

ION MEDIA NETWORKS INC.

Form 15-12G

February 29, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 15  
CERTIFICATION AND NOTICE OF TERMINATION OF  
REGISTRATION UNDER SECTION 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934 OR  
SUSPENSION OF DUTY TO FILE REPORTS UNDER  
SECTIONS 13 AND 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934.**

**Commission File Number: 1-13452**

**ION Media Networks, Inc.**

(Exact name of registrant as specified in its charter)

**601 Clearwater Park Road, West Palm Beach, FL 33401, 561-659-4122**

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

**Class A Common Stock, \$.001 par value**

(Title of each class of securities covered by this Form)

**None**

(Titles of all other classes of securities for which a duty  
to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate  
or suspend the duty to file reports:

|                  |                                     |                      |                                     |
|------------------|-------------------------------------|----------------------|-------------------------------------|
| Rule 12g-4(a)(1) | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(i)  | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(2) | <input type="checkbox"/>            | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/>            |
|                  | <input type="checkbox"/>            | Rule 12h-3(b)(2)(i)  | <input type="checkbox"/>            |
|                  | <input type="checkbox"/>            | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/>            |
|                  |                                     | Rule 15d-6           | <input type="checkbox"/>            |

Approximate number of holders of record as of the certification or notice date: 1

Pursuant to the requirements of the Securities Exchange Act of 1934, ION Media Networks, Inc. has caused this  
certification/notice to be signed on its behalf by the undersigned duly authorized person.

**ION Media Networks, Inc.**

Date: February 29, 2008

By: /s/ R. Brandon Burgess

Name: R. Brandon Burgess

Title: Chief Executive Officer and  
President