

Tiger Media, Inc.
Form 3
March 24, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â TAN WEI HAN</p> <p>(Last) (First) (Middle)</p> <p>C/O TIGER MEDIA, INC., Â 2650 N. MILITARY TRAIL, SUITE 300</p> <p>(Street)</p> <p>BOCA RATON, Â FL Â 33431</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/20/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Tiger Media, Inc. [IDI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Co-Chief Executive Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 70,000 | D | Â |
| Common Stock ⁽¹⁾ | 160,000 | I | See footnote ⁽²⁾ |
| Common Stock ⁽¹⁾ | 1,929 | I | See footnote ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Options ⁽¹⁾ | Â ⁽⁴⁾ | 02/08/2022 | Common Stock | 15,000 | \$ 5.3 | D | Â |
| Stock Options ⁽¹⁾ | Â ⁽⁵⁾ | 02/13/2022 | Common Stock | 80,000 | \$ 5.5 | D | Â |
| Stock Options ⁽¹⁾ | Â ⁽⁶⁾ | 11/11/2023 | Common Stock | 30,000 | \$ 8.1 | D | Â |
| Restricted Stock Units ⁽¹⁾ | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 99,800 | \$ ⁽⁸⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TAN WEI HAN C/O TIGER MEDIA, INC., 2650 N. MILITARY TRAIL, SUITE 300 BOCA RATON, FL 33431 | Â X | Â | Â Co-Chief Executive Officer | Â |

Signatures

/s/ Peter W.H.
Tan

03/23/2015

^{**}Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Form 3 is being filed as a result of the determination by the Issuer that, in accordance with Rule 3b-4 under the Securities Exchange

- (1) Act of 1934, as amended (the "Act"), it is no longer a foreign private issuer and is now subject to the reporting requirements of the Act and the rules thereunder applicable to a U.S. domestic issuer.
- (2) Represents shares held by TGC Partners Limited ("TGC Partners"). Mr. Tan is the sole member and management director of TGC Partners.
- (3) Represents shares held by TGC Financial Partners Limited ("TGC Financial"). Mr. Tan owns 51% of TGC Financial.
- (4) Fully vested and immediately exercisable.
- (5) The stock options were granted on February 13, 2012 and vest in three equal annual installments beginning on the first anniversary of the grant date, subject to the terms of Mr. Tan's employment agreement.
- (6) The stock options were granted on November 11, 2013 and vest in three equal annual installments beginning on the first anniversary of the grant date, subject to the terms of Mr. Tan's employment agreement.

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- (7) The restricted stock units vest on the earlier of July 28, 2015 or an involuntary separation from service from Tiger Media, Inc. other than for cause.
- (8) Each restricted stock unit represents the right to receive one share of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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