

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)
Dec 2, 2022
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
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
[REDACTED]
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
(632) 8831-4479
9. Former name or former address, if changed since last report
-
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 16-1- Update on Corporate Actions/
Material Transactions/Agreements**
*References: SRC Rule 17 (SEC Form 17-C) and
Section 16 of the Revised Disclosure Rules*

Subject of the Disclosure

Signing of the Amended Memorandum of Agreement

Background/Description of the Disclosure

On 2 December 2022, PRIM, its parent company (RYM Business Management Corporation), and the majority shareholders of Golden Peregrine Holdings, Inc. proceeded with the execution of an amended Memorandum of Agreement ("Amended MOA") as previously approved by PRIM's Board of Directors on 28 July 2021 and by the shareholders on 23 September 2022, respectively. Subject to certain closing conditions and deliverables, the amended MOA will lead to the acquisition of Golden Peregrine Holdings, Inc. as a direct subsidiary, and Philippine CollectiveMedia Corporation (PCMC), as an indirect subsidiary. PCMC is a holder of a radio and television broadcasting franchise and is engaged in the active business for mass media. The Golden Peregrine Shareholders will also gain control and majority ownership of approximately 70% of the outstanding capital stock of PRIM. Said transaction aims to usher the long-awaited transformation of the Company into a viable and operational business entity and address its capital deficiency, negative equity, and non-operation.

Other Relevant Information

None.

Filed on behalf by:

Name	Reuben Carlo General
Designation	Corporate Secretary

COVER SHEET

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S.E.C. Registration Number

P	R	I	M	E		M	E	D	I	A		H	O	L	D	I	N	G	S	,		I	N	C	.			
(f	o	r	m	e	r	l	y		F	i	r	s	t		e	-	B	a	n	k		C	o	r	p	.)

(Company's Full Name)

1	6	t	h		F	l	o	o	r		B	D	O		T	o	w	e	r	s						
V	a	l	e	r	o		(f	o	r	m	e	r	l	y		C	i	t	i	b	a	n	k)
T	o	w	e	r	)		8	7	4	1		P	a	s	e	o		d	e		R	o	x	a	s
M	a	k	a	t	i		C	i	t	y																

(Business Address: No. Street/City/Province)

REUBEN CARLO O. GENERAL

Contact Person

8831-4479

Company Telephone Number

1	2	3	1
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Month Day
Fiscal Year

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FORM TYPE

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Month Day
Annual Meeting

N/A

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

Total Amount of Borrowings

	nil	
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Total No. of Stockholders Domestic Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1.December 2, 2022.....
Date of Report (Date of earliest event reported)
2. SEC Identification Number 22401..... 3. BIR Tax Identification No. .. 000-491-007..
4. .. Prime Media Holdings, Inc......
Exact name of issuer as specified in its charter
5. Manila, Philippines..... 6. (Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation
7. .16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City
1227
Address of principal office Postal Code
8. +632 8831-4479.....
Issuer's telephone number, including area code
9. N/A.....
Former name or former address, if changed since last report
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 |
|------------------------------|--|
| <u>Common</u> | <u>700,298,616</u> |
| <u>Preferred</u> | <u>14,366,260</u> |
11. Indicate the item numbers reported herein: Item No. 9 Other Events.....

Item 9. Signing of the Amended Memorandum of Agreement


On 2 December 2022, PRIM, its parent company (RYM Business Management Corporation), and the majority shareholders of Golden Peregrine Holdings, Inc. proceeded with the execution of an amended Memorandum of Agreement ("Amended MOA") as previously approved by PRIM's Board of Directors on 28 July 2021 and by the shareholders on 23 September 2022, respectively. Subject to certain closing conditions and deliverables, the amended MOA will lead to the acquisition of Golden Peregrine Holdings, Inc. as a direct subsidiary, and Philippine CollectiveMedia Corporation (PCMC), as an indirect subsidiary. PCMC is a holder of a radio and television broadcasting franchise and is engaged in the active business for mass media. The Golden Peregrine Shareholders will also gain control and majority ownership of approximately 70% of the outstanding capital stock of PRIM. Said transaction aims to usher the long-awaited transformation of the Company into a viable and operational business entity and address its capital deficiency, negative equity, and non-operation.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

..PRIME MEDIA HOLDINGS, INC.....
Issuer

..... December 2, 2022.....
Date


REUBEN CARLO O. GENERAL /Corporate Secretary
.....
Signature and Title*

* Print name and title of the signing officer under the signature.