SECURITIES & EXCHANGE COMMISSION EDGAR FILING

PREMIER HOLDING CORP.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
Amendment No. 3

[x] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES ACT OF 1934

For the transition period from ____________ to ____________

Commission file number: 000-53824

PREMIER HOLDING CORP.
(Exact name of registrant as specified in its charter)

Nevada	88-0344135
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
4705 West Addisyn Court Visalia, California	93291
	Zip Code)

Registrant's telephone number, including area code 559-732-8177

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock	OTC Bulletin Board

Securities registered pursuant to Section 12(g) of the Act:

Common stock, $0.0001 par value

(Title of class)

Indicate by check mark is the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ____ No _X_

Indicated by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d0 of the Exchange Act. Yes _____ No __X__

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes __X__ No _____

Indicate by checkmark if disclosure of delinquent filers pursuant to item 405 of Regulation S-K(section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporate by reference in Part III of this From 10-K or any amendment to this Form 10-K.
Yes _____ No __X__

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ____	Accelerated filer ____
Non-accelerated filer ___ (*Do not check if a smaller reporting company*)	Smaller reporting company __**X**__

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act.)
Yes __X__ No _____

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter was: $0.00

The number of shares outstanding of each of the registrant's classes of common stock, as of December 31, 2010 was 848,958 shares.

EXPLANATORY NOTE

We filed our Annual Report on Form 10-K on March 3, 2011 (the "Original Report"). We are filing this Amendment No. 2 on Form 10/A (this "Amendment") to correct deficiencies in the certifications of our certifying officers made in the original report and in Amendment No. 2.

FURTHER EXPLANATORY NOTE

We filed our amendment number 2 annual report on July 21, 2011. However, the chief financial officer certification, designated hereto as Exhibit 31.2 inadvertently omitted the date the certification was signed. This amendment 3 corrects that deficiency and is otherwise identical in all respects to amendment 2.

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PART I

Item 1. BUSINESS

Business Development

The Company was incorporated in Nevada on October 18, 1971. The Company's fiscal year end is December 31. The Company has never been in bankruptcy, receivership or any similar proceeding, but has been the subject of a custodianship proceeding in the Nevada state courts.

The company was organized under the name of Mr. Nevada, Inc., and, following the completion of a limited public offering in April 1972, commenced limited operations which were discontinued in 1990. Thereafter, the Company engaged in reorganization and on several occasions sought to merge with or acquire certain active private companies or operations, all of which were terminated or resulted in discontinued negotiations. On October 20, 1995, the Company changed its name to Intermark Development Corporation. On November 4, 1996, the Company acquired all of the capital stock of HVM Development Limited ("HDL"), formerly known as OVM Development Limited, a British Virgin Islands corporation, and changed its name to OVM International Holding Corporation. The Company was thereafter abandoned by management, who stripped the company of its operating subsidiary.

The Company stopped filing reports in November 2002, and, due to its abandonment by its management, lost its Nevada corporate charter in 2006 for failure to file an annual officer's and director's list with the Secretary of the State of Nevada. On November 1, 2006, its corporate charter was revoked by the Nevada Secretary of State. Subsequently and concurrently therewith, the resident agent of the Company in Nevada resigned for non-payment of fees.

On May 8, 2007, the Nevada Court entered a default judgment, appointing Jeffrey Volpe as custodian of the Company under NRS 78.347(2). On May 9, 2007, the custodian appointed Jeffrey Volpe as the sole officer and director of the Company, and the Company's Nevada charter was restored on May 9, 2007. On May 18, 2007, Dr. Jack Gregory was appointed as Chief Executive Officer and Director and Jasmine Gregory was appointed as Secretary/Treasurer and Director, and Jeffrey Volpe resigned as an officer and director. There are no relationships between Dr. Gregory and Mr. Volpe.

On September 11, 2008, the company's registration under the Securities and Exchange Act of 1934 was revoked pursuant to Section 12 (j) of the Act for failure to file periodic reports as required by Section 12(g) of the Act and trading of the Company's common stock on the pink sheets was suspended. The Company has re-registered our stock under the Act and after successfully filing a 15C-211 has once again obtained a quotation of our common stock. The Company stock is now quoted on the OTC Bulletin Board with the symbols PRHL.

Business

At the time the company's registration under the Securities Exchange Act was revoked, the company had no business and was seeking an acquisition or merger candidate. Since then, the company has developed a plan of operations to exploit an opportunity it has with Ace Casket Company to order caskets in containers of 54 units each for below the normal wholesale cost of $685 per unit. It will market the caskets to Indian reservations and to low income groups at a discounted retail price of $950 per unit. The prices are subject to change in the bulk sales prices offered to customers by Ace Casket Company.

We have not yet begun to purchase or market or sell caskets. The Company intends to begin the purchase of caskets and initiate marketing efforts once the company is able to seek a quotation of its securities on a quotation medium such as the over-the-counter bulletin board. The company will seek the necessary initial funding from its principals, who have not yet committed, in writing or otherwise, to any terms of financing. There are no firm commitments or concrete terms for future financing commitments from principals. To date, such contributions have been made in exchange for equity or as no interest loans. The terms of such financing will be agreed upon by the company and Dr. Gregory at the time of the financing and will have the full approval of the board of directors before being accepted by the company.

Industry

The average funeral in America cost $6,130 in 2001, not including cemetery and burial costs, and over 1/3 of this cost was the casket. Wholesale prices on caskets run from under $300 to over $8,000. Most caskets in the United States are manufactured by the Batesville Casket Company and sold only directly to funeral homes, who mark up the casket price, which represents their major profit margin.

Every year since 1980, over 1,800,000 caskets have been sold in the United States by funeral homes. Casket manufacturers have a long standing relationship with the funeral homes and will only sell to the homes; their established customers.

As a result of this pricing scheme, minorities and lower income families are the hardest hit. A funeral to these families could represent up to half of their annual income.

In 1984, the Federal Trade Commission enacted "The Funeral Rule," which prohibits funeral homes from requiring consumers to buy certain funeral goods or services as a condition for furnishing other funeral goods or services. This rule requires funeral homes to accept delivery of caskets that the heirs buy from other sources. This leaves as the missing link the source of inventory.

The company intends to exploit an introduction of the company to Ace Caskets from a funeral director in Las Vegas, Nevada, which has offered to allow us to buy bulk lots of caskets at current wholesale prices, which is presently approximately $350 per unit. This differs from the current wholesale price per unit of $685. We do not have a contract with the funeral director or Ace Caskets and our bulk price is subject to change. The company plans to market these caskets to Indian reservations and low income groups at a discounted retail price of $950 per unit, thus creating a market for non funeral home casket sales to lower income groups. The supplier of the caskets is Ace Caskets. The funeral director will not be involved in our purchasers, and we will purchase directly from the manufacturer.

Marketing

The company plans to market its caskets through commissioned salespeople, who will earn commissions of $100 to $150 per unit. The company's goal is to become the AVON of the casket industry.

The company will sell to families who want to provide full funerals for their loved ones but who cannot afford to do so. It will also provide payment programs, with down payments that cover the company's costs and interest rates of approximately 1 ½% per month, which will provide an increase in net income to the company.

Employees

We currently employ three management level employees. The Company may require additional employees in the future. There is intense competition for capable, experienced personnel and there is no assurance the Company will be able to obtain new qualified employees when required. We have not yet obtained any commissioned salespeople.

The Company believes its relations with its employees are good.

Patents

The Company holds no patents and has no intellectual property.

