

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, *AS AMENDED*

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

GENERAL INSTRUCTIONS

1. The Form 12-1 shall be used for registration of securities that are to be sold or offered for sale pursuant to Sections 8 and 12 of the Code.
2. Attention is directed to the following Rules under the Code which pertain to the registration of securities under Sections 8 and 12 thereof, filings of periodic and current reports under Section 17, proxy [solicitations](#) under Section 20, officer and principal stockholder filings under Sections 18 and 23 and financial statements required by Section 68 thereof.
 - (a) [SRC Rule 8.1](#)
 - (b) [SRC Rule 8.3](#)
 - (d) [SRC Rule 12.1](#)
 - (l) [SRC Rule 12.2](#)
 - (f) SRC Rule 13
 - (m) SRC Rule 14
 - (n) [SRC Rule 17.1](#)
 - (k) SRC Rule 18.1
 - (o) SRC Rule 20
 - (p) [SRC Rule 68, AS AMENDED](#)
 - (q) SRC Rule 72.1
3. Attention is particularly directed to [SRC Rule 12.1](#) for the requirements applicable to the content of the non-financial statement portions of registration statements under the Code, and SRC Rule 68, [as amended](#) for the content of financial statement portions of registration statements. Where SEC Form 12-1 directs the registrant to furnish information required by [SRC Rule 12.1](#) and "[Annex C, as amended](#)" thereof and the item of that Rule so provides, information need only be furnished to the extent appropriate. Prior to preparation of their filings, registrants should also review the provisions of SRC Rule 72.1, "General Rules and Regulations For Filing of SEC Forms With the Securities and Exchange Commission." Definitions contained in "Annex B" and SRC Rule 68, [as amended](#), to the extent they are not defined herein, shall govern the meanings of similar terms used herein.
4. The registration statement shall be signed by the registrant's principal executive officer, its principal operating officer, its principal financial officer, its controller, its principal accounting officer, its corporate secretary or persons performing similar functions. If the registrant is a foreign person the registration statement shall also be signed by its resident agent in the Philippines.
5. The name of each person who signs the registration statement shall be typed or printed beneath his signature. Any person who occupies more than one of the specified positions shall indicate the capacity in which he signs the registration statement. At least one copy of the documents filed shall be manually signed and the unsigned copies shall be conformed.
6. [Every amendment to a registration statement shall be signed by the persons specified in Section 12.4 of the Code or by any executive officer duly authorized by the Board of Directors. The final](#)

registration statement and the final prospectus shall, however, be signed by all required signatories under Section 12.4 of the Code.

7. Three (3) copies of the complete Form 12-1 shall be filed, including exhibits and all other papers and documents filed as part thereof.
8. In case of voluntary withdrawal of a registration statement, fifty percent (50%) of the filing fee shall be forfeited and not be allowed for future application. No pre-evaluation shall be conducted on the registration statement prior to filing and the Commission may reject any application for registration for technicalities.
9. In the event that the registration statement is rejected pursuant to Section 13 of the Code, the filing fee paid thereon shall be forfeited.

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1. SEC Identification Number
2.
Exact name of registrant as specified in its charter
3.
Province, country or other jurisdiction of incorporation or organization
4.
BIR Tax Identification Number
5.
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7.
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8.
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.
9. Fiscal Year Ending Date (Month and Day) :

Computation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
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Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

Maximum aggregate price of securities to be offered	Amount of filing fee
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Not more than P500 Million	0.10% of the maximum aggregate price of the securities to be offered
More than P500 Million but not more than P750 Million	P500,000 plus 0.075% of the excess over P500 Million
More than P750 Million but not more than P1 Billion	P687,500 plus 0.05% of the excess over P750 Million
More than P1 Billion	P812,500 plus 0.025% of the excess over P1 Billion

In the case of warrants which have no issue value, the filing fee shall be [P50,000](#).

