

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## PREMIER HOLDING CORP.

**Form: 10-Q/A**

**Date Filed: 2016-11-14**

Corporate Issuer CIK: 1030916

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

FORM 10-Q/A  
Amendment No. 1

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the Quarterly Period Ended June 30, 2016

or

**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 CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Nevada**

(State or other Jurisdiction of Incorporation or Organization)

**88-0344135**

(I.R.S. Employer Identification No.)

**1382 Valencia, Unit F**

**Tustin, CA**

(Address of Principal Executive Offices)

**92780**

(Zip Code)

**(949) 260-8070**

(Registrant's Telephone Number, Including Area Code)

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during 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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

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

As of August 15, 2016, there were 246,059,401 shares of registrant's common stock outstanding.

---

---

## EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (this "Amendment No. 1") amends the Quarterly Report on Form 10-Q of Premier Holding Corporation (the "Company," "we," "our" and "us") for the three and six months ended June 30, 2016, as filed by the registrant on August 15, 2016 (the "Original Filing"). The purpose of this Amendment No. 1 is as follows:

(1) To clarify certain potentially conflicting or confusing language regarding the Company's acquisition of all of the membership units of American Illuminating Company, LLC, a Connecticut limited liability company ("AIC"), from WWCD, LLC, a company incorporated in the State of Illinois ("WWCD"). As previously disclosed, on May 6, 2016, we entered into a definitive agreement with WWCD to acquire for \$125,000 all membership units, including all licenses and contracts held, of AIC, a Federal Energy Regulatory Commission (FERC) licensed supplier of deregulated energy. We previously disclosed that "after final notifications and filings with regulatory agencies are complete, AIC is expected to begin supplying power immediately to our customers, will recruit additional resellers of deregulated power and provide them with our sales tools to streamline sales efforts, enforce compliance, and increase productivity." That statement is correct, but we wish to clarify that consummation of the acquisition of AIC is subject to FERC approval, which has not yet been granted. As a result, any descriptions of AIC as our "subsidiary" or expectations of AIC's operations or coordinated efforts with our other subsidiaries are qualified by our disclosure that consummation of the acquisition remains subject to FERC approval, and that AIC will have to obtain additional state, local, utility and other approvals in order to supply power to the Company's clients in accordance with our cross selling plans. We can give no assurances of when, or if, such approvals will be granted.

(2) To note the following change in the Company Financial Statements for the three months ended June 30, 2016:

(i) Balance Sheet - Prepayments related to the AIC acquisition in the amount of \$125,000 were erroneously included as "Intangible assets" and should have been recorded as "Deposit."

(ii) Statement of Cash Flows - Prepayments related to the AIC acquisition in the amount of \$125,000 were erroneously referenced as "Purchase of subsidiary – AIC, LLC" and should have been referenced as "Deposit."

(iii) Note 3 to the Financial Statements contains a reference that "[o]n May 5, 2016, the Company acquired 100% of the outstanding membership interests of AIC, a FERC-licensed supplier of deregulated energy, for \$125,000. The total purchase price was allocated to intangible assets for the value of the license. The initial accounting for the acquisition is not yet complete because the evaluations necessary to assess the fair value of the assets acquired are still in process." As referenced above, the acquisition has not been consummated and the purchase price paid was allocated to prepayments pending FERC approval.

The corrections referenced above are not material to the Company or its financial results for the quarter.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, Part II, Item 6 of the Original Filing is hereby amended and restated in its entirety, with the only changes being the addition of Exhibits 31.1, 31.2, and 32.1 filed herewith and related footnotes.

Except as specifically set forth herein, this Amendment No. 1 does not amend or otherwise update any other information in the Original Filing. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Filing and with the Company's filings with the Securities and Exchange Commission subsequent to the Original Filing.

**PREMIER HOLDING CORPORATION  
FORM 10-Q/A  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2016**

**TABLE OF CONTENTS**

	<b>Page</b>
<b>PART II. OTHER INFORMATION</b>	4
ITEM 6. Exhibits	4
<b>SIGNATURES</b>	5

**PART II – OTHER INFORMATION**

**ITEM 6. EXHIBITS**

<b>No.</b>	<b>Description</b>
31.1*	Certification Statement of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification Statement of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification Statement of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification Statement of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101**	Financial statements formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations and Comprehensive Loss, (iii) the Condensed Consolidated Statements of Cash Flows and (v) the Notes to Condensed Consolidated Financial Statements tagged as blocks of text.

