

PRIVATE MEDIA GROUP INC
Form 8-K
December 21, 2010

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 16, 2010

PRIVATE MEDIA GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

0-25067
(Commission
file number)
537 Stevenson Street, San Francisco, California 94103

87-0365673
(I.R.S. Employer
Identification Number)

(Address of U.S. principal executive offices)

Edgar Filing: PRIVATE MEDIA GROUP INC - Form 8-K

Calle de la Marina 16-18, Floor 18, Suite D, 08005 Barcelona, Spain

(Address of European principal executive offices)

U.S. (415) 575-9700, Europe 34-93-620-8090

(Issuer's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act of 1933 (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders
Preliminary Election Results for 2010 Annual Meeting of Shareholders

Private Media Group, Inc. (the Company) held its Annual Meeting of Shareholders on November 18, 2010, in Barcelona, Spain. Two proposals were presented at the Meeting for approval: (1) to elect six directors; and (2) to ratify the appointment of BDO Audiberia S.L. as the Company's independent registered public accountants for the fiscal year ended December 31, 2010. Following the closing of the polls, the Annual Meeting was continued in order to allow the independent Inspector of Elections to tabulate the votes and issue his final report certifying the results.

On December 16, 2010, the Company received the independent Inspector of Election's Final Report, which is now subject to the review and approval of Judge Elizabeth Gonzalez, Presiding Judge, pursuant to an Order entered in the previously reported proceeding originally filed by Consipio Holding BV, Ilan Bunimovitz and Tisbury Services Inc against Private Media Group, Inc. and others in Nevada County Court, Clark County, Nevada (Case No. A-10-622802-B) in August 2010. Under the Court's Order the Inspector's Report is subject to modification by the Court, and will not be final and effective until it is approved by the Court. The Company presently anticipates that the Inspector's Report will be reviewed by the Court at a hearing in January 2011. The Company will report the final results following completion of the hearings.

Following are the results of the voting at the 2010 Annual Meeting, as set forth in the Inspector of Election's Final Report:

Proposal No. 1 Election of Six Nominees for Director:

| Nominee for Director | Number of Shares Voted for | Number of Shares Withheld | Number of Shares Abstained |
|-----------------------|----------------------------|---------------------------|----------------------------|
| Eric Johnson | 15,893,296 | 7,507 | n/a |
| Jan Jensen | 8,095,390 | 6,256 | n/a |
| Bernt Akander | 8,094,351 | 7,295 | n/a |
| Peter Dixinger | 8,073,491 | 28,155 | n/a |
| Bo Rodebrant | 8,072,525 | 29,121 | n/a |
| Berth Milton | 8,071,301 | 30,345 | n/a |
| Ilan Bunimovitz | 7,799,157 | | n/a |
| David Dohrmann | 7,799,157 | | n/a |
| Alexander V. Matveev | 7,509,016 | 290,141 | n/a |
| Charles William Prast | 7,509,016 | 290,141 | n/a |
| John S. Wirt | 7,509,016 | 290,141 | n/a |

The six nominees who are finally determined by the Court to have received the highest number of votes will be elected to the Board of Directors and will serve as directors until our next annual meeting and until their successor is elected and qualified.

Proposal No. 2 Ratify BDO Auditores S.L. as Independent Registered Accounting Firm for the Fiscal Year ending December 31, 2010:

| Number of Shares Voted for | Number of Shares Against | Number of Shares Abstained |
|----------------------------|--------------------------|----------------------------|
| 16,033,432 | 998 | 5,740 |

No other matter was submitted to a vote at the 2010 Annual Meeting.

Item 8.01 Other Events

Consipio Holding BV vs. Private Media Group, Inc. and Slingsby Enterprises Limited, New York State Supreme Court, County of New York, Case No. 650462/10

As previously reported, on August 12, 2010, the Company received notice that Consipio Holding BV had filed a Complaint against the Company and Slingsby Enterprises Limited in May 2010 to enforce the Company's Note in the original principal amount of \$4 million and a related guaranty agreement entered into by Slingsby Enterprises Limited in December 2001. On October 12, 2010, Slingsby Enterprises Limited filed a Motion to Dismiss the claims against it under the guaranty agreement based upon the position that Consipio's claims against Slingsby are time barred under the statute of limitations. On December 13, 2010, following a hearing on November 8, 2010, the Court granted Slingsby's Motion to Dismiss the Complaint against it, and granted Consipio leave to amend the Complaint to plead additional allegations against Slingsby which, if proven by Consipio, would extend the statute of limitations.

Both the Company and Slingsby intend to vigorously defend against these claims.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

PRIVATE MEDIA GROUP, INC.
(Registrant)

Date: December 21, 2010

/s/ JOHAN GILLBORG
Johan Gillborg,
Chief Financial Officer