Government Regulation

Government approval is not necessary for the Company's business and government regulations have a negligible effect on its business.

Competition

The Company will compete in the casket industry with other small and large casket suppliers, including the largest casket manufacturer, The Batesville Casket Co., which supplies caskets direct to its funeral home customers. All of our competitors have greater financial resources than the company, which has generated no revenue, and has limited assets and experience.

Item 1A. RISK FACTORS

We are subject to various risks which may materially harm our business, financial condition and results of operations. Any investor should carefully consider the risks and uncertainties described below and the other information in this filing. If any of these risks or uncertainties actually occurs, our business, financial condition or operating results could be materially harmed. In that case, the price of our common stock could decline and investors could lose all or part of their investment.

We are a relatively young company with no operating history

Since we are a young company, it is difficult to evaluate our business and prospects. Our future operating results will depend on many factors, including the ability to generate sustained and increased demand and acceptance of our products, the level of our competition, and our ability to attract and maintain key management and employees. While management believes their estimates of projected occurrences and events are within the timetable of their business plan, there can be no guarantees or assurances that the results anticipated will occur.

We expect to incur net losses in future quarters.

If we do not achieve profitability, our business may not grow or operate. We may not achieve sufficient revenues or profitability in any future period. We will need to generate revenues from the sales of our products or take steps to reduce operating costs to achieve and maintain profitability. Even if we are able to generate revenues, we cannot be certain that we can sustain or increase profitability on a quarterly or annual basis.

We will need to raise funds to operate in accordance with our business plan.

We may not be able to obtain the funds that we may require. We do not presently have adequate cash from operations or financing activities to meet our cash needs. If unanticipated expenses, problems, and unforeseen business difficulties occur, which result in material delays, we will not be able to operate within our budget. If we do not achieve our internally projected sales revenues and earnings, we will not be able to operate within our budget. If we do not operate within our budget, we will require funds to continue our business. If we are unsuccessful in obtaining those funds, we cannot assure you of our ability to generate positive returns to the Company.

Further, we may not be able to obtain the additional funds that we require on terms acceptable to us, if at all. We do not currently have any established third-party bank credit arrangements. If the additional funds that we may require are not available to us, we may be required to curtail significantly or to eliminate some or all of our sales and marketing program.

If we need additional funds, we may seek to obtain them primarily through equity or debt financings. Such additional financing, if available on terms and schedules acceptable to us, if available at all, could result in dilution to our current stockholders and to you.

Our management has no experience in the casket business, which may affect our ability to operate successfully.

Our management has no prior experience in the casket business. This lack of experience may affect our ability to operate successfully and compete with our competitors.

The Company Common Stock is quoted on the over-the-counter Bulletin Board

We successfully filed a Form 15C-211 through a market maker with FINRA to establish a quotation for our common stock and the stock is quoted on the over-the-counter Bulletin Board under the symbols PRHL.

Our directors and executive officers beneficially own a substantial amount of our common stock.

Accordingly, these persons will be able to exert significant influence over the direction of our affairs and business, including any determination with respect to our acquisition or disposition of assets, future issuances of common stock or other securities, and the election or removal of directors. Such a concentration of ownership may also have the effect of delaying, deferring, or preventing a change in control of the Company or cause the market price of our stock to decline. Notwithstanding the exercise of their fiduciary duties by the directors and executive officers and any duties that such other stockholder may have to us or our other stockholders in general, these persons may have interests different than yours.

We do not expect to pay dividends for the foreseeable future.

For the foreseeable future, it is anticipated that earnings, if any, that may be generated from our operations will be used to finance our operations and that cash dividends will not be paid to holders of our common stock.

We expect to be subject to SEC regulations and changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, new SEC regulations and other trading market rules, are creating uncertainty for public companies.

We are committed to maintaining high standards of corporate governance and public disclosure. As a result, we intend to invest appropriate resources to comply with evolving standards, and this investment may result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

There is Substantial Doubt About Our Ability to Continue as a Going Concern, which Means that We May Not Be Able to Continue Operations Unless We Obtain Funding

The report of our independent accountants on our December 31, 2008 financial statements included an explanatory paragraph indicating that there is substantial doubt about our ability to continue as a going concern due to recurring losses and working capital shortages. Our ability to continue as a going concern will be determined by our ability to obtain funding. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Our Common Stock May Be Affected By Limited Trading Volume and May Fluctuate Significantly.

Our common stock is likely to experience, in the future, significant price and volume fluctuations which could adversely affect the market price of our common stock without regard to our operating performance. In addition, we believe that factors such as quarterly fluctuations in our financial results and changes in the overall economy or the condition of the financial markets could cause the price of our common stock to fluctuate substantially. Substantial fluctuations in our stock price could significantly reduce the price of our stock.

Our Board of Directors Has the Ability to Exercise Significant Influence Over Matters Submitted for Stockholder Approval and Their Interests May Differ From Other Stockholders

Our board of directors has significant influence in determining the outcome of any corporate transaction or other matter submitted to our stockholders for approval, including mergers, acquisitions, consolidations and the sale of all or substantially all of our assets, and also the power to prevent or cause a change in control. The interests of these executive officers and directors may differ from the interests of the other stockholders.

The Company has not had adequate financial controls in place in the past, which has resulted in errors in its financial statements. If this happens again, investors may not be in possession of up to date and accurate financial information. The Company has hired an experienced financial consultant to assist in production of all futures financial statements and public filings. The Company plans to further strengthen financial controls by implementing an independent board of directors once the Company has resources to do so.

As required by Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Company is required to carry out evaluations, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures every quarter.

In designing and evaluating the Company's disclosure controls and procedures, the Company recognizes that there are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their desired control objectives. Additionally, in evaluating and implementing possible controls and procedures, the Company's management is required to apply its reasonable judgment.

Furthermore, management is required to consider certain matters deemed by the Company's independent auditors to constitute a material weakness in the Company's internal control over financial reporting. The Company's management has concluded that, in the presentation of its financial statements in prior versions of this Form 10, due to material weaknesses in internal control over financial reporting, an antiquated description of the Company's business was included in the notes to financial statements. As a result of this observation, the Company has instituted a new system of controls and procedures which management believes is effective to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. The Company has hired a new financial consultant who possesses additional financial reporting experience to assist the Company in all subsequent filings. If this new system is not effective, it may result in the dissemination of inaccurate information.

Item 2. PROPERTIES

The Company's properties are limited at the present time to its offices in Visalia, California. The Company considers its existing facilities to be adequate for its current needs.

Item 3. LEGAL PROCEEDINGS

We are not a party to any material pending legal proceedings and, to the best of our knowledge, no such action by or against the Company has been threatened.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted during this fiscal year to a vote of security holders through the solicitation of proxies or otherwise.

PART II

Item 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Company's common stock is listed and quoted on the over-the-counter Bulletin Board. The Company successfully filed a Form 15C-211 with FINRA for a quotation on the over-the-counter bulletin board and is quoted under the symbols PRHL.

Holders

As of December 31, 2010, there were 848,958 shares of common stock issued and outstanding held by approximately 793 holders of record.

Dividends

Our board of directors has not declared a dividend on our common stock during the last two fiscal years or the subsequent interim period and we do not anticipate the payments of dividends in the near future as we intend to reinvest our profits to grow our business.