\*Filed herewith

\*\*Previously filed

**SIGNATURES**

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

**PREMIER HOLDING CORPORATION**

By: /s/ Randall Letcavage

Randall Letcavage

President, Chief Executive Officer & Chief Financial Officer

(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

Date: November 14, 2016

<SEC-DOCUMENT>0001683168-16-000551-index.html : 20161114  
<SEC-HEADER>0001683168-16-000551.hdr.sgml : 20161111  
<ACCEPTANCE-DATETIME>20161114072244  
ACCESSION NUMBER: 0001683168-16-000551  
CONFORMED SUBMISSION TYPE: 10-Q/A  
PUBLIC DOCUMENT COUNT: 5  
CONFORMED PERIOD OF REPORT: 20160630  
FILED AS OF DATE: 20161114  
DATE AS OF CHANGE: 20161114

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: PREMIER HOLDING CORP.  
CENTRAL INDEX KEY: 0001030916  
STANDARD INDUSTRIAL CLASSIFICATION: ELECTRIC SERVICES [4911]  
IRS NUMBER: 880344135  
STATE OF INCORPORATION: NV  
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 10-Q/A  
SEC ACT: 1934 Act  
SEC FILE NUMBER: 000-53824  
FILM NUMBER: 161990481

BUSINESS ADDRESS:

STREET 1: 1382 VALENCIA AVE. SUITE F  
CITY: TUSTIN  
STATE: CA  
ZIP: 92780  
BUSINESS PHONE: 949.260.8070

MAIL ADDRESS:

STREET 1: 1382 VALENCIA AVE. SUITE F  
CITY: TUSTIN  
STATE: CA  
ZIP: 92780

FORMER COMPANY:

FORMER CONFORMED NAME: OVM INTERNATIONAL HOLDING CORP  
DATE OF NAME CHANGE: 19970211

</SEC-HEADER>

<DOCUMENT>

<TYPE>10-Q/A

<SEQUENCE>1

<FILENAME>premier\_10qa-063016.htm

<DESCRIPTION>FORM 10-Q AMENDMENT

<TEXT>

[Document 1 - file: premier\\_10qa-063016.htm](file:premier_10qa-063016.htm)

</DOCUMENT>

<DOCUMENT>

<TYPE>EX-31.1

<SEQUENCE>2

<FILENAME>premier\_10qa-3101.htm

<DESCRIPTION>CERTIFICATION

<TEXT>

[Document 2 - file: premier\\_10qa-3101.htm](file:premier_10qa-3101.htm)

</DOCUMENT>

<DOCUMENT>

<TYPE>EX-31.2

<SEQUENCE>3

<FILENAME>premier\_10qa-3102.htm

<DESCRIPTION>CERTIFICATION

<TEXT>

[Document 3 - file: premier\\_10qa-3102.htm](file:premier_10qa-3102.htm)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>EX-32.1  
<SEQUENCE>4  
<FILENAME>premier\_10qa-3201.htm  
<DESCRIPTION>CERTIFICATION  
<TEXT>  
[Document 4 - file: premier 10qa-3201.htm](file:premier_10qa-3201.htm)

</DOCUMENT>  
<DOCUMENT>  
<TYPE>EX-32.2  
<SEQUENCE>5  
<FILENAME>premier\_10qa-3202.htm  
<DESCRIPTION>CERTIFICATION  
<TEXT>  
[Document 5 - file: premier 10qa-3202.htm](file:premier_10qa-3202.htm)

</DOCUMENT>  
</SEC-DOCUMENT>

**PREMIER HOLDING CORPORATION**  
**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Randall Letcavage, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Premier Holding Corporation;
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 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 registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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.

By: /s/ Randall Letcavage

Randall Letcavage

President and Chief Executive Officer

(Principal Executive Officer)

Date: November 14, 2016

**PREMIER HOLDING CORPORATION**  
**CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Randall Letcavage, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Premier Holding Corporation;
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 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 registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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.

By: /s/ Randall Letcavage

Randall Letcavage

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

Date: November 14, 2016

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Randall Letcavage, hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the quarterly report on Form 10-Q/A of Premier Holding Corporation for the period ended June 30, 2016 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. information contained in the Form 10-Q/A fairly presents, in all material respects, the financial condition and results of operations of Premier Holding Corporation.

By: /s/ Randall Letcavage  
Randall Letcavage  
President and Chief Executive Officer  
(Principal Executive Officer)  
Date: November 14, 2016

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Randall Letcavage, hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the quarterly report on Form 10-Q/A of Premier Holding Corporation for the period ended June 30, 2016 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. information contained in the Form 10-Q/A fairly presents, in all material respects, the financial condition and results of operations of Premier Holding Corporation.

By: /s/ Randall Letcavage  
Randall Letcavage  
Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)  
Date: November 14, 2016