

Johnson Eric
Form 3
May 11, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Johnson Eric | | (Month/Day/Year) | PRIVATE MEDIA GROUP INC [PRVT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 408-229 YONGE STREET | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| TORONTO,Â A6Â M5B 1N9 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|---|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

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| | | | | | | | |
|---|------------|------------|--------------|---------|------|---|---|
| Non-voting Class A Preference Shares of Entruphema ⁽¹⁾ | 10/29/2009 | 10/29/2014 | Common Stock | 110,000 | \$ 0 | D | Â |
| Non-voting Class A Preference Shares of Entruphema ⁽¹⁾ | 10/29/2010 | 10/29/2014 | Common Stock | 10,000 | \$ 0 | D | Â |
| Non-voting Class A Preference Shares of Entruphema ⁽¹⁾ | 10/29/2011 | 10/29/2014 | Common Stock | 10,000 | \$ 0 | D | Â |
| Earnout Right ⁽²⁾ | 12/31/2009 | 12/31/2012 | Common Stock | 5,834 | \$ 0 | D | Â |
| Earnout Right ⁽²⁾ | 12/31/2010 | 12/31/2012 | Common Stock | 23,333 | \$ 0 | D | Â |
| Earnout Right ⁽²⁾ | 12/31/2011 | 12/31/2012 | Common Stock | 23,333 | \$ 0 | D | Â |
| Earnout Right ⁽²⁾ | 09/30/2012 | 12/31/2012 | Common Stock | 17,500 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Eric 408-229 YONGE STREET TORONTO, A6 M5B 1N9 | Â X | Â | Â | Â |

Signatures

Eric Johnson 05/11/2010

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Convertible into shares of the Issuer.

(2) The Reporting Person has the right to acquire the Common Stock for no additional consideration, upon meeting certain EBITDA targets for Private Media Group, Inc.'s internet operations for the fourth quarter of 2009, the years ended December 31, 2010 and 2011 and the first three quarters of 2011. These rights have been granted to the Reporting Person pursuant to an Acquisition Agreement among Private Media Group, Inc., the Reporting Person and others, dated October 29, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.