

**OTC Pink Basic Disclosure Guidelines**

**For the 3-Month Period Ended September 30, 2014**

**1) Name of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Mindpix Corporation  
Formerly Prime Holdings, Inc. until 10/2007

**2) Address of the issuer's principal executive offices**

Company Headquarters

Address 1: 940 Lincoln Road

Address 2: Suit 315

Address 3: Miami Beach, FL 33139

Phone: (305) 615-5101

Email: info@mpixcorporation.com

Website(s): www.mpixcorporation.com

IR Contact

Address 1:

Address 2: \_\_\_\_\_

Address 3: \_\_\_\_\_

Phone:

Email: info@mpixcorporation.com

Website(s): \_\_\_\_\_

**3) Security Information**

Trading Symbol: MPIX

Exact title and class of securities outstanding: Common Shares

CUSIP: \_\_\_\_\_

Par or Stated Value: \$ .0001

Total shares authorized: 1,500,000,000

as of: 10/24/2014

Total shares outstanding: 1,471,573,821

as of: 10/24/2014

Transfer Agent

Name: Standard Registrar and Trust

Address 1: 12528 South 1840 East

Address 2: Draper, UT 84020

Address 3: \_\_\_\_\_

Phone: \_\_\_\_\_

Is the Transfer Agent registered under the Exchange Act?\*

Yes: ☒

No: ☐

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

#### **4) Issuance History**

During the quarter ended September 30, 2014 the Company issued the following shares of its common stock:

On July 1, 2014 the company entered into an agreement to sell 525,000,000 shares of its common stock for \$450,000 in a private transaction exempt from registration. The shares have not yet been issued as the company must increase its authorized shares.

#### **5) Financial Statements**

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

**The financial statements have been separately filed with OTC Markets and are incorporated herein by reference.**

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

#### **6) Describe the Issuer's Business, Products and Services**

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

Mindpix Corporation is a technology focused Media Company that was re-domiciled in the State of Nevada in 2004. Mindpix is focused on owning, creating, managing, and monetizing Music, Entertainment, Sports and U.S. Hispanic media content rights and digital properties globally.

B. Date and State (or Jurisdiction) of Incorporation:

Nevada

C. the issuer's primary and secondary SIC Codes;

7812

D. the issuer's fiscal year end date;

12/31

E. principal products or services, and their markets;

**Media Content Owners-** MPIX provides a single point of client contact around a comprehensive service offering of Media Services such as Signal Acquisition, Content Management, Encoding & Content Packaging, Web Hosting, Content Delivery, Storage, Security Encryption & Digital Rights Management, Consulting and Professional Services and Payment Gateway transaction processing and Clearing essential for content owners, producers and right holders to monetize and generate revenue from their content through on-line business models that already exist in the traditional Broadcast Television industry such as Sponsorship, Pay Per View, and Advertising supported revenue models.

**Content Creators** - MPIX is currently developing a software based toolset consisting of web applications and an online operating system that content and rights owners can license and use remotely through their web browser on a monthly basis using both a "Managed services" software licensing model wherein MPIX provides Media Services directly to or on behalf of an MPIX customer through its' own software based toolset or via a "Self-service" model where customers provision and use MPIX software tools themselves for self sufficiency on a monthly software licensing or consulting basis to manage all aspects of their own digital content creation with such Mindpix Media service offerings as Signal Acquisition of Television Satellite signals, encoding into all popular digital formats such as MPEG, and HD for LIVE and On Demand, as well as transcoding into mobile device formats such as H.264 that can be delivered to smartphones such as iPhones, Android Devices, as well as tablets and desktop computers, televisions and set top boxes. Completion of the aforementioned software based toolset and operating system is expected to be completed by the end of Q4 2014. In the interim, MPIX is already outsourcing such Media Services capabilities to Technology partners on an outsourced cost plus markup or advertising supported basis for MPIX customers which mitigates any up front capital and funding requirements by MindPix by guaranteeing that service costs, and related overheads are only incurred when customers have ordered such services, and delivered with profit and margin in those instances. An example of such a Technology partner is Google/You Tube which delivered the LIVE video streams for The Spring Awakenings Music Festival in 2014. MPIX is currently planning and engineering the assembly of its first Broadcast (BPC) in Miami and as a result, such media services are expected to be available for sale to customers by the end of Q4 2014. MPIX is also tentatively planning additional Broadcast Production Centers (BPC) in New York and Los Angeles in 2015 based on the success of obtaining customers in those geographical regions. The MPIX broadcast production center will be a facility with a controlled technology environment that can ingest customer content feeds and facilitates MPIX's ability to provide a comprehensive suit of Media Services to MPIX customers. Please note that this BPC launch date may change or be further delayed. In the interim, MPIX intends to outsource such Media Services capabilities to partners on an outsourced cost plus markup or advertising supported basis to MPIX customers which mitigates any up front capital and funding requirements as we grow and execute on our business plan.

