

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SEARCHMEDIA HOLDINGS LIMITED

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or Other Jurisdiction of
Incorporation or Organization)

77-0688094
(I.R.S. Employer
Identification No.)

Floor 13, Central Modern Building,
468 Xinhui Road, Shanghai, China
(Address of Principal Executive Offices)

200060
(Zip Code)

SearchMedia Holdings Limited Amended and Restated 2008 Share Incentive Plan
(Full Title of the Plan)

Joshua Weingard, Esq.
4400 Biscayne Boulevard
Miami, Florida 33137
(Name and Address of Agent for Service)

(305) 575-4602
Facsimile (305) 575-4130
(Telephone number, including area code, of agent for service)

With a copy to:
Michael Francis, Esq.
Akerman Senterfitt
One Southeast 3rd Avenue, 25th Floor
Miami, Florida 33131
(305) 374-5600
Facsimile (305) 374-5095

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee ⁽²⁾
Ordinary Shares, \$0.0001 par value per share	3,000,000	\$1.23	\$3,690,000	\$429

⁽¹⁾ In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

⁽²⁾ Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) on the basis of the average of the high and low prices of the Ordinary Shares on the NYSE Amex on September 22, 2011.

This Registration Statement will become effective upon filing in accordance with Rule 462(a) under the Securities Act.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information required by Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428(b)(1) and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission" or "SEC") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The SEC allows us to provide information about our business and other important information to you by “incorporating by reference” the information we file with the SEC, which means that we can disclose the information to you by referring in this prospectus to the documents we file with the SEC. Under the SEC’s regulations, any statement contained in a document incorporated by reference in this prospectus is automatically updated and superseded by any information contained in this prospectus, or in any subsequently filed document of the types described below.

We incorporate into this prospectus by reference the following documents filed by us with the SEC, each of which should be considered an important part of this prospectus:

- a) Our Annual Report on Form 20-F for the year ended December 31, 2010, filed with the SEC on June 30, 2011;
- b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the Registrant’s fiscal year ended December 31, 2010; and
- c) The description of the Company’s Ordinary Shares contained in the Company’s Current Report on Form 8-K, filed with the SEC on November 5, 2009.

In addition, all documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

We will provide to you, upon request, a copy of each of our filings at no cost. Please make your request by writing or telephoning us at the following address or telephone number:

SearchMedia Holdings Limited
Floor 13, Central Modern Building,
468 Xinhui Road, Shanghai, China 200060
Tel: (86)-21-6227-8018

You should rely only on the information incorporated by reference or provided in this prospectus or any supplement. We have not authorized anyone else to provide you with different information. You should not assume that the information in this prospectus or any supplement is accurate as of any date other than the date on the front of those documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Cayman Islands law does not limit the extent to which a company's articles of association may provide for the indemnification of its directors, officers, employees and agents except to the extent that such provision may be held by the Cayman Islands courts to be contrary to public policy. For instance, the provision purporting to provide indemnification against the consequences of committing a crime may be deemed contrary to public policy. In addition, an officer or director may not be indemnified for his or her own fraud, willful neglect or willful default.

Article 149 of the Company's articles of association make indemnification of directors and officers and advancement of expenses to defend claims against directors and officers mandatory on the part of the Company to the fullest extent allowed by law.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Memorandum and Articles of Association of SearchMedia Holdings Limited upon completion of redomestication. ⁽¹⁾
5.1	Opinion of Walkers.
10.1	SearchMedia Holdings Limited Amended and Restated 2008 Share Incentive Plan. ⁽²⁾
10.2	Amendment to the SearchMedia Holdings Limited Amended and Restated 2008 Share Incentive Plan
23.1	Consent of Walkers (included in Exhibit 5.1).
23.2	Consent of Bernstein & Pinchuk LLP
23.3	Consent of Marcum Bernstein & Pinchuk LLP.
24.1	Power of Attorney (set forth on the signature page to this Registration Statement).

