

**OTC Pink Basic Disclosure Guidelines**

**For the 3-Month Period Ended March 31, 2014**

**1) Name of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Mindpix Corporation  
Formerly Prime Holdings, Inc. until 10/2007

**2) Address of the issuer's principal executive offices**

Company Headquarters

Address 1: 940 Lincoln Road  
Address 2: Suit 315  
Address 3: Miami Beach, FL 33139  
Phone: (305) 615-5101  
Email: info@mpixcorporation.com  
Website(s): www.mpixcorporation.com

IR Contact

Address 1: American Capital Ventures  
Address 2: \_\_\_\_\_  
Address 3: \_\_\_\_\_  
Phone: 305-918-7000  
Email: info@mpixcorporation.com  
Website(s): \_\_\_\_\_

**3) Security Information**

Trading Symbol: MPIX  
Exact title and class of securities outstanding: Common Shares  
CUSIP: \_\_\_\_\_  
Par or Stated Value: \$.0001  
Total shares authorized: 1,500,000,000 as of: 4/16/2014  
Total shares outstanding: 1,218,081,969 as of: 4/16/2014

Transfer Agent

Name: Standard Registrar and Trust  
Address 1: 12528 South 1840 East  
Address 2: Draper, UT 84020  
Address 3: \_\_\_\_\_  
Phone: \_\_\_\_\_

Is the Transfer Agent registered under the Exchange Act?\* Yes:  No:

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

#### **4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

Rule 506

B. Any jurisdictions where the offering was registered or qualified;

C. The number of shares offered;

51,500,000

D. The number of shares sold;

51,500,000

E. The price at which the shares were offered, and the amount actually paid to the issuer;

Avg of \$.0034 per share

F. The trading status of the shares; and

Restricted

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

All shares contain a restrictive legend.

Additionally, the former chairman of the Company was issued 30,000,000 shares of the Company's stock in fulfillment of obligations due.

## 5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

**The financial statements have been separately filed with OTC Markets and are incorporated herein by reference.**

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

## 6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

Mindpix Corporation is a technology driven media company that was re-domiciled in the State of Nevada in 2004. Mindpix is focused on owning, creating and/or managing Music, Entertainment, Sports and U.S. Hispanic media properties across the globe. Through marketing, sales and distribution practices, Mindpix provides on-line video technology, production, digital marketing, audience development, payment services, sponsor acquisition, digital and traditional media distribution services, all to drive revenue for live and VOD (video on demand) events globally.

- B. Date and State (or Jurisdiction) of Incorporation:

Nevada

- C. the issuer's primary and secondary SIC Codes;

7812

- D. the issuer's fiscal year end date;

12/31

E. principal products or services, and their markets;

Mindpix Media Services will provide managed media services that enable companies to outsource and profit from their online and mobile operations. By providing a one-place-to-get-it-all solution, Mindpix Media Services simplifies the process the process to drive on-line video based incremental revenue. Our service offering includes, (but is not limited to) signal acquisition for broadcast, content packaging for distribution, encoding of content in order to track it correctly, compression of content so it is easier to deliver, dynamic advertising integration that allows a consumer to see messages relevant to them in real time, digital rights management so content is in the right place, transaction processing for payment servicing and HD-quality content delivery.

Consumers viewing of content has readily evolved beyond traditional television into multiple devices, both in the home and outside of it. Mobility is a key driver for our growth and consumers adoption of smartphones and tablets will continue. These devices are in the hands of consumers today and are often used simultaneously with other media. As a result, it is important to communicate across these multiple devices at the same time in order to reinforce the content, the marketing message and/or provide deeper content details that engage the consumer. We believe these multimedia devices can be divided into four categories as follows:

- Mobile (Smartphone's and Tablets)
- Online video
- Game consoles (i.e. Xbox)
- Connected TV's

Mindpix plans to provide these services to content companies ranging in size from Fortune 500 to venture-capital-backed startups which will allow these companies to effectively generate revenues from their online video efforts based on consumers' actions. The advantage of Mindpix Media Services is that we will eliminate the need for companies to invest and maintain separate content and digital rights management, e-commerce and streaming media delivery systems. By working with Mindpix Media Services, our efficiencies of scale and ability to perform these tasks will create an efficient way to do business for any company in the media space. To be effective in the distribution of content, Mindpix Media Services will integrate its managed Media Services technology platform with IP networks to offer cost-effective, high-quality live and on-demand streaming media delivery services.

Mindpix Presents will create from inception, produce and/or partner with existing rights owner in the overall digital monetization of entertainment, music, sports and U.S Hispanic media properties. Mindpix Presents will not only generate revenue from direct sales to consumers, but will also benefit from having a minority or majority stake in their efforts that will generate revenue from its distribution to end-users.

In concert with Mindpix Media Services, Mindpix Presents provides an all-in-one solution for content creators as Mindpix Presents provides a full service platform for the creation of content for distribution across the four categories of multimedia described above. In tandem with the content creation, Mindpix Presents provides full management of digital sponsorship sales and business development for worldwide live webcasting and management of all digital properties to effectively generate multiple revenue streams from the created content.

Mindpix will offer marketers and consumers the ability to connect to new and exciting content through unique, high-quality programming that captures the excitement, entertainment and relevant entertainment content. Our content will include lifestyle programs, entertainment, examples of fine living, live events that attract young and sophisticated viewers that comprise the majority of the digital media demographic. We will seek top talent in their respective industries that will provide exciting and engaging content and entertainment that we will monetize from.

The use of owned, and/or original branded programming and owned event creation will potentially provide additional revenue streams for the Company through the utilization of social media and member benefits opportunities. These revenue streams include branded entertainment, sponsorships for events, and media placement, third party commissions for video and banner advertisements, merchandise and production sales and services.

**7) Describe the Issuer's Facilities**

The Company leases offices at 901 Lincoln Road, Miami Beach, FL, One Pennsylvania Plaza, 49<sup>th</sup> Floor, New York, NY 10119, and in Nashville, Tennessee.

**8) Officers, Directors, and Control Persons**

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

President, CEO and Director: Victor Siegel

Chief Operations Officer: Saul Federman II

Secretary and Treasurer: Reina Ziegler

Director: Julius John

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

None

**9) Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Jonathan Leinwand

Firm: Jonathan D. Leinwand, P.A.

Address 1: 200 S Andrews Ave., Suite 703B

Address 2: Fort Lauderdale, FL 33301

Phone: (954) 903-7856

Email: \_\_\_\_\_

Auditor

Name: \_\_\_\_\_

Firm: Salberg & Co.

Address 1: 2295 NW Corporate Blvd.

Address 2: Boca Raton, FL 33431

Phone: 561-995-8270

Email: \_\_\_\_\_

Accountant

Name: David Brooks

Firm: D. Brooks and Associates CPA's, P.A..

Address 1:

Address 2: West Palm Beach, FL

Phone: (954) 592-2507

Investor Relations Consultant

Name: \_\_\_\_\_

Firm: American Capital Ventures

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: 305-918-7000

Email: \_\_\_\_\_

## 10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Victor Siegel, certify that:

1. I have reviewed this annual disclosure statement of Mindpix Corporation;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

5/21/2014

/s/ Victor Siegel

CEO/CFO