



DIVISION OF  
CORPORATION FINANCE

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

April 25, 2013

Via: E-mail

Mr. Randall M. Letcavage  
Principal Executive Officer  
Premier Holding Corporation  
1382 Valencia, Unit F  
Tustin, California 92780

**RE: Premier Holding Corporation  
Form 8-K dated April 9, 2013  
Filed April 10, 2013  
File No. 000-53824**

Dear Mr. Letcavage:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Kevin L. Vaughn

Kevin L. Vaughn  
Accounting Branch Chief