Documents incorporated by reference to the indicated exhibit to the following filings by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934.

- (1) Incorporated by reference to Exhibit 3.3 of the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 5, 2009. (File No. 333-158336)
- (2) Incorporated by reference to Exhibit 10.13 of the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 5, 2009. (File No. 333-158336).

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - i. To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

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- ii. To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
- iii. To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;
- provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act of 1934 that are incorporated by reference in the Registration Statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (5) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Shanghai, China on the 27th day of September, 2011.

SEARCHMEDIA HOLDINGS LIMITED

By: /s/ Wilfred Chow
Wilfred Chow
Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Wilfred Chow and Joshua Weingard, and each of them acting alone, his true and lawful attorneys-in-fact and agents, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Paul Conway</u> Paul Conway	Chief Executive Officer (Principal Executive Officer)	September 27, 2011
<u>/s/ Wilfred Chow</u> Wilfred Chow	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 27, 2011
<u>/s/ Robert Fried</u> Robert Fried	Chairman of the Board	September 27, 2011
<u>/s/ Chi-Chuan Chen</u> Chi-Chuan (Frank) Chen	Director	September 27, 2011
<u>/s/ Steven D. Rubin</u> Steven D. Rubin	Director	September 27, 2011
<u>/s/ Peter W. H. Tan</u> Peter W. H. Tan	Director	September 27, 2011
Qinying Liu	Director	

EXHIBIT INDEX

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27 September 2011

SearchMedia Holdings Limited

Our Ref: RM/ca/10692-108055

Dear Sirs

SEARCHMEDIA HOLDINGS LIMITED

We have been asked to provide this opinion in connection with the preparation and filing with the Securities and Exchange Commission a Registration Statement on Form S-8 (the "**Registration Statement**") by SearchMedia Holdings Limited (the "**Company**") in relation to registering 3,000,000 ordinary shares of the Company's share capital that may be issued pursuant to the Plan (as defined in Schedule 1). For the purposes of giving this opinion, we have examined and relied upon the originals, copies or certified translations of the documents listed in Schedule 1.

In giving this opinion we have relied upon the assumptions set out in Schedule 2, which we have not independently verified.

We are Cayman Islands' Attorneys at Law and express no opinion as to any laws other than the laws of the Cayman Islands in force and as interpreted at the date of this opinion. We have not, for the purposes of this opinion, made any investigation of the laws, rules or regulations of any other jurisdiction.

Based upon the foregoing examinations and assumptions and upon such searches as we have conducted and having regard to legal considerations which we consider relevant, and subject to the qualifications set out in Schedule 3, and under the laws of the Cayman Islands, we give the following opinions in relation to the matters set out below.

1. The Company is an exempted company duly incorporated with limited liability, validly existing under the laws of the Cayman Islands and is in good standing with the Registrar of Companies in the Cayman Islands.
2. Based solely upon our examination of the Register of Writs and other Originating Process of the Grand Court (the "**Court Register**") on 23 September 2011 (the "**Search Date**"), we confirm that, as at 09.00am on the Search Date (the "**Search Time**"), there are no actions, suits or proceedings pending against the Company before the Grand Court and no steps have been, or are being, taken compulsorily to wind up the Company.

Walkers

Walker House, 87 Mary Street, George Town

Grand Cayman KY1-9001, Cayman Islands

T +1 345 949 0100 F +1 345 949 7886 www.walkersglobal.com

3. The Company has reserved 3,000,000 ordinary shares of the Company for issue pursuant to the Plan;
4. Each of the 3,000,000 ordinary shares of the Company issuable by the Company as contemplated by the Plan will upon issuance in accordance with the terms of the Resolutions and having been entered in the register of members of the Company, be a validly issued and fully paid, non-assessable ordinary share of the Company.
5. Section 38 of the Companies Law provides that, inter alia, every “person who has agreed to become a member of a company and whose name is entered on the register of members shall be deemed to be a member of the company”. Section 48 of the Companies Law provides that the “register of members shall be prima facie evidence of any matter by this law directed or authorised to be inserted therein”.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein. This opinion is given solely for your benefit and the benefit of your legal advisers acting in that capacity in relation to this transaction and may not be relied upon by any other person without our prior written consent.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement

This opinion shall be construed in accordance with the laws of the Cayman Islands.

