



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

DIVISION OF  
CORPORATION FINANCE

March 28, 2013

Via E-mail

Giovanni Caruso, Esq.  
Loeb & Loeb LLP  
345 Park Avenue  
New York, NY 10154

**Re: Prime Acquisition Corp.  
Schedule TO-I  
Filed February 26, 2013  
File No. 005-86162**

Dear Mr. Caruso:

We have reviewed your letter dated March 28, 2013 responding to our oral comments provided to you on March 27, 2013 regarding the above filing and Exchange Act Rule 13e-3. While the staff of the Division of Corporation Finance will not undertake any further examination at this time of the applicability of Rule 13e-3 to Prime Acquisition's tender offer, please note that the staff reserves the right to make further inquiry into this matter and make any recommendations it deems appropriate.

Please direct any questions to me at (202) 551-3444. You may also contact me via facsimile at (202) 772-9203. Please send all correspondence to us at the following ZIP code: 20549-3628.

Sincerely,

/s/ Perry Hindin

Perry Hindin  
Special Counsel  
Office of Mergers and Acquisitions