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OMB Number: 3235-0058 Expires: May 31, 2012 Estimated average burden hours per response ... 2.50

SEC FILE NUMBER 0001-33800

CUSIP NUMBER G8005Y 106

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

FORM 12b-25

NOTIFICATION OF LATE FILING

☑ Form 10-K o Form 20-F o Form 11-K o Form 10-Q o Form 10-D o Form N-SAR o Form N-CSR

		For Period Ended: DECEMBER 31, 2009
		o Transition Report on Form 10-K
		o Transition Report on Form 20-F
		o Transition Report on Form 11-K
		o Transition Report on Form 10-Q
		o Transition Report on Form N-SAR
		For the Transition Period Ended:
		Read Instruction (on back page) Before Preparing Form. Please Print or Type. Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.
If the not	tification	relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:
PART I	— REG	SISTRANT INFORMATION
SearchM	edia Ho	ldings Limited
Full Nan	ne of Reg	gistrant
Former N	Name if A	Applicable
15A Zha	o Feng U	Jniverse Building, 1800
Address	of Princi	ipal Executive Office (Street and Number)
Zhong Sl	han Xi L	ou, Shanghai, China 200235
City, Stat	te and Zi	ip Code
PART II	— RUI	LES 12b-25(b) AND (c)
		ort could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be ck 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
0	(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

PART III — NARRATIVE

(c)

(Check one):

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.

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

SearchMedia Holdings Limited (the "Company") is unable to file its Annual Report on Form 10-K for the year ended December 31, 2009 (the "Form 10-K") prior to the filing deadline because the Company needs additional time to complete the required information in the Form 10-K following the Company's acquisition of SearchMedia International Limited on October 30, 2009. The Company's review of its 2009 financial results is taking longer than anticipated as the Company is assessing the materiality of certain uncollectible accounts receivable related to sales generated primarily in the in-elevator business, which the Company believes will likely result in significant adjustments from previously disclosed estimated financial results for 2009. Furthermore, the Company needs additional time to complete its review of the reverse capitalization structure and other matters which are still being reviewed. The delay could not be cured without unreasonable effort or expense.

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.							

(Attach extra Sheets if Needed) PART IV — OTHER INFORMATION

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

	PAUL CONWAY (Name)			2164403190 (Telephone Number))					
(2)	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 Compan 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, ide report(s).									
	• •				Yes ☑	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?									
	, 1				Yes o	No 🗵				
	If so, attach an explanation of the anticipated change, both narratively at the results cannot be made.	nd quantitatively,	and, if appropriate, s	tate the reasons why a reason	nable esti	mate of				
			_							
		Holdings Limite								
	(Name of Registrant	t as Specified in	Charter)							
has o	caused this notification to be signed on its behalf by the undersigned hereu	nto duly authoriz	zed.							
Date	e April 1, 2010	Ву	/s/ Paul Conway							
			PAUL CONWAY							

CHIEF EXECUTIVE OFFICER