Yours faithfully

/s/ **WALKERS**

WALKERS

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The Registration by way of Continuation dated 29 October 2009, the Certificate of Incorporation on Change of Name dated 30 October 2009, and the Memorandum and Articles of Association adopted on 29 October 2009 pursuant to special resolution dated 31 March 2009 (the “**Memorandum and Articles of Association**”), copies of which have been provided to us by its registered office in the Cayman Islands (together the “**Company Records**”).
2. A copy of a letter from Continental Stock Transfer & Trust Company dated 30 August 2011 confirming the number of authorised and issued shares of the Company as at 29 August 2011 (the “**Share Confirmation**”).
3. The Register of Writs and other Originating Process of the Grand Court kept at the Clerk of Court’s Office, George Town, Grand Cayman as at the Search Date.
4. A Certificate of Good Standing dated 22 September 2011 in respect of the Company issued by the Registrar of Companies in the Cayman Islands (the “**Certificate of Good Standing**”).
5. A copy of an extract of minutes of meetings of the board of directors of the Company held on 13 August 2010 and 22 July 2011 setting out the relevant resolutions adopted at such meetings (the “**Resolutions**”).
6. A copy of the Amended and Restated 2008 Share Incentive Plan initially approved at a meeting of the shareholders of the Company on 27 October 2009 and amended at a meeting of the shareholders of the Company on 13 September 2011 as provided to us by the Company (the “**Plan**”).

SCHEDULE 2
ASSUMPTIONS

1. The Memorandum and Articles of Association reviewed by us are the Memorandum and Articles of Association of the Company in force at the date hereof.
2. The Company Records are complete and accurate and constitute a complete and accurate record of the business transacted and resolutions adopted by the Company and all matters required by law and the Memorandum and Articles of Association of the Company to be recorded therein are so recorded.
3. There are no records of the Company (other than the Company Records), agreements, documents or arrangements other than the documents expressly referred to herein as having been examined by us which materially affect, amend or vary the transactions envisaged in the Documents or restrict the powers and authority of the Directors of the Company in any way or which would affect any opinion given herein.
4. The records of the Company which we have specifically not reviewed, do not disclose anything which would affect any opinion given herein.
5. The Share Confirmation is complete and accurate in all respects and no further shares in the Company have been issued since 29 August 2011.
6. The Court Register constitutes a complete record of the proceedings before the Grand Court as at the Search Time.
7. The Resolutions were duly adopted at duly convened meetings of the board of directors and such meetings were held and conducted in accordance with the Articles of Association of the Company.
8. The Resolutions remain in full force and effect and have not been revoked or varied.
9. No resolution voluntarily to wind up the Company has been adopted by the members and no event of a type which is specified in the Company's articles of association as giving rise to the winding up of the Company (if any) has in fact occurred.
10. In connection with any issuance of ordinary shares of the Company as contemplated by the Resolutions, the Company will receive consideration (in the determination of the Directors) in money or money's worth which exceeds the par value of the ordinary shares so issued.

