
**SCHEDULE TO
(Amendment No. 2)**

(Rule 14d-100)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

PRIME ACQUISITION CORP.
(Name of Subject Company (Issuer) and Name of Filing Person (Issuer))

Ordinary Shares, \$0.001 Par Value

(Title of Class of Securities)

G72436101

(CUSIP Number of Class of Securities)

William Tsu-Cheng Yu

+886-9-7232-8345

No. 322, Zhongshan East Road

Shijiazhuang

Hebei Province, 050011

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications on Behalf of Filing Persons)

with a copy to:

Mitchell S. Nussbaum, Esq.

Loeb & Loeb LLP

345 Park Avenue

New York, New York 10154

(212) 407-4000

CALCULATION OF FILING FEE

Transaction valuation

Not Applicable

Amount of filing fee

Not Applicable

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

N/A

Filing Party:

N/A

Form or Registration No.:

N/A

Date Filed:

N/A

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

EXPLANATORY NOTE

The sole purpose of this Amendment No. 2 (this "Amendment") to the Tender Offer Statement on Schedule TO (the "Schedule TO") filed by Prime Acquisition Corp, a Cayman Islands company (the "Company") on February 26, 2013, as amended on March 18, 2013, is to extend the offer until 5:00 p.m. Eastern time on March 28, 2013 and file Exhibit (a)(5)(F). Except for the extension of the offer and the addition of the exhibit, no other changes have been made to the Schedule TO, and accordingly Items 2, 3, 5 through 11 and 13 of the Schedule TO have been omitted. This Amendment does not modify any provision of the Offer Letter or the other exhibits that form a part of the Schedule TO or the terms of the offer, and accordingly such Offer Letter and the other exhibits have not been included herein.

Items 1 and 4 Summary Term Sheet; Terms of the Transaction.

Items 1 and 4 of the Schedule TO are hereby amended and supplemented as follows:

On March 27, 2013, the Company announced it has extended the Expiration Date of the Offer until 5:00 P.M., Eastern time, on March 28, 2013, unless further extended or withdrawn. A copy of the press release is filed as Exhibit (a)(5)(F) to the Schedule TO and is incorporated herein by reference.

Item 12. Exhibits.

Exhibit Number Description

- | | |
|------------|--|
| (a)(1)(A)* | Offer Letter dated February 25, 2013. |
| (a)(1)(B)* | Letter of Transmittal (including Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Substitute Form W-9). |
| (a)(1)(C)* | Form of Notice of Guaranteed Delivery. |
| (a)(1)(D)* | Form of letter to brokers, dealers, commercial banks, trust companies and other nominees to their clients. |
| (a)(1)(E)* | Form of letter to be used by brokers, dealers, commercial banks, trust companies and other nominees for their clients. |
| (a)(5)(A)* | The Company's Reports of Foreign Private Issuer on Form 6-K submitted to the Securities and Exchange Commission on August 8, 2012, August 9, 2012, October 18, 2012, November 14, 2012, November 23, 2012, November 21, 2012 and February 25, 2013 (incorporated by reference to the Forms 6-K filed with the Securities and Exchange Commission on such dates). |
| (a)(5)(B)* | Press Release, dated February 25, 2013. |
| (a)(5)(C)* | The Company's Reports of Foreign Private Issuer on Form 6-K submitted to the Securities and Exchange Commission on March 8, 2013 and March 18, 2013 (incorporated by reference to the Forms 6-K filed with the Securities and Exchange Commission on such dates). |
| (a)(5)(D)* | Press Release, dated March 8, 2013. |
| (a)(5)(E)* | Press Release, dated March 18, 2013. |
| (a)(5)(F) | Press Release, dated March 27, 2013. |
| (b) | Not applicable. |
| (c) | Not applicable. |
| (d)(1)* | Form of Amendment to the Company Amended and Restated Memorandum and Articles of Association. |
| (d)(2)* | Form of Amendment to the Investment Management Trust Agreement, dated March 25, 2011, by and between Prime Acquisition Corp. and American Stock Transfer and Trust Company. |
| (e) | Not applicable. |
| (f) | Not applicable. |
| (g) | Not applicable. |
| (h) | Not applicable. |

* Previously filed.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

PRIME ACQUISITION CORP.

By: /s/ Diana Chia-Huei Liu

Name: Diana Chia-Huei Liu

Title: Chief Executive Officer

Date: March 28, 2013

INDEX TO EXHIBITS

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- (f) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.

