



THE NASDAQ STOCK MARKET
8600 BLACKWELL ROAD
ROCKVILLE, MD 20850

Received SEC
MAR 17 2011
Washington, DC 20549

P. William Slattery
Vice President
Listing Qualifications

CECINAS
001-35105

By Facsimile and First Class Mail

March 17, 2011

Ms. Cecile Peters
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549



Dear Ms. Peters:

This is to certify that on March 15, 2011 The Nasdaq Stock Market (the "Exchange") received from **Prime Acquisition Corp.** (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Ordinary Shares, \$0.001 par value
Ordinary Share Purchase Warrants
Units

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

William Slattery