Managing Digital Distribution - MPIX plans to provide a full management suite of on-line video technology, production, digital marketing, audience development, payment services, sponsor acquisition, digital and traditional media distribution services, all intended to monetize live and VOD (video on demand) Streaming Media for content owners and producers globally. MPIX is planning its first Broadcast Production Center in Florida and as a result, such services are expected to be available for sale to customers by Q4 2014.

Monetization - MPIX plans on assisting content owners and producers in the monetization of their content through on-line business and monetization models that already exist in the traditional Television space such as sponsorship, Pay Per View, and Advertising supported business models. MPIX is planning its first Broadcast Production Center in Florida and as a result, such services are expected to be available for sale to customers during Q4 2014.

*Mindpix Business Background:*

Consumer's consumption of video content has rapidly evolved beyond traditional linear television viewing and has evolved into the simultaneous use of multiple devices by the consumer to provide anytime anywhere access to Streaming Media video content independent of platform, device or connection to the Internet. These devices include smartphones/tablets, desktops pc's, game consoles (like Xbox) and connected "smart" televisions. These devices have proliferated en masse to consumers and are often used simultaneously with other media devices such as televisions. As a result, this has created an opportunity for MPIX to provide cross platform media experiences by facilitating a consumer's ability to interact with Television Programming to provide enhanced Digital Experiences through interactive functionality on-line which can include Social Media Interaction, On-line chats, Polls, Surveys, and Threaded and Moderated Discussion Groups.

Leveraging the same technology, infrastructure, and staffing, Mindpix plans to operate 2 separate and distinctly different businesses – a business to business (B2B) technology outsourcing Media Services business and a direct to consumer (D2C) business:

1. Mindpix Media Services - a business to business (B2B) outsourced digital broadcasting solutions group, focused on securing on-going monthly recurring contracts (retainers and "back-end" revenue sharing and Strategic Consulting to manage the full digital media infrastructure for Fortune 500 companies, venture backed start-ups and major media companies. The company currently has 1 partnership in this sector.
  - a. Mundial Sports Network – the leading Latino Sports Network
2. Mindpix Presents – a direct to consumer (D2C) owner of or Joint venture partner of original content and media IP (intellectual property) where Mindpix is a direct owner and or profit participant. The company currently has 2 partnerships in this sector.
  - a. New Gospel Entertainment – a joint venture with Out East Entertainment
  - b. A joint venture with KM Productions

Mindpix Expected Revenue Streams:

Mindpix Media Services Division – Consists of Monthly recurring revenue through monthly retainer fee's for consulting with additional incremental revenue through the delivery of the aforementioned Media Services such as Web and Application development, Live and On Demand Encoding, Sponsorship Acquisition fees and technology & infrastructure services such as Web Hosting, Signal Acquisition, Content Delivery, Digital Advertising Implementation, Storage, and Email Delivery which are billed to customers monthly in arrears based on actual metered usage such as number of emails delivered, Gigabyte stored, and/or delivered by an MPIX customer.

Mindpix Presents Division – Consists of potential equity appreciation, and on-going recurring revenue, recognition through full exploitation of the intellectual property rights. These include but are not limited to video on demand sales directly to consumers, sponsorship development, digital pay per view sales, physical ticket sales and merchandise etc.

## Our Website Strategy and Presence

We are planning a corporate re-launch of our on-line web site. As we are primarily focused on business to business (B2B) customers, the site will be strictly informational in its approach of marketing MPIX B2B products and services and will not itself publish content for consumers. Content publishing always occurs on the websites of the content owners, producers and rights holders that are MPIX customers such as Golden Trailer Awards, and React Presents, Spring Awakenings Music Festival.

For client events or engagements (across either Mindpix Media Services or Mindpix Presents), MPIX may also be hired to build out individual digital (pc and mobile) micro sites and ecommerce stores on a Professional Services / Consulting basis.