Penny Stock Status

The Company's common stock is a "penny stock," as the term is defined by Rule 3a51-1 of the Securities Exchange Act of 1934. This makes it subject to reporting, disclosure and other rules imposed on broker-dealers by the Securities and Exchange Commission requiring brokers and dealers to do the following in connection with transactions in penny stocks:

1. Prior to the transaction, to approve the person's account for transactions in penny stocks by obtaining information from the person regarding his or her financial situation, investment experience and objectives, to reasonably determine based on that information that transactions in penny stocks are suitable for the person, and that the person has sufficient knowledge and experience in financial matters that the person or his or her independent advisor reasonably may be expected to be capable of evaluating the risks of transactions in penny stocks. In addition, the broker or dealer must deliver to the person a written statement setting forth the basis for the determination and advising in highlighted format that it is unlawful for the broker or dealer to effect a transaction in a penny stock unless the broker or dealer has received, prior to the transaction, a written agreement from the person. Further, the broker or dealer must receive a manually signed and dated written agreement from the person in order to effectuate any transactions is a penny stock.

2. Prior to the transaction, the broker or dealer must disclose to the customer the inside bid quotation for the penny stock and, if there is no inside bid quotation or inside offer quotation, he or she must disclose the offer price for the security transacted for a customer on a principal basis unless exempt from doing so under the rules.

3. Prior to the transaction, the broker or dealer must disclose the aggregate amount of compensation received or to be received by the broker or dealer in connection with the transaction, and the aggregate amount of cash compensation received or to be received by any associated person of the broker dealer, other than a person whose function in solely clerical or ministerial.

4. The broker or dealer who has effected sales of penny stock to a customer, unless exempted by the rules, is required to send to the customer a written statement containing the identity and number of shares or units of each such security and the estimated market value of the security. The imposition of these reporting and disclosure requirements on a broker or dealer make it unlawful for the broker or dealer to effect transactions in penny stocks on behalf of customers. Brokers or dealers may be discouraged from dealing in penny stocks, due to the additional time, responsibility involved, and, as a result, this may have a deleterious effect on the market for the company's stock.

Unregistered Sales of Securities

No securities were sold by the registrant during the past two fiscal years, that were not registered under the Securities Act:

Item 6. SELECTED FINANCIAL DATA

The registrant is a smaller reporting company, pursuant to Rule 229.10(f)(1), and is not required to report this information. The financial statements of the issuer are attached.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Overview and Outlook

For the year ended December, 31, 2010, we had a net loss of $35,775 as compared to a net loss of $40,230 for the year ended December 31, 2009. Our accumulated deficit as of December 31, 2010 was $170,780. These conditions raise substantial doubt about our ability to continue as a going concern over the next twelve months.

The Company had no operations during the year ending December 31, 2010, as such; there were no revenues.

General and administrative expenses

General and administrative expenses for the year ended December 31, 2010 were $29,212, compared to $12,987 for 2009. The increase in our general and administrative expenses consisted of professional fees related to the company's public fillings.

Gain on investments

Earnings on investments for the year ended December 31, 2010 were $579, compared to $17 for 2009. The increase is due dividends paid throughout the year.

Loss on sale of investments

Loss on sale of investments for the year ended December 31, 2010 were $7,142, compared to $27,260 for 2009. The decrease is due to increase in sales transactions and overall sales activity ended December 31, 2010. Company is not involved in investment activity as of December 31, 2010.

Net operating (loss)

The net operating loss for the year ended December 31, 2010 was $35,775. Our net operating loss consisted primarily of stock servicing costs and professional fees as we revived the entity in anticipation of developing our line.

Liquidity and Capital Resources

While we have raised capital to meet our working capital and financing needs in the past, additional financing is required in order to meet our current and projected cash flow deficits from operations and development of alternative revenue sources. As of December 31, 2010, we had a working capital deficit of $86,990. Our poor financial condition raises substantial doubt about our ability to continue as a going concern and we have incurred losses since inception and may incur future losses.

The company has focused since its inception on forming its corporate structure, developing its business plan and raising capital. The company is a development stage company with a plan of operations as set forth below.

The registrant plans to exploit an opportunity it has with Ace Casket Company to order caskets in containers of 54 units each for below the normal wholesale cost of $685 per unit. It will market the caskets to Indian reservations and to low income groups at a discounted retail price of $950 per unit. Initial financing will be debt and equity financing by the registrant's principals. There are no firm commitments or concrete terms for future financing commitments from principals. To date, such contributions have been made in exchange for equity or as no interest loans. The terms of such financing will be agreed upon by the company and Dr. Gregory at the time of the financing and will have the full approval of the board of directors before being accepted by the company.

We expect to hire additional clerical personnel as our operations grow, and commissioned salespersons on a an independent contractor basis. We do not anticipate any research or development costs. We do not anticipate the acquisition of any material plant or equipment in the next 12 months, except for any storage facilities needed for the next 12 months, which will be temporary rented storage space. The storage space that the Company intends to use is in Porterville, California, measuring 10 by 20 feet at a present cost of $81 per month. The company has not entered into a contract or agreement for this space as it presently has no caskets to store there. We are still considered to be a development stage company, with no significant revenue.

During the next twelve months, we plan to satisfy our cash requirements by funding from our principals, on which we have survived since our inception. However, we may be unsuccessful in raising additional equity financing, and, thus, be able to satisfy our cash requirements.

We will need a minimum of $50,000 to satissfy our cash requirements for the next twelve months. The estimate of $50,000 for the next 12 months of operating includes the costs of accounting, audit fees, legal costs, corporate charter fees, filing costs, transfer agent fees and one container of caskets. We will not be able to operate if we do not obtain equity financing, subsequent private offerings, or contributions from our principals. Management believes that, if subsequent private placements are successful, we will be able to generate revenue from sales within the next twenty four months.

Critical Accounting Estimates and Policies

Stock Based Compensation.

Shares of the Company's common stock may be issued for services. These issuances are valued at the fair market value of the services provided and the number of shares issued is determined based upon what the price of the common stock is on the date of each respective transaction.

Estimates.

The presentation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Fair Value of Financial Instruments.

The carrying amounts for the Company's cash, accounts payable, accrued liabilities and current portion of long term debt approximate fair value due to the short-term maturity of these instruments.

Income Taxes.

In February 1992, the Financial Accounting Standards Board ("FASB") issued ASC Topic 740, "Accounting for Income Taxes." ASC Topic 740 required a change from the deferred method of accounting for income taxes of Accounting Principles Board ("APB") Opinion No. 11 to the asset and liability method of accounting for income taxes. Under the asset and liability method of ASC Topic 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC Topic 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Earnings (Loss) Per Share.

In February 1997, the FASB issued ASC Topic 260, "Earnings per Share." ASC Topic 260 simplifies the standards for computing earnings per share ("EPS") and was effective for financial statements issued for periods ending after December 15, 1997, with earlier application not permitted. Upon adoption, all prior EPS data was restated.

Basic EPS is determined using net income divided by the weighted average shares outstanding during the period. Diluted EPS is computed by dividing net income by the weighted average shares outstanding, assuming all dilutive potential common shares were issued.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's business activities contain elements of risk. The Company considers a principal type of market risk to be a valuation risk. All assets are valued at fair value as determined in good faith by or under the direction of the Board of Directors.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements of the company are attached as Exhibits to Item 15 and are hereby incorporated by reference.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Since inception, there have been no disagreements with our independent accountants.

On June 11, 2010 the Board of Directors entered into an agreement with M & K CPAS PLLC to be the independent auditors of the Company and replaced Gruber & Co LLC, the Company's prior auditor.

A Form 8K was filed with the Commission announcing the change of our independent accountants.

