, 2011*

* Previously filed with Schedule 13D dated January 21, 2011.

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Signatures

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: July 12, 2011

FOCUS MEDIA HOLDING LIMITED

By: /s/ Jason Nanchun Jiang

Name: Jason Nanchun Jiang

Title: Chief Executive Officer

JJ MEDIA INVESTMENT HOLDING LIMITED

By: /s/ Jason Nanchun Jiang

Name: Jason Nanchun Jiang

Title: Director

JASON NANCHUN JIANG

/s/ Jason Nanchun Jiang

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Schedule A
Directors and Executive Officers of Focus Media Holding Limited

NAME	CITIZENSHIP	PRINCIPAL OCCUPATION	RESIDENCE OR BUSINESS ADDRESS
Jason Nanchun Jiang	Singapore	Chief Executive Officer and Chairman of the Board of Directors	28-30F, Zhao Feng World Trade Building 369 Jiang Su Road, 200050, Shanghai, China
Fumin Zhuo	China	Director	Unit 3701, K.Wah Center, 1010 Huaihai Zhong Road, Shanghai 200031, China
Neil Nanpeng Shen	Hong Kong	Director	Room 460, Building 2, Hang Lung Plaza, No. 1366 Nanjing West Road, Shanghai, China
Charles Cao	United States	Director	20F, Ideal Plaza, 58 Bei Si Huan Xi Road, Haidian District, Beijing 100080, China
Daqing Qi	Hong Kong	Director	3F, Tower E3, Oriental Plaza, 1 East Chang An Avenue Beijing 100738, China
David Ying Zhang	United States	Director	Suite 2901, Nexus Center, No.19A, East 3rd Ring Road North, Chaoyang District, Beijing 100020, China
Ying Wu	United States	Director	Room 808, Block A, Huaye International Center, No.39 East 4th Ring Road, Chaoyang District, Beijing, China
Alex Deyi Yang	China	General Manager and Director	28-30F, Zhao Feng World Trade Building 369 Jiang Su Road, 200050, Shanghai, China
Kit Leong Low	Malaysia	Chief Financial Officer	Flat/Rm 2001, 20/F, The Centrium, 60 Wyndham Street, Hong Kong

Directors and Executive Officers of JJ Media Investment Holding Limited

NAME	CITIZENSHIP	PRINCIPAL OCCUPATION	RESIDENCE OR BUSINESS ADDRESS
Jason Nanchun Jiang	Singapore	Director	28-30F, Zhao Feng World Trade Building 369 Jiang Su Road, 200050, Shanghai, China

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Exhibit Index

- Exhibit 1 Joint Filing Agreement*
- Exhibit 2 Purchase Agreement among the Issuer, the Investors and a certain other party thereto, dated December 30, 2010
- Exhibit 3 Shareholders Agreement among the Issuer, the Investors and certain other parties thereto, dated January 13, 2011
- Exhibit 4 Registration Rights Agreement among the Issuer, the Investors and a certain other party thereto, dated January 13, 2011*
- * Previously filed with Schedule 13D dated January 21, 2011.