### ***Mindpix Media Services***

Mindpix Media Services together with third party Technology & Media partners such as Amazon Web Services or Microsoft Azure Cloud Computing plans to provide a full suite of outsourced managed media services in the future which enables companies to generate revenue and monetize their online video content through on-line business models that already exist in the traditional Broadcast Television industry such as Sponsorship, Pay Per View, and Advertising supported revenue models. By providing a “single point of contact”, Mindpix Media Services simplifies the process of driving on-line video based incremental revenue for its customers. Mindpix Media Services allows companies to increase distribution of their content brand or channel, and generate incremental revenue on-line by expanding the reach of regional content to a potential global audience.

Mindpix Corporation's Media Service offering, performed by our staff and consultants includes, (but is not limited to) our contracting directly with content owners, producers, and rights holders to then provide a comprehensive suite of media services necessary to deliver digital revenues.

Our current sales and business development efforts center around Mindpix Media Services offering these services directly to major media and Fortune 500 companies, producers, as well as content, and rights holders. For MPIX clients, the advantage of outsourcing these efforts through the provision of Mindpix Media Services is that of a cloud based SaaS business model (Software as a Service) which eliminates the need for companies to invest in and maintain separate content and digital rights management, e-commerce and streaming media vendors and delivery systems. By working with Mindpix Media Services, clients can leverage our efficiencies of scale, subject matter expertise, and historical track record of execution in performing such services for clients previously, while also creating an efficient way for content owners to outsource their Media Services requirements to Mindpix for the monetization and distribution of their video content, through cost-effective, high-quality live and on-demand streaming media delivery services.

### ***Mindpix Presents***

Mindpix Presents endeavors to partner with existing rights owner in the overall digital monetization of entertainment, music, sports and U.S Hispanic media properties. Mindpix Presents plans to generate revenue from direct sales of digital content and services to consumers, Mindpix will benefit through equity appreciation and revenue sharing agreements that will generate revenue and transactions from the sale and distribution of digital products directly to end-users.

The use of owned, and/or original branded programming and owned event creation will potentially provide additional revenue streams for the Company through the utilization of social media and member benefits opportunities that reward individuals for sharing content to others through syndication. These revenue streams include branded entertainment, sponsorships for events, and display advertising, through third party commissions for video and banner advertisements, merchandise and production sales and services.

The Company successfully produced and broadcast 3 days of the Spring Awakenings Music Festival in June 2013. The broadcast was shown on the Company's dedicated YouTube channel.

The “Bridge to Believe” tour is a 21-city Gospel tour produced by the joint venture New Gospel Entertainment (NGE). The venture partners were unable to secure financing for the Fall 2014 tour and it was subsequently cancelled. NGE continues to explore ways to re-mount this tour for 2015.

**7) Describe the Issuer’s Facilities**

The Company leases offices at 940 Lincoln Road, Miami Beach, FL, and in Nashville, Tennessee.

**8) Officers, Directors, and Control Persons**

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer’s executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer’s equity securities), as of the date of this information statement.

President, CEO and Director: Victor Siegel

Secretary and Treasurer: Reina Ziegler

Director: Julius John

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person’s involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person’s involvement in any type of business or securities activities.

None

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer’s equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the

person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

None

## **9) Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

### Legal Counsel

Name: Jonathan Leinwand

Firm: Jonathan D. Leinwand, P.A.

Address 1: 200 S Andrews Ave., Suite 703B

Address 2: Fort Lauderdale, FL 33301

Phone: (954) 903-7856

Email: \_\_\_\_\_

### Auditor

Name: \_\_\_\_\_

Firm: Salberg & Co.

Address 1: 2295 NW Corporate Blvd.

Address 2: Boca Raton, FL 33431

Phone: 561-995-8270

Email: \_\_\_\_\_

### Accountant

Name: David Brooks

Firm: D. Brooks and Associates CPA's, P.A..

Address 1:

Address 2: West Palm Beach, FL

Phone: (954) 592-2507

### Investor Relations Consultant

Name: \_\_\_\_\_

Firm:

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone:

Email: info@mindpixcorporation.com

## 10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Victor Siegel, certify that:

1. I have reviewed this quarterly disclosure statement of Mindpix Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

11/18/2014

/s/ Victor Siegel

CEO/CFO