Item 9A(T). CONTROLS AND PROCEDURES

Management's Evaluation of Disclosure Controls and Procedures

Our management has evaluated, under the supervision and with the participation of our chief executive officer and chief financial officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 ("the Exchange Act"). Based on that evaluation, our chief executive officer and chief financial officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are ineffective in ensuring that information required to be disclosed in our Exchange Act reports is (1) recorded, processed, and summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our Principal Executive Officer and Principal Financial Officer do not expect that our disclosure controls or internal controls will prevent all error and all fraud. Although our disclosure controls and procedures were designed to provide reasonable assurance of achieving their objectives and our principal executive and financial officer have determined that our disclosure controls and procedures are not effective at doing so, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute assurance that the objectives of the system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented if there exists in an individual a desire to do so. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Furthermore, smaller reporting companies face additional limitations. Smaller reporting companies employ fewer individuals and find it difficult to properly segregate duties. Often, one or two individuals control every aspect of the Company's operation and are in a position to override any system of internal control. Additionally, smaller reporting companies tend to utilize general accounting software packages that lack a rigorous set of software controls.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Our internal control system was designed to provide reasonable assurance to our management and board of directors regarding the preparation and fair presentation of published financial statements. Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2010. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control—Integrated Framework. Based on our assessment we believe that, as of December 31, 2010, our internal control over financial reporting was ineffective based on those criteria.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness; yet important enough to merit attention by those responsible for oversight of the registrant's financial reporting. We have identified the following material weakness:

- The Company does not have an independent board of directors or audit committee or adequate segregation of duties.

- All of our financial reporting is carried out by our financial consultant and this consultant failed to appropriately classify investments separately on the balance sheet for the year ended December 31, 2010. This failure necessitated the recordation of correcting journal entries to present the financial statements in accordance with generally accepted accounting principles.

- We do not have an independent body to oversee our internal controls over financial reporting and lack segregation of duties due to the limited nature and resources of the Company.

In light of these material weaknesses, we performed additional analysis and procedures in order to conclude that our financial statements included in this Quarterly Report were fairly stated in accordance with accounting principles generally accepted in the United States. Accordingly, we believe that despite our material weaknesses, our financial statements included in this report are fairly stated, in all material respects, in accordance with United States generally accepted accounting principles.

We plan to rectify these weaknesses by implementing an independent board of directors and hiring additional accounting personnel once we have additional resources to do so. We have also hired a new financial consultant who possesses additional financial reporting experience to assist the Company in future fillings.

Item 9B. OTHER INFORMATION

On November 10, 2010 the Board of Directors resolved to cancel all the shares owned by Ching Lung Po, the former CEO and Director of OVM International Holding Corporation the predecessor of Premier Holding Corporation.. Mr. Po's shares were held in the name of Hoi Wai Investments Ltd c/o Anka Investments Ltd. Mr. Po was contacted by the Company and advised of the intention of the Company to cancel his shares and asked him to respond to the company if he had any objection. The reasons why the Company intended to cancel his shares was explained to Mr. Po. No communication or objection was received from Mr. Po and after a sufficient waiting period, his shares were cancelled on November 10, 2010. A corresponding 8K was filed with the Commission on November 12, 2010.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The members of the Board of Directors of the Company serve until the next annual meeting of stockholders, or until their successors have been elected. The officers serve at the pleasure of the Board of Directors.

The current executive officers, key employees and directors of the Company are as follows:

Name	Age	Position
Jack Gregory	79	CEO, Director
Jasmine Gregory	70	Secretary, Director

Jack Gregory, M.D. - Dr. Gregory is the current Chief Executive Officer and Director of the company since May 18, 2007. From March 2001 through December 2003, he was president and director of Jasmine's Garden, Inc., a company that was engaged in the business of the sale of stationery, greeting cards, note cards and gift cards.

He is the former President and Director of Champion Financial Corporation, a company that was engaged in the importation of synthetic products from the former Soviet Union, from 1991 through 1993. Dr. Gregory has been a sole medical practitioner since 1963. He served in the United States Army as Captain of the Army National Guard Medical Corps. from 1960 through 1966. Dr. Gregory graduated from the University of California at Los Angeles with a B.S. in 1953, received an M.S. in Microbiology from the University of Hawaii, 1955, a PhD. in Microbiology from the University of Pennsylvania in 1957, and an M.D. from the University of Southern California, Los Angeles, 1961.

Jasmine Gregory - Ms. Gregory is the current Chief Financial Officer, Secretary and Director of the company and has been since May 18, 2007. From March 2001 through December 2003, she was Secretary and Director of Jasmine's Garden, a publicly held company. From 1960 through 1978, while raising her children, she was active in studying art, coordinating fashion shows, and designing evening wear. From 1979 through 1982, Ms. Gregory designed and manufactured a contemporary women's dress line. From 1983 through 1997, Ms. Gregory competed in states and international photography competitions. Since 1998, she has been using computer graphics to generate true to life images of fruits and plants in her new greeting card collection. She holds an A.A. in fashion design from Los Angeles Trade Tech. College, and studied computer graphics at Porterville College.

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*Jack Gregory and Jasmine Gregory are husband and wife.

Section 16(a) Beneficial Ownership Reporting Compliance

Based on a review of Forms 3, 4 and 5, and amendments thereto furnished to the Company during its most recent fiscal year, the Company had determined that Jack and Jasmine Gregory had the duty to file reports and had not filed on a timely basis. Both Jasmine and Jack Gregory have filed late initial reports on Form 3 for the fiscal year ended December 31, 2009. As of December 31, 2010 there have been no changes in the number of shares held by Jack and Jasmine Gregory.

Code of Ethics

The Company has adopted a Code of Ethics and has filed it with the Securities and Exchange Commission.

Item 11. EXECUTIVE COMPENSATION

The following table provides information as to cash compensation of all officers of the Company, for each of the Company's last two fiscal years.

SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation Earnings	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Jack Gregory, CEO	2010 2009	$0 $0	$0 $0	$0 $0	$0 $0	$0 $0	$0 $0	$0 $0
Jasmine Gregory, Secretary	2010 2009	$0 $0	$0 $0	$0 $0	$0 $0	$0 $0	$0 $0	$0 $0

*Dr. Gregory has been reimbursed for expenses he personally incurred on behalf of the company in common stock. He has also been paid the equivalent of $83,790 in common stock for executive officer services rendered to the company and capital expenses advanced. The stock grant was valued at fair value by the board of directors, due to the lack of a market value. There were no forfeitures during either fiscal year. Dr. Gregory did not forgo any salary or bonus to receive stock compensation instead because there was no cash compensation agreed upon and no cash to pay compensation. A stock grant was the only option available. The stock grant was valued at the fair value of $0.12 per share as determined by the board of directors, due to a lack of quoted market value for the stock. See Item 13: Certain Relationships and Related Transactions.

The company has not entered into employment contracts with its executive officers. There are no outstanding equity awards or options to officers issued or outstanding

The following table provides information concerning the compensation of the directors of the Company for the past fiscal year:

DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Non-Qualified Deferred Compensation Earnings	All Other Compensation	Total
Jack Gregory	$0	$0	$0	$0	$0	$0	$0
Jasmine Gregory	$0	$0	$0	$0	$0	$0	$0

There are no outstanding equity awards or options to directors issued or outstanding.

Corporate Governance

The Board of Directors is committed to maintaining strong corporate governance principles and practices. The Board periodically reviews evolving legal, regulatory, and best practice developments to determine those that will best serve the interests of our shareholders.

