

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
May 25, 2021
2. SEC Identification Number
22401
3. BIR Tax Identification No.
000-491-007
4. Exact name of issuer as specified in its charter
PRIME MEDIA HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation
Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
16TH FLOOR BDO TOWERS VALERO, 8741 PASEO DE ROXAS MAKATI CITY
Postal Code
1227
8. Issuer's telephone number, including area code
8831-4479
9. Former name or former address, if changed since last report
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10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON	700,298,616
PREFERRED	14,366,260

11. Indicate the item numbers reported herein
Item 9 Other Events

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Prime Media Holdings, Inc.

PRIM

PSE Disclosure Form 4-30 - Material Information/Transactions

References: SRC Rule 17 (SEC Form 17-C) and Sections 4.1 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Memorandum of Understanding

Background/Description of the Disclosure

The Corporation, RYM Business Management Corp. ("RYM") (the parent company of the Corporation), and shareholders holding 99.99% of Philippine Collective Media Corporation ("PCMC") ("PCMC Shareholders"), have entered into a Memorandum of Understanding (MOU), whereby the parties set forth their intention to work together to transform the Corporation into a viable and operational enterprise. PCMC is a domestic corporation currently engaged in the business of radio and television broadcasting with active radio stations, frequencies and permits as well as a national franchise granted through Republic Act No. 11508

The parties are considering a share-for-share swap transaction whereby PCMC Shareholders will exchange their respective shares in PCMC for shares of common stock in the Corporation in order to gain majority ownership and control of the Corporation. In turn, the Corporation shall acquire PCMC, which will become the Corporation's wholly-owned subsidiary.

Under the MOU, the PCMC shareholders shall cause the appraisal of PCMC's assets to enable the preparation of an audited financial statement and determine its valuation as of 30 April 2021. The parties are likewise given a period of 30 days to conduct their respective due diligence and thereafter execute such Definitive Agreements to implement the share-for-share swap transaction.

This MOU with PCMC is intended to implement the plan of the Corporation to enter the media and broadcasting sector. The pending transaction with New Era Empire Realty Corp. ("New Era") is not affected by this MOU and New Era has no objections to the execution of this new MOU.

Other Relevant Information

none

Filed on behalf by:

Name	Maila Lourdes De Castro
Designation	Corporate Secretary, Compliance Officer and Data Privacy Officer