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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

January 23, 2012

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)

Floor 13, Central Modern Building  
468 Xinhui Road  
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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Fifth Amendment to Share Exchange Agreement

On January 17, 2012, SearchMedia Holdings Limited (the "Company"), Earl Yen, the representative for China Seed Ventures, L.P., and on January 23, 2012, Qinying Liu, the management shareholder representative, entered into the Fifth Amendment (the "Amendment") to the Agreement and Plan of Merger, Conversion and Share Exchange, dated as of March 31, 2009, as amended (the "Agreement and Plan of Merger"). The sole purpose of the Amendment was to delete in its entirety Section 12.4 of the Agreement and Plan of Merger pertaining to the composition of the Board of Directors of the Company.

Below is the text of Section 12.4 of the Agreement and Plan of Merger, which was deleted in its entirety pursuant to the Amendment:

"Board Composition. Ideation shall take such action, including amending its bylaws, as may be required to cause the number of directors constituting the Combined Board immediately after the Closing to consist of eight (8) persons, for a period commencing on the Closing Date and ending not sooner than the third anniversary of the Closing Date. Ideation shall have received the resignation of a sufficient number of current directors (which resignation may be conditioned upon the Closing of the Share Exchange) to allow for the election of the Director Nominees pursuant to this Section, and the remaining members of the Ideation Board shall have elected the other Director Nominees (as hereafter defined) as members of the Combined Board, effective upon the Closing, to fill the vacancies created by such increase in the size of the board and such resignations. Each Director Nominee shall serve as a director for a term expiring at ID Cayman's next annual meeting of stockholders following the Closing Date and until his or her successor is elected and qualified. "Director Nominees" means (i) four (4) persons nominated by the Ideation Representative (at least two (2) of whom shall be "independent directors" as such term is defined in the rules and regulations of AMEX ("Independent Directors") and at least one (1) of whom must be a non-U.S. citizen) and (ii) four (4) persons nominated by the SM Shareholders' Representatives in accordance with Section 16.5(b) of this Agreement (i.e., by a majority in number of such SM Shareholders' Representatives), at least three (3) of whom shall be Independent Directors, and at least three (3) of whom shall be non-U.S. citizens."

Press Release Issued February 8, 2012

On February 8, 2012, the Company issued the following press release attached as Exhibit 99.1.

This Form 6-K is being incorporated by reference into the Registrant's Form F-3 Registration Statement File No. 333-176634.

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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: February 8, 2012

By: Paul Conway

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Name: Paul Conway

Title: Chief Executive Officer

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## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release Issued February 8, 2012

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## Exhibit 99.1

### SearchMedia Announces Direct Equity Control of its Subsidiaries; Termination of VIE Structure

Shanghai, China, February 8, 2012 — SearchMedia Holdings Limited (“SearchMedia” or the “Company”) (NYSE Amex: IDI, IDI.WS), one of China’s leading nationwide multi-platform media companies, today announced that it now has direct equity control of its subsidiaries and has terminated its Variable Interest Equity (“VIE”) structure.

The Company believes that having full equity and operational control of subsidiaries is more advantageous to the Company and its shareholders since the Company’s subsidiary Ad-Icon Company Limited now meets the various regulatory requirements under Chinese law necessary for direct operation in the media industry.

Mr. Wilfred Chow, Chief Financial Officer of SearchMedia, commented, “We are pleased to have terminated our VIE structure as we now have direct equity control of our subsidiaries. The VIE structure has come under significant scrutiny recently in China and carries with it many of the operational risks outlined in our public filings. In addition to elimination of these uncertainties and added transparency, the termination of our VIE structure will eliminate certain liabilities of the Company and reduce certain ongoing expenses.”

#### **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 are complemented by its transit advertising platform, which together enable it to provide multi-platform, “one-stop shop” services for its local, national and international advertising clients. Learn more at [www.searchmediaholdings.com](http://www.searchmediaholdings.com).

#### **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. Potential risks and uncertainties include, but are not limited to risks that there are uncertainties and matters beyond the control of management; whether the termination of the VIE structure will eliminate certain liabilities and reduce certain ongoing expenses; and other risks 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, except as required by law.

For more information, please contact:  
Paul Conway, 0118613918844646

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