Meetings and Attendance

Our Board of Directors is required by our by laws to hold regularly scheduled annual meetings. In addition to the annual meetings, it has the authority to call regularly scheduled meetings and special meetings by resolution. Our Board met 3 times during the past fiscal year.

All incumbent directors attended 100% of the Board meetings during the last fiscal year.

Nominations of Directors

There are no material changes to the procedures by which security holders may recommend nominees to the registrant's board of directors.

Audit Committee

The Company does not have a standing audit committee, pursuant to section 3(a)(58)(A) of the Securities Exchange Act of 1934. The entire two member board of directors serves the function of the audit committee.

Item 12. SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth information furnished to us with respect to the beneficial ownership of our common stock by (i) each executive officer, director and nominee, and by all directors and executive officers as a group, and (ii) each beneficial owner of more than five percent of our outstanding common stock, in each case as of December 31, 2010. Unless otherwise indicated, each of the persons listed has sole voting and dispositive power with respect to the shares shown as beneficially owned.

The following table presents certain information regarding beneficial ownership of the Company's Common stock as of December 31, 2010, by (I) each person known by us to be the beneficial owner of more than 5% of the outstanding shares of Common stock, (ii) each director of Premier Holding Corp., (iii) each Named Executive Officer and (iv) all directors and executive officers as a group. Unless otherwise indicated, each person in the table has sole voting and investment power as to the shares shown.

Name and Address	Number of Shares	Percentage Owned
Jack Gregory, M.D. Officer/Director - 4705 W. Addisyn Court Visalia, CA 93291	698,250	82.2%
Jasmine Gregory Officer/Director 4705 W. Addisyn Court Visalia, CA 93291	698,250	82.2%
Officers and Directors as a Group	698,250	82.2%

The registrant is not aware of any person who owns of record, or is known to own beneficially, five percent or more of the outstanding securities of any class of the registrant, other than as set forth above.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

On or about November 15, 2007, officer and director Jack Gregory was issued 698,250 shares of common stock; $43,759 worth in exchange for company expenses paid and $40,030 worth for services rendered, for a total of $83,790 worth of stock, pursuant to Section 4(2) of the Securities Act of 1933. The expenses advanced were to pay for transfer agent fees, legal fees, independent accountant fees and the defaulted corporate charter. Jack Gregory is not an independent director. A fair valuation of stock granted of $0.12 per share was made by the board of directors, due to the lack of a quoted market value of the stock.

On January 17, 2008 the Company borrowed $20,000 from the Company's Chief Executive Officer Jack Gregory. The note was payable on demand at a rate of 5.5% per annum. The Company did not proceed with the intended investments and repaid the loan except for $980 which has been forgiven.

The Company's Chief Executive Officer Jack Gregory has advanced $97,706 to the Company for the payment of general and administrative expenses. This advance was recorded as an interest free loan. The loan is due to be repaid upon receipt of funds from a stock offering or other fundraising.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

In June 2010, the Company retained M&K CPAS, PLLC as our principal accountants to audit the financial statements for fiscal years ended December 31, 2010. We understand the need for our principal accountants to maintain objectivity and independence in their audit of our financial statements. To minimize relationships that could appear to impair the objectivity of our principal accountants, our Audit Committee has restricted the non-audit services that our principal accountants may provide to us primarily to tax services and audit related services. We are only to obtain non-audit services from our principal accountants when the services offered by our principal accountants are more effective or economical than services available from other service providers, and, to the extent possible, only after competitive bidding.

Audit Fees

The aggregate fees billed since inception and related services by the principal accountant that are reasonably related to the performance of the audit or review of the registrant's financial statements. Fees for 2010 and 2009 are $9,000 and $7,000 respectively, which is related to the review and audit of Company financial statements.

Tax Fees

No fees were paid to the former accountant for professional services rendered by the principal accountant for tax compliance, tax advice and tax planning.

All Other Fees

No other fees were paid to the former accountant for any other services.

Item 15. EXHIBITS, FINANCIAL STATEMENTS SCHEDULES

(a) The following financial statements are filed as part of this Registration statement:

Report's of Independent Registered Certified Public Accountant
Financial Statements
Balance Sheet
Statement of Operations
Statement of Stockholders' Equity
Statement of Cash Flows
Notes to Financial Statements

(b) The following exhibits are filed as part of this Registration Statement:

EX. NO.	DESCRIPTION	INCORPORATION BY REFERENCE
31.1	Rule 13a-14(a)/15(d)-14(a) Certificate of Chief Executive Officer	Filed herewith
31.2	Rule 13a-14(a)/15(d)-14(a) Certificate of Chief Accounting Officer	Filed herewith
32.1	Section 1350 Certification of Chief Executive Officer	Filed herewith
32.2	Section 1350 Certification of Chief Accounting Officer	Filed herewith

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Premier Holding Corporation
(A Development Stage Company)

We have audited the accompanying balance sheets of Premier Holding Corporation (the "Company") as of December 31, 2010 (A Development Stage Company), and the related statements of operations, stockholders' equity (deficit) and cash flows for the periods then ended. The financial statements for the period May 18, 2007 (re-entry to development stage) through December 31, 2009, were audited by other auditors whose report expressed an unqualified opinion on those statements. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Premier Holding Corporation as of December 31, 2010, and the results of its operations and cash flows for the periods described above in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 6 to the financial statement, the Company does not have assets or sources of revenue, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters are also described in Note 6. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ M&K CPAS, PLLC
www.mkacpas.com
Houston, Texas
January 24, 2011

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Premier Holding Corporation

We have audited the accompanying balance sheets of Premier Holding Corporation (formerly OVM International Holding Corp.), ('the Company") (a development stage company), as of December 31, 2009 and the related statements of operations, changes in shareholders' deficit and cash flows for the years then ended and the period from May 18, 2007 (inception of development stage) to December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, based on our audits, such financial statements present fairly, in all material respects, the financial position of Premier Holding Corporation (formerly OVM International Holding Corp.) as of December 31, 2009 and the results of its operations and its cash flows for the year then ended and for the period from May 18, 2007 (inception of development stage to December 31, 2009 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 6 to the financial statements, the Company does not have assets or sources of revenue, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 6. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Gruber & Company, LLC
Gruber & Company, LLC
March 26, 2010
Lake Saint Louis, Missouri

PREMIER HOLDING CORPORATION

(a development stage company)

BALANCE SHEET

	December 31, 2010	December 31, 2009
ASSETS		
CURRENT ASSETS		
Cash	$ 10,716	$ 19,478
TOTAL CURRENT ASSETS	10,716	19,478
TOTAL ASSETS	$ 10,716	$ 19,478
LIABILITY AND SHAREHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Due to related parties	$ 97,706	$ 70,693
TOTAL CURRENT LIABILITIES	97,706	70.693
SHAREHOLDERS' EQUITY (DEFICIT)		
Common Stock, 100,000,000 shares authorized, 848,958 and 1,000,383, respectively, issued and outstanding, par value $.0001;	85	100
Additional Paid-in-Capital	3,816,675	3,816,660
Retained earnings – Before development stage	(3,732,970)	(3,732,970)
Deficit accumulated during development stage	(170,780)	(135,005)
	(86,990)	(51,215)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	$ 10,716	$ 19,478

See accompanying accountants' report and notes to financial statements

PREMIER HOLDING CORPORATION

(a development stage company)