SCHEDULE 3**QUALIFICATIONS**

1. Every conveyance or transfer of property, or charge thereon, and every payment obligation and judicial proceeding, made, incurred, taken or suffered by a company at a time when that company was unable to pay its debts within the meaning of section 93 of the Companies Law, and made or granted in favour of a creditor with a view to giving that creditor a preference over the other creditors of the company, would be invalid pursuant to section 145(1) of the Companies Law, if made, incurred, taken or suffered within the six months preceding the commencement of a liquidation of the Company. Such actions will be deemed to have been made with a view to giving such creditor a preference if it is a “related party” of the company. A creditor shall be treated as a related party if it has the ability to control the company or exercise significant influence over the company in making financial and operating decisions.
2. Any disposition of property made at an undervalue by or on behalf of a company and with an intent to defraud its creditors (which means an intention to wilfully defeat an obligation owed to a creditor), shall be voidable:
 - (a) under section 146(2) of the Companies Law at the instance of the company’s official liquidator; and
 - (b) under the Fraudulent Dispositions Law, at the instance of a creditor thereby prejudiced,provided that in either case, no such action may be commenced more than six years after the date of the relevant disposition.
3. If any business of a company has been carried on with intent to defraud creditors of the company or creditors of any other person or for any fraudulent purpose, the Court may declare that any persons who were knowingly parties to the carrying on of the business of the company in such manner are liable to make such contributions, if any, to the company’s assets as the Court thinks proper.
4. Our opinion as to good standing is based solely upon receipt of the Certificate of Good Standing. The term “good standing” as used herein means that the Company is not currently in breach of its obligations to file the annual return, and pay the annual filing fees, due for the current calendar year, and having regard to any grace periods permitted under the Companies Law.
5. Based on the decision in the English case of *Houldsworth v City of Glasgow Bank* (1880) 5 App Cas 317 HL, in the event of a misrepresentation by a Company on which a shareholder relied in agreeing to subscribe for shares in such Company, the shareholder may be entitled to rescind the share subscription agreement and thereafter claim damages against such Company for any additional loss suffered as a

result of the misrepresentation. Such a claim for damages will not arise unless and until the shareholder has successfully rescinded the share subscription agreement. A shareholder may be barred from rescinding on the grounds of delay or affirmation and if such Company is wound up (whether voluntarily or compulsorily), such shareholder will lose the right to rescind the share subscription agreement.

6. The Court Register may not reveal whether an application for the appointment of a liquidator or a receiver has been presented to the Courts or whether any out of court appointment of a liquidator or a receiver has occurred. The Court Register may not reveal whether any pleadings filed subsequently to an originating process by which new causes of action and/or new parties are or may be added (including amended pleadings, counterclaims and third party notices) have been filed with the Grand Court prior to 8 December 2008 and they may not be updated every day.

**AMENDMENT
TO THE
SEARCHMEDIA HOLDINGS LIMITED AMENDED AND RESTATED
2008 SHARE INCENTIVE PLAN**

Effective September 13, 2011

This amendment to the SearchMedia Holdings Limited Amended and Restated 2008 Share Incentive Plan (the "2008 Plan") amends Article 3, Section 3.1(a) of the 2008 Plan to read as follows:

"Subject to the provisions of Article 8 and Section 3.1(b), the aggregate number of Shares which may be issued or transferred pursuant to Awards under the Plan is 3,000,000."



Bernstein & Pinchuk
ACCOUNTANTS AND CONSULTANTS

Exhibit 23.2

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of SearchMedia Holdings Limited (the "Company") on Form S-8 of our report dated October 29, 2010 with respect to our audits of the consolidated financial statements of the Company as of December 31, 2009 and for the two-year period then ended December 31, 2009 appearing in the Annual Report on Form 20-F of the Company for the year ended December 31, 2010. We resigned as auditors on April 22, 2011 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements appearing in such Prospectus for the periods after the date of our resignation.

/s/Bernstein & Pinchuk LLP
New York
September 27, 2011

Bernstein & Pinchuk LLP

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www.bpaccountants.com

Members of the AICPA and NYSSCPAs / PCAOB Registered





Exhibit 23.3

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of SearchMedia Holdings Limited (the "Company") on Form S-8 of our report dated June 30, 2011, which includes an explanatory paragraph as to the Company's ability to continue as a going concern with respect to our audit of the consolidated financial statements of the Company as of December 31, 2010 and for the year then ended appearing in the Annual Report on Form 20-F of the Company for the year ended December 31, 2010.

/s/ Marcum Bernstein & Pinchuk LLP
New York
September 27, 2011



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