A legal research fee of 1% of the filing fee paid for filings made pursuant to [SRC Rule 8.1](#) shall also be paid at the time of the filing.

PART I - INFORMATION REQUIRED IN PROSPECTUS

Item 1. Front of the Registration Statement and Outside Front Cover Page of Prospectus.

Set forth in the front of the registration statement and on the outside front cover page of the prospectus the information required by [Part VI](#), paragraph (A) of "[Annex C, as amended](#)".

Item 2. Inside Front Cover and First Two or More Pages of Prospectus.

Set forth on the inside front cover page of the prospectus and the first two or more pages, the information required by [Part VI](#), paragraph (B) of "[Annex C, as amended](#)".

Item 3. Risk Factors and Other Information

Furnish the information required by [Part VI](#), paragraph (C) and (D) of "[Annex C, as amended](#)".

Item 4. Use of Proceeds.

Furnish the information required by [Part VI](#), paragraph (E) of "[Annex C, as amended](#)".

Item 5. Determination of Offering Price.

Furnish the information required by [Part VI](#), paragraph (F) of "[Annex C, as amended](#)".

Item 6. Dilution.

Furnish the information required by [Part VI](#), paragraph (G) of "[Annex C, as amended](#)".

Item 7. Selling Security Holders.

Furnish the information required by [Part VI](#), paragraph (H) of "[Annex C, as amended](#)".

Item 8. Plan of Distribution.

Furnish the information required by [Part VI](#), paragraphs (I), (J) and (K) of "[Annex C, as amended](#)".

Item 9. Description of Securities to Be Registered.

Furnish the information required by Part II, paragraph (B) of “Annex C, as amended”.

Item 10. Interests of Named Experts and Independent Counsel.

Furnish the information required by Part VI, paragraph (L) of “Annex C, as amended”.

Item 11. Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a) Information required by Part I, paragraph (A) of “Annex C, as amended”, Description of Business;
- (b) Information required by Part I, paragraph (B) of “Annex C, as amended”, Description of Property;
- (c) Information required by Part I, paragraph (C) of “Annex C, as amended”, Legal Proceedings;
- (d) Where common equity securities are being offered, information required by Part II, paragraph (A)(1) through (4) of “Annex C, as amended”, Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters;
- (e) Information required by Part III, paragraph (A) of “Annex C, as amended”, Management's Discussion and Analysis or Plan of Operation;
- (f) Information required by Part III, paragraph (B) of “Annex C, as amended”, Changes in and Disagreements With Accountants On Accounting and Financial Disclosure;
- (g) Information required by Part IV, paragraph (A) of “Annex C, as amended”, Directors, Executive Officers, Promoters and Control Persons;
- (h) Information required by Part IV, paragraph (B) of “Annex C, as amended”, Executive Compensation;
- (i) Information required by Part IV, paragraph (C) of “Annex C, as amended”, Security Ownership of Certain Record and Beneficial Owners and Management;
- (j) Information required by Part IV, Section (D) of “Annex C, as amended”, Certain Relationships and Related Transactions.

Item 12. Financial Information

Furnish financial information as required by SRC Rule 68.

**PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT
BUT NOT REQUIRED IN PROSPECTUS**

Item 13. Other Expenses of Issuance and Distribution.

Furnish the information required by Part VI, paragraph (M) of “Annex C, as amended”.

Item 14. Exhibits.

Furnish or incorporate by reference the exhibits required by Part VII of "Annex C, as amended".

Item 15.

Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

SIGNATURES

Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of _____ on _____, 20__.

By:

Principal Executive Officer

Comptroller

Principal Operating Officer

Corporate Secretary

Principal Financial Officer

Principal Accounting Officer

SUBSCRIBED AND SWORN to before me this ____ day of _____ 200__ affiant(s) exhibiting to me his/their Residence Certificates, as follows:

NAMES	/RES. CERT.NO.	DATE OF ISSUE	PLACE OF ISSUE
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Notary Public