Statements of Operations

For the years ended December 31, 2010 and 2009

and the period from May 18, 2007

	For the year ended December 31 2010	2009	May 18, 2007 (re-entry to development stage) through December 31, 2010
Revenues, net	$ --	$ --	$ --
Operating expenses			
General and administrative	29,212	12,987	136,985
Total operating expenses	29,212	12,987	136,945
Operating loss	(29,212)	(12,987)	(136,945)
Other income (expense)			
Other income			980
Gain (loss) on investments	579	17	854
Gain (loss) on sale of investments	(7,142)	(27,260)	(35,629)
Net loss	$ (35,775)	$ (40,230)	$ (170,780)
Earnings per common share	$ (0.04)	$ (0.04)	
Weighted average shares outstanding – basic and diluted	962,630	1,000,383	

See accompanying accountants' report and notes to financial statements

PREMIER HOLDING CORPORATION
(a development stage company)
STATEMENTS OF CASH FLOWS
For the years ended December 31, 2010 and 2009
and the period from May 18, 2007

	For the years ended December 31, 2010	2009	May 18, 2007 (re-entry to development stage) through December 31, 2010
Cash flows from operating activities			
Net income	$ (35,775)	$ (40,230)	$ (170,780)
Adjustments to reconcile net income to cash provided from operations:			
Common stock issued for services	--	--	83,790
Loss on sale of investments	7,142	27,260	35,629
Net cash provided by operating activities	(28,633)	(12,970)	(51,361)
Cash flows from investing activities:			
Purchase of investments	(15,706)	(97,247)	(242,172)
Proceeds from sale of investments	8,564	69,987	206,543
Net cash provided by financing activities	(7,142)	(27,260)	(35,629)
Cash flows from financing activities:			
Advances from related parties	27,013	59,707	97,706
Net cash increase (decrease) for period	(8,762)	19,477	10,716
Cash, beginning of the period	19,478	1	--
Cash, end of the period	10,716	19.478	10,716

See accompanying accountants' report and notes to financial statements

PREMIER HOLDING CORPORATION
(a development stage company)
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

	Common Stock		Additional Paid-in Capital	Retained Earnings Prior to Development Stage	Deficit Accumulated During Development Stage	Total
	Shares	Amount				
Balance, May 18, 2007	302,133	$ 30	$ 3,732,940	$ (3,732,970)	$ --	$ --
August 20, 2007 – Common Stock issued to reimburse the Company's Chief Executive Officer for payments made by him, and for services performed	698,250	70	83,720	--	--	83,790
Net loss for the year ended December 31, 2007	-	-	--	--	(83,790)	(83,790)
Balance, December 31, 2007	1,000,383	100	3,816,660	(3,732,970)	(83,790)	--
Net loss for the year ended December 31, 2008	-	-	--	--	(10,985)	(10,985)
Balance, December 31, 2008	1,000,383	100	3,816,660	(3,732,970)	(94,775)	(10,985)
Net loss for the year ended December 31, 2009	-	-	--	--	(40,230)	(40,230)
Balance, December 31, 2009	1,000,383	100	3,816,660	(3,732,970)	(135,005)	(51,215)
Cancellation of Stock	(151,425)	(15)	15	--	--	--
Net loss for the year ended December 31, 2010	-	-	--	--	(35,775)	(35,775)
Balance, December 31, 2010	$ 848,958	$ 85	$3,816,675	$(3,732,970)	$(170,780)	$(86,990)

See accompanying accountants' report and notes to financial statements

NOTE 1 – DESCRIPTION OF BUSINESS

Organization and Basis of Presentation

OVM International Holding Corporation (“the Company”) was organized under the laws of the State of Nevada on October 18, 1971 under the name of Mr. Nevada, Inc., and, following the completion of a limited public offering in April 1972, commenced limited operations which were discontinued in 1990.

Thereafter, the Company engaged in a reorganization and on several occasions sought to merge with or acquire certain active private companies or operations, all of which were terminated or resulted in discontinued negotiations. On October 20, 1995, the Company changed its name to Intermark Development Corporation. On November 4, 1996, the Company acquired all of the capital stock of HVM Development Limited ("HDL"), formerly known as OVM Development Limited, a British Virgin Islands corporation, and changed its name to OVM International Holding Corporation.

After filing Form 10-QSB for the nine month period ended September 30, 2002 with the U.S. Securities and Exchange Commission, the Company made no further filings. On November 1, 2006 the Company’s charter was revoked by the State of Nevada on November 1, 2006. The Company no longer retained a Resident Agent in the State of Nevada and no longer had an active transfer agent for its shares. The Company’s shares were listed on the Pink Sheets under the symbol “OVMI”. The Company’s officers and directors ceased acting on behalf of the Company and abandoned their obligations to the Company and its shareholders. As a result, the Company was considered dormant since November 1, 2006. On August 19, 2008 the Securities and Exchange Commission ordered a suspension of trading of shares of OVMI because of delinquent filings. On August 25, 2008 the Company terminated registration under Section 12(g) of the Securities and Exchange Act of 1934.

On November 13, 2008 the Company filed a Certificate of Amendment to Articles of Incorporation with the State of Nevada Secretary of State to change its name from OVM International Holding Corporation to Premier Holding Corporation, to authorize the issuance of 100,000,000 shares of common stock with a par value of $.0001, and to reverse its shares on a 1:40 basis.

Nature of Business

The Company has no products or services as of December 31, 2010. Its current plan of operations is to engage in the sale of caskets.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The summary of significant accounting policies for Premier Holding Corporation (formerly OVM International Holding Corporation) (a development stage company) is presented to assist in the understanding of the Company’s financial statements. The financial statements and notes are representations of the Company’s management, which is responsible for their integrity and objectivity. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Accounting Method

The Company's financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include short-term cash investments that have an initial maturity of 90 days or less.

Earnings Per Share

The Company has adopted the FASB ASC Topic regarding earnings per share, which provides for calculation of "basic" and "diluted" earnings per share. Basic earnings per share includes no dilution and is computed by dividing net income available to common shareholders by the weighted average common shares outstanding for the period. Diluted earnings per share reflects the potential dilution of securities that could share in the earnings of an entity similar to fully diluted earnings per share. There were no common stock equivalents outstanding on December 31, 2010 and 2009.

Income Tax

Deferred income tax is provided for differences between the bases of assets and liabilities for financial and income tax reporting. A deferred tax asset, subject to a valuation allowance, is recognized for estimated future tax benefits of tax-basis operating losses being carried forward.

Income taxes are provided based upon the liability method of accounting pursuant to the FASB ASC Topic concerning Income Taxes. Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against the deferred tax asset if management does not believe the Company has met the "more likely than not" standard imposed by the FASB ASC Topic concerning Income Taxes to allow recognition of such an asset.

Recent Accounting Pronouncements

The adoption of these accounting standards had the following impact on the Company's statements of income and financial condition:

In February 2010, FASB issued ASU 2010-9 *Subsequent Events (Topic 855) Amendments to Certain Recognition and Disclosure Requirements* ("ASU 2010-9"). ASU 2010-9 amends disclosure requirements within Subtopic 855-10. An entity that is an SEC filer is not required to disclose the date through which subsequent events have been evaluated. This change alleviates potential conflicts between Subtopic 855-10 and the SEC's requirements. ASU 2010-9 is effective for interim and annual periods ending after June 15, 2010. The Company does not expect the adoption of ASU 2010-09 to have a material impact on its results of operations or financial position.

