

Edgar Filing: PRIME RESOURCE INC - Form 8-K

PRIME RESOURCE INC
Form 8-K
February 15, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K
CURRENT REPORT
(Supplemental)

Pursuant to Section 13 or 15(d) of the Securities Exchange Act
of 1934 Date of Report (Date of earliest event reported):

February 15, 2007

PRIME RESOURCE, INC.

(Exact name of registrant as specified in its charter)

UTAH	333-88480	#04-3648721
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification Number)

1245 East Brickyard Road, Suite 590, Salt Lake City, UT	84106
(Address of Principal Executive Offices)	(Zip Code)

(801) 433-2000

Registrant's Telephone Number, Including Area Code

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17
CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR
240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry Into A Material Definitive Agreement

Reference is made to the prior 8-K filing by this issuer dated February
12, 2007 and filed February 13, 2007 pertaining to certain amendments to its
Merger Agreement with Broadband Maritime, Inc. The issuer inadvertently failed
to attach to the Merger Agreement filed as part of that 8-K filing the current
exhibit described as Schedule 4.1(a) and being the capitalization table for the
issuer before and after the Merger. This 8-K is filed solely to supplement the
February 13, 2007 8-K by attaching such exhibit hereto as an exhibit to the
Merger Agreement.

Forward Looking Statements

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Safe Harbor Statements under The Private Securities Litigation Reform Act of 1995: This report contains forward-looking statements, including statements regarding expectations for the acquisition of Broadband Maritime. Such statements are subject to certain risks and uncertainties, and actual circumstances, events or results may differ materially from those projected in such forward-looking statements. Factors that could cause or contribute to differences include, but are not limited to, the risk that the merger transaction may not be completed by April 30, 2007, or at all; risks related to the inability to obtain, or meet conditions imposed for, governmental and other approvals of the transaction; and risks related to any uncertainty surrounding the transaction. We caution investors not to place undue reliance on any forward-looking statements. We do not undertake, and specifically disclaim any obligation, to update or revise such statements to reflect new circumstances or unanticipated events as they occur.

EXHIBIT:

2. Exhibit 4.1(a) to the Merger Agreement
originally filed February 13, 2007.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

PRIME RESOURCE, INC.

Date: February 15, 2007

/s/ Terry M. Deru

Terry M. Deru
President

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