

VISIONCHINA MEDIA INC.
Form NT 20-F
April 29, 2016

UNITED STATES

SEC FILE NUMBER

SECURITIES AND EXCHANGE COMMISSION 001-33821

Washington, D.C. 20549

FORM 12b-25

CUSIP NUMBER

92833U103

NOTIFICATION OF LATE FILING

(Check one):

☐ Form 10-K ☒ Form 20-F ☐ Form 11-K ☐ Form 10-Q ☐ Form 10-D ☐ Form N-SAR ☐ Form N-CSR

For Period Ended: **December 31, 2015**

☐ Transition Report on Form 10-K

☐ Transition Report on Form 20-F

☐ Transition Report on Form 11-K

☐ Transition Report on Form 10-Q

☐ Transition Report on Form N-SAR

For the Transition Period Ended: _____

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:
Not applicable

PART I — REGISTRANT INFORMATION

VisionChina Media Inc.

Full Name of Registrant

Former Name if Applicable

1/F Block No.7 Champs Elysees

Nongyuan Road, Futian District

Address of Principal Executive Office (*Street and Number*)

Shenzhen 518040, People's Republic of China

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

(a) The
reason
described in
reasonable
detail in Part
III of this
form could
not be
eliminated
without
unreasonable
effort or
expense

x

(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

VisionChina Media Inc. (the “Company”) respectfully notifies the Securities and Exchange Commission that the Company is unable to file its annual report on Form 20-F for the year ended December 31, 2015 (the “Form 20-F”) on or before the prescribed due date of May 2, 2016 without unreasonable effort or expense, as it needs additional time to prepare and review its consolidated financial statements as of and for the year ended December 31, 2015 and notes thereto, as well as to complete its assessment of the effectiveness of its internal control over financial reporting.

The Company’s management expects that the Form 20-F will be filed within the fifteen-day grace period permitted by Rule 12b-25 under the Securities Exchange Act of 1934, as amended.

Forward-Looking Statements

This notification on Form 12b-25 includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, both as amended by the U.S. Private Securities Litigation Reform Act of 1995. The words “expects” and “intends” and similar terms and phrases are used in this notification to identify forward-looking statements, including statements regarding the estimated timing for the filing of the Company’s Form 20-F. Risks, uncertainties and assumptions that could affect the Company’s forward-looking statements include, among other things, the time needed for the Company to finalize and file its Form 20-F. Unless required by law, the Company expressly disclaims any obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Limin Li (86 755) 8293-2222
(Name) (Area Code) (Telephone Number)

Have all other
periodic
reports
required
under Section
13 or 15(d) of
the Securities
Exchange Act
of 1934 or
Section 30 of
the
Investment
Company Act
(2) of 1940
during the
preceding 12
months or for
such shorter
period that the
registrant was
required to
file such
report(s) been
filed ? If
answer is no,
identify
report(s).
Yes x No o

(3)) Is it
anticipated
that any
significant
change in
results of
operations
from the
corresponding
period for the
last fiscal year
will be
reflected by
the earnings
statements to
be included in
the subject
report or
portion

thereof?

Yes ☒ No ☐

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

As of the date hereof, the Company has not yet finalized its consolidated financial statements as of and for the year ended December 31, 2015 to be included in the Form 20-F, nor the other disclosures required therein. However, the Company anticipates the following significant changes in results of operations from the last fiscal year will be reflected in the consolidated financial statements to be included in the Form 20-F. The Company estimates that revenues for the year ended December 31, 2015 were approximately in the range of \$78.5 million to \$79.5 million, a decrease of approximately 24.4% to 23.4% from the year ended December 31, 2014. The decrease was primarily a result of the Company's termination of certain unprofitable exclusive concession contracts related to advertisements in mass transportation systems. The Company estimates that net loss attributable to its shareholders for the year ended December 31, 2015 was approximately in the range of \$19.3 million to \$19.9 million, compared with a net loss attributable to shareholders of \$31.1 million in 2014. The decrease in net loss attributable to shareholders was primarily a result of the Company's termination of certain unprofitable exclusive concession contracts related to advertisements in mass transportation systems.

The financial data presented above are subject to revision based upon the completion of the Company's consolidated financial statements as of and for the year ended December 31, 2015.

VisionChina Media Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: **April 29, 2016** By: /s/ Limin Li
Name: **Limin Li**
Title: **Chairman of the Board of
Directors and Chief Executive Officer**

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).