In January 2010, FASB issued ASU 2010-6 *Improving Disclosures about Fair Measurements* ("ASU 2010-6"). ASU 2010-6 provides amendments to subtopic 820-10 that require separate disclosure of significant transfers in and out of Level 1 and Level 2 fair value measurements and the presentation of separate information regarding purchases, sales, issuances and settlements for Level 3 fair value measurements. Additionally, ASU 2010-6 provides amendments to subtopic 820-10 that clarify existing disclosures about the level of disaggregation and inputs and valuation techniques. ASU 2010-6 is effective for financial statements issued for interim and annual periods ending after December 15, 2010. The Company does not expect the adoption of ASU 2010-06 to have a material impact on its results of operations or financial position.

In January 2010, FASB issued ASU 2010-2 *Accounting and Reporting for Decreases in Ownership of a Subsidiary- a Scope Clarification* ("ASU 2010-2"). ASU 2010-2 addresses implementation issues related to the changes in ownership provisions in the Consolidation—Overall Subtopic (Subtopic 810-10) of the *FASB Accounting Standards Codification*, originally issued as FASB Statement No. 160, *Noncontrolling Interests in Consolidated Financial Statements.* Subtopic 810-0 establishes the accounting and reporting guidance for noncontrolling interests and changes in ownership interests of a subsidiary. An entity is required to deconsolidate a subsidiary when the entity ceases to have a controlling financial interest in the subsidiary. Upon deconsolidation of a subsidiary, an entity recognizes a gain or loss on the transaction and measures any retained investment in the subsidiary at fair value. The gain or loss includes any gain or loss associated with the difference between the fair value of the retained investment in the subsidiary and its carrying amount at the date the subsidiary is deconsolidated. In contrast, an entity is required to account for a decrease in ownership interest of a subsidiary that does not result in a change of control of the subsidiary as an equity transaction. ASU 2010-2 is effective for the Company starting January 1, 2010. The Company does not expect the adoption of ASU 2010-2 to have a material impact on the Company's results of operations or financial position.

In December 2009, FASB issued ASU 2009-17 *Consolidations (Topic 810) Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities* ("ASU 2009-17"). ASU 2009-17 amends the FASB ASC for the issuance of FASB Statement No. 167, *Amendments to FASB Interpretation No. 46(R)*. The amendments in ASU 2009-17 replace the quantitative-based risks and rewards calculation for determining which enterprise, if any, has a controlling financial interest in a variable interest entity with an approach focused on identifying which enterprise has the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance and (1) the obligation to absorb losses of the entity or (2) the right to receive benefits from the entity. ASU 2009-17 also requires additional disclosures about an enterprise's involvement in variable interest entities. ASU 2009-17 is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009. The Company does not expect the adoption of ASU 2009-17 to have a material impact on its results of operations or financial position.
In December 2009, FASB issued ASU 2009-16 *Transfers and Servicing (Topic 860) Accounting for Transfers of Financial Assets* ("ASU 2009-16"). ASU 2009-16 amends the FASB Accounting Standards Codification for the issuance of FASB Statement No. 166, *Accounting for Transfers of Financial Assets—an amendment of FASB Statement No. 140*.

The amendments in ASU 2009-16 improve financial reporting by eliminating the exceptions for qualifying special-purpose entities from the consolidation guidance and the exception that permitted sale accounting for certain mortgage securitizations when a transferor has not surrendered control over the transferred financial assets. In addition, the amendments require enhanced disclosures about the risks that a transferor continues to be exposed to because of its continuing involvement in transferred financial assets. ASU 2009-16 is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009. The Company does not expect the adoption of ASU 2009-16 to have a material impact on its results of operations or financial position.

In August 2009, FASB issued ASU 2009-5 *Fair Value Measurements and Disclosures (Topic 820) Measuring Liabilities at Fair Value* ("ASU 2009-5"). ASU 2009-5 provides amendments to Subtopic 820-10, *Fair Value Measurements and Disclosures-Overall*, for the fair value measurement of liabilities. ASU 2009-5 clarifies that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value. ASU 2009-5 was effective for the Company for interim and annual periods ending after September 30, 2009. The adoption of ASU 2009-5 did not have a material impact on the Company's results of operations or financial position.

In August 2009, FASB issued ASU 2009-4 *Accounting for Redeemable Equity Instruments—an Amendment to Section 480-10-S99* ("ASU 2009-4"). ASU 2009-4 represents a Securities and Exchange Commission ("SEC") update to Section 480-10-S99, *Distinguishing Liabilities from Equity*. The adoption of guidance within ASU 2009-4 did not have an impact on the Company's results of operations or financial position.

In June 2009, FASB issued SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles—A Replacement of FASB Statement No. 162*, (now codified within ASC 105, *Generally Accepted Accounting Principles* ("ASC 105")). ASC 105 establishes the Codification as the single source of authoritative GAAP recognized by the FASB to be applied by nongovernmental entities. All guidance contained in the Codification carries an equal level of authority. Following this statement, FASB will not issue new standards in the form of statements, FASB Staff Positions, or Emerging Issues Task Force Abstracts. Instead, it will issue Accounting Standards Updates, which will serve only to: (1) update the Codification; (2) provide background information about the guidance; and (3) provide the bases for conclusions on the change(s) in the Codification. ASC 105 was effective for financial statements issued for interim and annual periods ending after September 15, 2009. The Codification supersedes all existing non-SEC accounting and reporting standards. The adoption of ASC 105 did not have an impact on the Company's results of operations or financial position.

In May 2009, FASB issued SFAS No. 165, *Subsequent Events*, (now codified within ASC 855, *Subsequent Events* ("ASC 855")). ASC 855 establishes the general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. ASC 855 was effective for the Company on April 1, 2009. The adoption of ASC 855 did not have a material impact on the Company's results of operations or financial position.

In April 2009, FASB issued Staff Position ("FSP") No. 115-2 and FSP 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments* (now codified within ASC 320, *Investments—Debt and Equity Securities* ("ASC 320")). ASC 320 provides greater clarity about the credit and noncredit component of an other-than-temporary impairment event and more effectively communicates when an other-than-temporary impairment event has occurred.

ASC 320 amends the other-than-temporary impairment model for debt securities. The impairment model for equity securities was not affected. Under ASC 320, an other-than-temporary impairment must be recognized through earnings if an investor has the intent to sell the debt security or if it is more likely than not that the investor will be required to sell the debt security before recovery of its amortized cost basis. This standard was effective for interim periods ending after June 15, 2009. The adoption of ASC 320 did not have a material impact on the Company's results of operations or financial position.

Fair Value Measurements

Our financial instruments as defined by the FASB SAC Topic dealing with " *Disclosures about Fair Value of Financial Instruments*," include cash and other current liability. All instruments are accounted for on a historical cost basis, which, due to the short maturity of these financial instruments, approximates fair value at December 31, 2010 and 2009.

Effective January 1, 2008, the Company adopted FASB SAC Topic dealing with "Disclosures about Fair Value of Financial Instruments. The provisions of FASB SAC Topic dealing with "Disclosures about Fair Value of Financial Instruments are applicable to all of the Company's assets and liabilities that are measured and recorded at fair value. FASB SAC Topic dealing with "Disclosures about Fair Value of Financial Instruments establishes a new framework for measuring fair value and expands related disclosures. FASB SAC Topic dealing with "Disclosures about Fair Value of Financial Instruments defines fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants. FASB SAC Topic dealing with "Disclosures about Fair Value of Financial Instruments establishes a fair value hierarchy that gives the highest priority to observable inputs and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy defined are described below.

Level 1: Quoted prices are available in active markets for identical assets or liabilities. Active markets are those in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2: Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace.

