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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 6-K**

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

April 18, 2011

Commission File Number: 001-33800

**SearchMedia Holdings Limited**

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(Translation of registrant's name into English)

Cayman Islands

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(Jurisdiction of incorporation or organization)

13F Central Modern Building  
488 Xin Hua Rd, Putuo District  
Shanghai, China, 200060

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(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:  Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:  Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

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The practice of Bernstein & Pinchuk LLP ("B&P"), independent registered public accounting firm of SearchMedia Holdings Limited (the "Company"), entered into a joint venture agreement with Marcum LLP and formed Marcum Bernstein & Pinchuk LLP ("MarcumBP") in a transaction pursuant to which B&P merged its China operations into MarcumBP and certain of the professional staff of B&P joined MarcumBP as employees of MarcumBP (the "Merger"). Accordingly, B&P effectively resigned as the Company's independent registered public accounting firm and MarcumBP became the Company's independent registered public accounting firm. B&P's resignation was communicated to the Company on April 22, 2011 via letter dated April 18, 2011. The change in the Company's independent registered public accounting firm was approved by the Audit Committee of the Company's Board of Directors on April 22, 2011.

The principal accountant's reports of B&P on the financial statements of the Company as of and for the years ended December 31, 2009 and December 31, 2008 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2009 and December 31, 2008 and through the effective date of the Merger, there were no disagreements with B&P on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which if not resolved to B&P's satisfaction would have caused it to make reference thereto in connection with its reports on the financial statements for such years. During the years ended December 31, 2009 and December 31, 2008 and through April 12, 2011, the effective date of the Merger, there were no reportable events of the type described in Item 304(a)(1)(v) of Regulation S-K.

During the years ended December 31, 2009 and December 31, 2008 and through April 12, 2011, the effective date of the Merger, the Company did not consult with MarcumBP with respect to any of (i) the application of accounting principles to a specified transaction, either completed or proposed; (ii) the type of audit opinion that might be rendered on the Company's financial statements; or (iii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K) or an event of the type described in Item 304(a)(1)(v) of Regulation S-K.

The Company provided B&P with a copy of the foregoing disclosure and requested B&P to furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the statements made therein. A copy of such letter, dated April 22, 2011, furnished by Bernstein & Pinchuk LLP, is filed as Exhibit 16.1 to this Form 6-K.

The Company's press release dated April 22, 2011 is attached hereto as Exhibit 99.1.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SearchMedia Holdings Limited

Date: April 22, 2011

By: Paul Conway

Name: Paul Conway

Title: Chief Executive Officer

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
16.1	Letter to the SEC from Bernstein & Pinchuk dated April 22, 2011
99.1	Press Release Dated April 22, 2011

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***EXHIBIT 16.1***

April 22, 2011

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-7561

We have read the Form 6-K for SearchMedia Holdings Limited dated April 22, 2011, to be filed with the Securities and Exchange Commission. We agree with the statements concerning our Firm in such Form 6-K; we are not in a position to agree or disagree with other statements of for SearchMedia Holdings Limited contained therein.

/s/ Bernstein & Pinchuk LLP

Bernstein & Pinchuk LLP

## **SearchMedia Confirms Ongoing Engagement of Independent Auditors**

### **Form 6-K Required due to Bernstein & Pinchuk LLP's Joint Venture with Marcum LLP**

Shanghai, China, April 22, 2011 — SearchMedia Holdings Limited (“SearchMedia” or the “Company”) (NYSE Amex: IDI, IDI.WS), one of China’s leading nationwide multi-platform media companies, today filed a Form 6-K confirming that it will continue its relationship with its current auditors, Bernstein & Pinchuk (“B&P”), by retaining the newly formed entity, Marcum Bernstein & Pinchuk LLP (“MarcumBP”). As detailed in the Form 6-K filed with the U.S. Securities and Exchange Commission, as a result of the joint venture agreement with Marcum LLP, B&P resigned to allow the Company to enter into a new engagement with the newly formed entity MarcumBP, which will replace B&P moving forward. The joint venture does not disrupt or alter the location of or the composition of the existing audit team working with SearchMedia.

B&P had been engaged by the Company to audit its financial statements since May 2010 and provided its audit report for the Company’s financial statements for the years ended December 31, 2009 and December 31, 2008. During these fiscal years and the subsequent interim period, B&P’s reports did not contain an adverse opinion or disclaimer of opinion, were not qualified or modified and contained no disagreements on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

In accordance with the recommendation of the Company’s Audit Committee, the Company has engaged MarcumBP as its independent registered public accounting firm effective immediately.

#### **About SearchMedia**

SearchMedia is a leading nationwide multi-platform media company and one of the largest operators of integrated outdoor billboard and in-elevator advertising networks in China. SearchMedia operates a network of high-impact billboards and one of China’s largest networks of in-elevator advertisement panels in 50 cities throughout China. SearchMedia’s core outdoor billboard and in-elevator platforms enable it to provide multi-platform, “one-stop shop” services for its local, national and international advertising clients.

#### **Forward-Looking Statements**

Any statements contained in this press release that do not describe historical facts, including statements about SearchMedia’s beliefs and expectations, may constitute forward-looking statements as that term is defined by the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expect,” “anticipate,” “future,” “intend,” “plan,” “believe,” “estimate,” “confident” and similar statements. Any forward-looking statements contained herein are based on current expectations, but are subject to a number of risks and uncertainties that may cause actual results to differ materially from expectations. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement, including the risks as outlined in the Company’s filings with the U.S. Securities and Exchange Commission. SearchMedia cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. SearchMedia does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement to reflect any change in the Company’s expectations or any change in events, conditions or circumstances on which any such statement is based.

For more information, please contact:

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