**Prime Acquisition Corp. Announces Shareholder Approval of Extension and
Announces Extension of Tender Offer**

Shijiazhuang, China – March 27, 2013 – Prime Acquisition Corp. (“Prime” or the “Company”) (NASDAQ: Common Stock: “PACQ”, Units: “PACQU”, Warrants: “PACQW”), a special purpose acquisition company, today announced that, at a March 27, 2013, special meeting of shareholders, the Company’s shareholders voted to approve an extension of the Company’s existence for an additional six months past the current March 30, 2013, termination date set forth in its amended and restated memorandum and articles of association and trust agreement. The implementation of the extension is subject to holders of fewer than 83% of the Company’s shares tendering their shares in the Company’s previously announced tender offer. In order to comply with certain regulatory requirements the Company is extending the tender offer until 5:00 p.m. Eastern time on March 28, 2013. Except as set forth herein, the complete terms and conditions of the tender offer remain the same as set forth in the Offer to Purchase dated February 25, 2013, and the related Letter of Transmittal.

As of 5:00 pm Eastern time on March 27, 2013, the original expiration date for the tender offer, approximately 3 million ordinary shares had been validly tendered.

Advantage Proxy is acting as the information agent, and the depositary is American Stock Transfer & Trust Company. For questions and information, call the information agent toll free at (877) 870-8565.

About Prime Acquisition Corp.

Prime Acquisition Corp., a Cayman Islands corporation, is a special purpose acquisition company formed for the purpose of acquiring an operating business. Prime consummated its initial public offering on March 30, 2011, and generated aggregate gross proceeds of \$36 million. Each unit issued in the IPO consists of one ordinary share, par value \$0.001 per share, and one redeemable warrant. Each redeemable warrant entitles the holder to purchase one ordinary share at a price of \$7.50. On May 25, 2011, the ordinary shares and warrants underlying the units sold in the IPO began to trade separately on a voluntary basis.

No Offer to Purchase

On February 26, 2013, Prime filed proxy solicitation materials in connection with seeking shareholder approval of an extension of the time Prime has to complete a business combination beyond March 30, 2013. In connection with such extension, Prime is conducting a tender offer for its ordinary shares in order allow shareholders the opportunity to redeem their shares if and when the extension is approved. Each description contained herein is not an offer to buy or the solicitation of an offer to sell securities. The solicitation and the offer to buy Prime ordinary shares are being made pursuant to a tender offer statement on Schedule TO and other offer documents that Prime has filed with the Securities and Exchange Commission (the "SEC"). The extension tender offer documents (including an offer to purchase, a related letter of transmittal and other offer documents) contain important information that should be read carefully and considered before any decision is made with respect to the extension tender offer. These materials are being sent free of charge to all security holders of Prime. In addition, all of these materials (and all other materials filed by Prime with the SEC) are available at no charge from the SEC through its website at www.sec.gov. Security holders of Prime are urged to read the proxy solicitation materials, extension tender offer documents and the other relevant materials before making any investment decision with respect to the extension and the extension tender offer because they contain important information about the extension and the extension tender offer.

Forward Looking Statements

This press release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 about Prime Acquisition Corp., bhn S.r.l., and their combined business after completion of the proposed transaction. Forward-looking statements are statements that are not historical facts. Such forward-looking statements, based upon the current beliefs and expectations of Prime's and bhn's managements, are subject to risks and uncertainties, which could cause actual results to differ from the forward-looking statements. The following factors, among others, could cause actual results to meaningfully differ from those set forth in the forward-looking statements:

- Continued compliance with government regulations;
- Changing legislation or regulatory environments;
- Requirements or changes affecting the businesses in which bhn is engaged;
- Industry trends, including factors affecting supply and demand;
- Labor and personnel relations;
- Credit risks affecting the combined business' revenue and profitability;
- Changes in the real estate industry;
- Bhn's ability to effectively manage its growth, including implementing effective controls and procedures and attracting and retaining key management and personnel;
- Changing interpretations of generally accepted accounting principles;
- General economic conditions; and
- Other relevant risks detailed in Prime's filings with the Securities and Exchange Commission.

The information set forth herein should be read in light of such risks. Neither Prime nor bhn assumes any obligation to update the information contained in this press release.

Contact Information:

At the Company

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