Level 3: Pricing inputs include significant inputs that are generally unobservable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value. Level 3 instruments include those that may be more structured or otherwise tailored to the Company's needs.

As required by FASB SAC Topic dealing with "Disclosures about Fair Value of Financial Instruments, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

Concentration of Credit Risk

The Company maintains its cash and cash equivalents in multiple financial institutions. Balances in banks are insured by the Federal Deposit Insurance Corporation (FDIC) up to $250,000 per institution. Balances on deposit may occasionally exceed FDIC insured amounts. The Company also maintains cash and money market funds in a brokerage account insured by the Securities Investor Protection Corporation (SIPC) which insures cash balances up to $100,000.

NOTE 3 – DEVELOPMENT STAGE COMPANY

The Company has not begun principal operations and as is common with a development stage company, the company has had recurring losses during its development stage. The company's financial statements are prepared using generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the company does not have significant cash or other material assets, nor does it have an established source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. In the interim, shareholders of the company have committed to meeting its minimal operating expenses.

NOTE 4 – RELATED PARTY TRANSACTIONS

On or about November 15, 2007, officer and director Jack Gregory was issued 698,250 shares of common stock; $43,759 worth in exchange for company expenses paid and $40,030 worth for services rendered, for a total of $83,790 worth of stock, pursuant to Section 4(2) of the Securities Act of 1933. The expenses advanced were to pay for transfer agent fees, legal fees, independent accountant fees and the defaulted corporate charter.

The Company's Chief Executive Officer Jack Gregory has advanced $97,706 to the Company for the payment of general and administrative expenses. This advance was recorded as an interest free loan. The loan is due to be repaid upon receipt of funds from a stock offering or other fundraising.

Since May 18, 2007 all activities of the company have been conducted by corporate officers from either their homes or business offices. Currently, there are no outstanding debts owed by the company for the use of these facilities and there are no commitments for future use of the facilities.

NOTE 5 – COMMON STOCK

The Company's authorized Common Equity Consists of 100,000,000 shares of common stock $.0001 par value. As of May 30, 2007 the Company had issued and outstanding 301,750 common stock shares. On August 20, 2007 during a special meeting of the Company's Board of Directors the Chief Executive Officer and sole director of the Company presented invoices that he had paid to business consultants and professionals for services required to resurrect, revive and reorganize the Corporation, to bring it back to its current active status, to initiate and complete the Court Supervised Custodianship Process, to complete a fifty state search of litigation, claims and judgments, to reconstitute the books and records of the Corporation, to initiate and complete several years of missing financial statements, to reinstate the Corporation as an active Corporation under Nevada law, to create a new Board of Directors with a majority of independent directors, to reconstitute and reestablish corporate books and records, and to complete other required tasks. Since the Company had no cash or other assets at that date with which to reimburse the Chief Executive Officer the Board of Directors determined that the only feasible way for the Company to reimburse the Chief Executive Officer was to issue restricted common shares.

The Company issued 698,250 shares of restricted common stock to its Chief Executive Officer to reimburse $43,759 of cash payments for the expenses incurred and $40,030 for services performed by the Chief Executive Officer, calculated at 267 hours at a rate of $150 for a total of $83,790. Since the Company was insolvent and had no assets, and no market, the Board of Directors determined that the stock should be issued at a value of $.12 per share.

On November 13, 2008 the Company filed a Certificate of Amendment of Articles of Incorporation with the State of Nevada Secretary of State to reverse its shares on a 1:40 basis. The financial statements have been adjusted for all periods presented to reflect this split.

On November 12, 2010, an 8K was filed disclosing the Company's Board of Directors adoption of a resolution to cancel 151,425 shares of common stock held by Hoi Wai Investments Limited, and beneficially owned by former officer and director, Ching Lung Po and return to the company. The shares represent approximately 15% of the outstanding common share capital of the Company. Upon cancellation the value of the shares were considered contributed capital.

Note 6 GOING CONCERN

As shown in the accompanying consolidated financial statements, the Company has incurred an accumulated deficit of $170,780 through the fiscal year ended December 31, 2010. The Company is continually reviewing its operations and attempting to improve operating results and its balance sheet. The Company's ability to continue as a going concern is dependent on its ability to improve operating results and increase its financing cash flows, if any. The consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 7 – INCOME TAXES

	At December 31, 2010	At December 31, 2009
Deferred tax assets		
Net operating loss carry forwards	$ 3,903,750	$ 3,867,975
Deferred tax assets	$ 1,366,313	$ 1,353,791
Less – Valuation allowance	(1,366,313)	(1,353,791)
Net deferred tax assets	$ --	$ --

Realization of deferred tax assets is dependent upon sufficient future taxable income during the period that deductible temporary differences and carry forwards are expected to be available to reduce taxable income. As the achievement of required future taxable income is uncertain, the Company recorded a valuation allowance.

NOTE 8 – INVESTMENTS

As shown in the accompanying consolidated financial statements, the Company had earnings on investments for the year ended December 31, 2010 of $579. The company sold all investments within the same year as purchase when it became obvious that the cost of commissions heavily outweighed any advantage. The original purchase of investment was $15,706, and the loss on sale of investments for the year ended December 31, 2010 was $7,142. The company has had no further investment activity.

NOTE 9 – SUBSEQUENT EVENTS

The Company has evaluated all subsequent events through the date this Annual Report on Form 10-K was ready for filing with the SEC. No recognized or unrecognized events required disclosure as significant subsequent events.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 21, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant in the capacities and on the dates indicated.

Date: July 21, 2011

PREMIER HOLDING CORP.
Registrant

BY: JACK GREGORY

/s/ JACK GREGORY
JACK GREGORY
CHIEF EXECUTIVE OFFICER AND DIRECTOR

Date: July 21, 2011

PREMIER HOLDING CORP.
Registrant

BY: JASMINE GREGORY

/s/ JASMINE GREGORY
JASMINE GREGORY
CHIEF FINANCIAL OFFICER, PRINCIPAL
ACCOUNTING OFFICER AND DIRECTOR

EXHIBIT 31.1

CERTIFICATION

I, Jack Gregory, certify that:

(1) I have reviewed this annual report on Form10-K/A of Premier Holding Corp.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 21, 2011

/s/ Jack Gregory

Jack Gregory
Chief Executive Officer and Director

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

PURSUANT TO 18 U.S.C. SECTION 1350

In connection with this Annual Report of Premier Holding Corp. (the "Company") on Form 10-K/A for the period ending December 31, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jack Gregory, the Chief Executive Officer and Director of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. Such Annual Report on Form 10-K/A for the period ending December 31, 2010, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Annual Report on Form 10-K/A for the period ending December 31, 2010, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 21, 2011

/s/ Jack Gregory
Jack Gregory
Chief Executive Officer and Director

EXHIBIT 31.2

CERTIFICATION

I, Jasmine Gregory, certify that:

(1) I have reviewed this annual report on Form10-K/A of Premier Holding Corp.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 21, 2011

/s/ Jasmine Gregory

Jasmine Gregory
Chief Financial Officer, Director

EXHIBIT 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

PURSUANT TO 18 U.S.C. SECTION 1350

In connection with this Annual Report of Premier Holding Corp. (the "Company") on Form 10-K/A for the period ending December 31, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jasmine Gregory, the Chief Financial Officer and Director of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. Such Annual Report on Form 10-K/a for the period ending December 31, 2010, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Annual Report on Form 10-K/a for the period ending December 31, 2010, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 21, 2011

/s/ Jasmine Gregory
Jasmine Gregory
Chief Financial Officer, Director