

# 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)  
Oct 13, 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 (FORMERLY CITIBANK TOWER), 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 4-4 - Amendments to By-Laws References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

#### Subject of the Disclosure

FURTHER AMENDMENT OF BY-LAWS TO AUTHORIZE HOLDING OF VIRTUAL MEETINGS BY THE STOCKHOLDERS, BOARD OF DIRECTORS AND BOARD COMMITTEES

#### Background/Description of the Disclosure

On 13 October 2021, the Board of Directors and the Company's stockholders resolved to further amend the By-laws to authorize the holding of virtual meetings by the stockholders, Board of Directors and the Board Committees in accordance with the provisions of the Revised Corporation Code, SEC Memorandum Circular No. 06, Series of 2020, among others.

<b>Date of Approval by Board of Directors</b>	Oct 13, 2021
<b>Date of Approval by Stockholders</b>	Oct 13, 2021
<b>Other Relevant Regulatory Agency, if applicable</b>	The Securities and Exchange Commission
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	TBA
<b>Date of Approval by Securities and Exchange Commission</b>	TBA
<b>Date of Receipt of SEC approval</b>	TBA

#### Amendment(s)

Article and Section Nos.	From	To
Article I Section 1	PLEASE SEE ATTACHED	PLEASE SEE ATTACHED
Article II Section 5	PLEASE SEE ATTACHED	PLEASE SEE ATTACHED
Article II Section 6	PLEASE SEE ATTACHED	PLEASE SEE ATTACHED
Article III Section 2	PLEASE SEE ATTACHED	PLEASE SEE ATTACHED

#### Rationale for the amendment(s)

The additional amendment to authorize holding of virtual meetings by the stockholders, board of directors and board committees not only recognizes the technological advancements that can enhance participation in the shareholder, board and committee meetings, but also the imperative consideration for safety and health especially with the ongoing COVID-19 pandemic.

**The timetable for the effectivity of the amendment(s)**

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

**Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any**

none

**Other Relevant Information**

none

**Filed on behalf by:**

<b>Name</b>	Joanna Manzano
<b>Designation</b>	Junior Compliance Officer

# Prime Media Holdings, Inc.

## PRIM

### PSE Disclosure Form 4-4 - Amendments to By-Laws

#### *References:*

*SRC Rule 17 (SEC Form 17-C) and  
Section 4.4 of the Revised Disclosure Rules*

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#### Subject of the Disclosure

**FURTHER AMENDMENT OF BY-LAWS TO AUTHORIZE HOLDING OF VIRTUAL MEETINGS BY THE STOCKHOLDERS, BOARD OF DIRECTORS AND BOARD COMMITTEES**

#### Background/Description of the Disclosure

On 13 October 2021, the Board of Directors and the Company's stockholders resolved to further amend the By-laws to authorize the holding of virtual meetings by the stockholders, Board of Directors and the Board Committees in accordance with the provisions of the Revised Corporation Code, SEC Memorandum Circular No. 06, Series of 2020, among others.

<b>Date of Approval by Board of Directors</b>	<input type="text" value="Oct. 13"/> CalendarTBAN/A
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<b>Date of Approval by Stockholders</b>	<input type="text" value="Oct. 13"/> CalendarTBAN/A
<b>Other Relevant Regulatory Agency, if applicable</b>	<input type="text" value="The Securities and Exchange Commission"/>
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	<input type="text" value="TBA"/> CalendarTBAN/A
<b>Date of Approval by Securities and Exchange Commission</b>	<input type="text" value="TBA"/> CalendarTBAN/A
<b>Date of Receipt of SEC approval</b>	<input type="text" value="TBA"/> CalendarTBAN/A

**Amendment(s)**

Article and Section Nos.	From	To
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ARTICLE AND SEC NOS.	FROM	TO
Article I Section 1	The annual meetings of stockholders for the election of Directors and the transaction of such other business as may be proper, shall be held at any place in Metro Manila (As amended on May 20, 1997), on the third Tuesday of May of each year starting at 4:00 o'clock in the afternoon of that day,	The annual meetings of stockholders for the election of Directors and the transaction of such other business as may be proper, shall be held at any place in Metro Manila (As amended on May 20, 1997), on the third Tuesday of May of each year starting at 4:00 o'clock in the afternoon of that day,

	<p>except when it falls on a holiday, in which case it shall be held on the following business day commencing on the same hour. Notice of the time and place of such meeting shall be given either by mail to each stockholder of record at his last known place of residence or business, duly posted at least 15 days before the date, thereof, or by publication once a week for three consecutive Tuesdays, the last of which shall be at least six (6) days before the date of meeting, in a newspaper of general circulation devoted to general news and published at the place of the principal office of the Corporation.</p>	<p>except when it falls on a holiday, in which case it shall be held on the following business day commencing on the same hour. <u>It may also be held by remote communication or in absentia.</u> Notice of the time and place of such meeting shall be given either by mail to each stockholder of record at his last known place of residence or business, duly posted at least 15 days before the date, thereof, or by publication once a week for three consecutive Tuesdays, the last of which shall be at least six (6) days before the date of meeting, in a newspaper of general circulation devoted to general news and published at the place of the principal office of the Corporation.</p>
Article II Section 5	<p>Regular meetings of the Board of Directors shall be held at the principal office of the Corporation whenever possible and at such times as the Board itself may fix.</p>	<p>Regular meetings of the Board of Directors shall be held at the principal office of the Corporation whenever possible and at such times as the Board itself may fix. <u>It may also be held by remote communication or in absentia.</u></p>
Article II Section 6	<p>Special meetings of the Board of Directors may be held at any convenient place at the call of the Chairman, or upon the written request of a majority of the Directors. Notice of such meeting stating the purpose or purposes thereof shall be sent either personally or by telegram to each Director at least twenty-four (24) hours before the date of meeting.</p>	<p>Special meetings of the Board of Directors may be held at any convenient place at the call of the Chairman, or upon the written request of a majority of the Directors. <u>It may also be held by remote communication or in absentia.</u> Notice of such meeting stating the purpose or purposes thereof shall be sent either personally or by telegram to each Director at least twenty-four (24) hours before the date of meeting.</p>
Article III Section 2	<p>The meetings of the Executive Committee shall be held at the principal office of the Corporation or at other places it may designate at such times as it may provide by resolution, or upon the order of</p>	<p>The meetings of the Executive Committee shall be held at the principal office of the Corporation or at other places it may designate at such times as it may provide by resolution, or upon the order of</p>

	the Chairman, or request of at least two (2) members of said Committee, provided that notice thereof in writing must be given at least twenty-four (24) hours before the time of said meeting.	the Chairman, or request of at least two (2) members of said Committee, provided that notice thereof in writing must be given at least twenty-four (24) hours before the time of said meeting. <u>It may also be held by remote communication or <i>in absentia</i>.</u>
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**Rationale for the amendment(s)**

**The additional amendment to authorize holding of virtual meetings by the stockholders, board of directors and board committees not only recognizes the technological advancements that can enhance participation in the shareholder, board and committee meetings, but also the imperative consideration for safety and health especially with the ongoing COVID-19 pandemic.**

**The timetable for the effectivity of the amendment(s)**

**The proposed amendment will be subject to the approval of the shareholders on 13 October 2021. Following shareholders' approval, , the Amended By-laws will be submitted for approval of the SEC.**

Expected date of filing the amendments to the By-Laws with the SEC	<input type="text" value="TBA"/> CalendarTBA
Expected date of SEC approval of the Amended By-Laws	<input type="text" value="TBA"/> CalendarTBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

None

Other Relevant Information

NONE.