

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)

Jan 16, 2025

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)

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

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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	925,298,616
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

Receipt of SEC Approval re. Amendment of Articles of Incorporation

Background/Description of the Disclosure

On 15 January 2025, PRIME MEDIA HOLDINGS, INC. (the "Corporation") received the approval from the Securities and Exchange Commission ("SEC") amending the SEVENTH Article of the Articles of Incorporation of the Corporation as follows:

"SEVENTH - That the capital stock of said Corporation is Four Billion Forty Million Pesos (Php 4,040,000,000) divided into Three Billion (3,000,000,000) Common Shares with a par value of One Peso (PhP 1.00 per share), One Billion (1,000,000,000) Series "A" Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (PhP 0.04) per share and One Billion (1,000,000,000) Series "B" Preferred Shares with a par value of One Peso (PhP 1.00) per share. (As amended by the Board of Directors on August 22, 2024 and by the Stockholders representing at least 2/3 of the outstanding capital stock on August 30, 2024.)"

In view of the SEC approval of the foregoing amendment, the Corporation shall proceed with the conversion of the outstanding Series A Non-Voting and Convertible Preferred shares at a ratio of 25 is to 1 wherein every 25 Series A Preferred Shares shall be equivalent to 1 common share of the Corporation.

As of even date, the Company has a pending application with the SEC for amendment of the Articles of Incorporation to implement the following transactions:

(a) Conversion and Reclassification of One Billion (1,000,000,000) Series A Non-Voting and Convertible Preferred Shares with a par value of PhP 0.04 per share and unissued One Billion (1,000,000,000) Series B Preferred Shares with a par value of PhP1.00 per share into One Billion Forty Million (1,040,000,000) Common Shares with a par value of PhP 1.00 per share.

(b) Creation of Series "C" Non-Voting and Redeemable Preferred Shares with a par value of PhP 1.00 per share.

(c) Reclassification of Three Hundred Forty Thousand Six Hundred Sixty-Four (340,664) Foreign-Owned Common Shares with a par value of Php 1.00 per share, into Three Hundred Forty Thousand Six Hundred Sixty-Four (340,664), Series C Non-Voting and Redeemable Preferred Shares.

Other Relevant Information

Please see attached SEC Form 17-C.

Filed on behalf by:

Name	Joanna Manzano
Designation	Junior Compliance Officer

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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

Diane Madelyn C. Ching

Contact Person

8831-4479

Company Telephone Number

1	2	3	1
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Month Day
Fiscal Year

SEC FORM 17-C

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

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Total No. of Stockholders

nil

Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

_____ Cashier

STAMPS

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. **January 15, 2025**
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
..... Common 925,298,616
..... Preferred 14,366,260

11. Indicate the item numbers reported herein: **Item No. 9 Other Events**.....

Item 9. Receipt of SEC Approval re. Amendment of AOI

On 15 January 2025, PRIME MEDIA HOLDINGS, INC. (the “Corporation”) received the approval from the Securities and Exchange Commission (“SEC”) amending the SEVENTH Article of the Articles of Incorporation of the Corporation as follows:

“SEVENTH - That the capital stock of said Corporation is Four Billion Forty Million Pesos (PhP 4,040,000,000) divided into Three Billion (3,000,000,000) Common Shares with a par value of One Peso (PhP 1.00 per share), One Billion (1,000,000,000) Series “A” Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (PhP 0.04) per share and One Billion (1,000,000,000) Series “B” Preferred Shares with a par value of One Peso (PhP 1.00) per share. (As amended by the Board of Directors on August 22, 2024 and by the Stockholders representing at least 2/3 of the outstanding capital stock on August 30, 2024.)”

In view of the SEC approval of the foregoing amendment, the Corporation shall proceed with the conversion of the outstanding Series A Non-Voting and Convertible Preferred shares to common shares at a ratio of 25 is to 1 wherein every 25 Series A Preferred Shares held shall be equivalent to 1 common share of the Corporation. Any resulting fractional shares shall be paid in cash.

As of even date, the Company has a pending application with the SEC for the amendment of the Articles of Incorporation to implement the following transactions:

- (a) Conversion and Reclassification of One Billion (1,000,000,000) Series A Non-Voting and Convertible Preferred Shares with a par value of PhP 0.04 per share and unissued One Billion (1,000,000,000) Series B Preferred Shares with a par value of PhP1.00 per share into One Billion Forty Million (1,040,000,000) Common Shares with a par value of PhP 1.00 per share.
- (b) Creation of Series “C” Non-Voting and Redeemable Preferred Shares with a par value of PhP 1.00 per share.
- (c) Reclassification of Three Hundred Forty Thousand Six Hundred Sixty-Four (340,664) Foreign-Owned Common Shares with a par value of PhP 1.00 per share, into Three Hundred Forty Thousand Six Hundred Sixty-Four (340,664), Series C Non-Voting and Redeemable Preferred Shares.

SIGNATURES

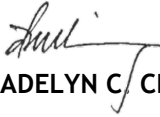
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

..PRIME MEDIA HOLDINGS, INC.

Issuer

... January 15, 2025.....

Date



DIANE MADELYN C. CHING/ Corporate Secretary

.....
Signature and Title*

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