

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number **PW-277**
2. **SAN MIGUEL CORPORATION**
Exact name of registrant as specified in its charter
3. **PHILIPPINES**
Province, country or other jurisdiction of
incorporation or organization
4. **000-060-741-000**
BIR Tax Identification Number
5. The general character of the business of the registrant is **manufacturing goods, beverage, packaging, fuel & energy, power, infrastructure, property.**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines, 1550, FAX 6323364**
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. **N/A**
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) : **December 31**

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
Fixed-Rate Bond	PHP60,000,000,000.00	Face Value	PHP60,000,000,000.00	PHP15,562,500.00
Legal Research Fee of 1% (for the entire shelf)				155,625.00
TOTAL REGISTRATION FEES				PHP15,718,125.00
First Tranche	PHP30,000,000,000.00	Face Value	PHP30,000,000,000.00	PHP8,062,500.00
• Filing fees				80,625.00
• Legal research fee of 1%				
TOTAL REGISTRATION FEE PAYABLE				PHP8,143,125.00

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
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.

Please refer to the front page of the Prospectus and the Offer Supplement.

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

Please refer to the inside front cover page and the succeeding pages of the Prospectus and the Offer Supplement.

Item 3. Risk Factors and Other Information

Please refer to the section "Risk Factors" starting on page 27 of the Prospectus.

Item 4. Use of Proceeds.

Please refer to the section "Use of Proceeds" starting on page 74 of the Prospectus and on page 44 of the Offer Supplement.

Item 5. Determination of Offering Price.

Please refer to the section on page 75 of the Prospectus.

Item 6. Dilution.

Not applicable.

Item 7. Selling Security Holders.

Not applicable.

Item 8. Plan of Distribution.

Please refer to the section "Plan of Distribution" starting on page 76 of the Prospectus and page 47 of the Offer Supplement.

Item 9. Description of Securities to Be Registered.

Please refer to the section "Description of the Bonds" on page 26 of the Prospectus and section "Description of the Offer Bonds" on page 25 of the Offer Supplement.

Item 10. Interests of Named Experts and Independent Counsel.

Please refer to the section "Interest of Named Experts and Counsel" on page 252 of the Prospectus.

Item 11. Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a) On Description of Business, please refer to the section “The Company” starting on page 77 of the Prospectus;
- (b) On Description of Property, please refer to the section “Description of Property” starting on page 181 of the Prospectus;
- (c) On Legal Proceedings, please refer to the section “Legal Proceedings” starting on page 182 of the Prospectus;
- (d) On Management's Discussion and Analysis or Plan of Operation, please refer to the section “Management Discussion & Analysis of Results of Operations and Financial Condition” starting on page 210 of the Prospectus;
- (e) On Changes in and Disagreements With Accountants On Accounting and Financial Disclosure, this is not applicable;
- (f) On Directors, Executive Officers, Promoters and Control Persons, please refer to the section “Management” starting on page 196 of the Prospectus;
- (g) On Executive Compensation, please refer to the section “Compensation of Directors and Executive Officers” starting on page 203 of the Prospectus;
- (h) On Security Ownership of Certain Record and Beneficial Owners and Management , please refer to the section “Security Ownership of Directors and Officers” starting on page 186 of the Prospectus;
- (i) On Certain Relationships and Related Party Transactions, please refer to the section “Certain Relationships and Related Party Transactions” starting on page 206 of the Prospectus.

Item 12. Financial Information

Please refer to the “Summary of Financial Information” section on page 22 of the Prospectus and “Management Discussion & Analysis of Results of Operations and Financial Condition” section on starting on page 210 of the Prospectus, and their reference to the audited consolidated financial statements for the years ended 31 December 2020, 2019 and 2018 and for the period ended 30 September 2021.

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

Item 13. Other Expenses of Issuance and Distribution.

Please refer to the section Use of Proceeds starting on page 74 of the Prospectus and page 44 of the Offer Supplement.

Item 14. Exhibits.

Incorporated herein by reference are additional exhibits required by Part VI of “Annex C, as amended”, as follows.

There are no Material Contracts to disclose since the 23 April 2021 (the date of most recent filing of registration statement by the Company).

Exhibit Number	Description
Exhibit 1	Prospectus
Exhibit 2	Offer Supplement
Exhibit 3	2020 Consolidated Audited Financial Statements
Exhibit 4	Latest Amended Articles of Incorporation
Exhibit 5	Latest Amended By-Laws
Exhibit 6	Undertaking to Publish Notice of Filing
Exhibit 7	Copy of the Board Resolution approving the securities offering and authorizing the filing of the registration statement.
Exhibit 8	Mandate Letter of Joint Lead Underwriters
Exhibit 9	Draft Underwriting Agreement
Exhibit 10	Notarized Curriculum Vitae and Recent Photographs of Officers and Directors
Exhibit 11	Latest Annual Report and Quarterly Report
Exhibit 12	Report Furnished The Security Holders
Exhibit 13	Published Report Regarding Matters Submitted To Vote Of Security Holders
Exhibit 14	Authorization to examine Issuer's bank accounts.
Exhibit 15	Secretary's Certificate re: submission of a manual of corporate governance, adoption of a fit and proper rule, and undertaking allowing SEC to resolve conflicting issues regarding the selection of independent directors
Exhibit 16	List of Subsidiaries
Exhibit 17	Certification re: Legal Proceedings
Exhibit 18	Certification re: Audited Financial Statements
Exhibit 19	Certification re: Government licenses and permits
Exhibit 20	Certificate of Awareness of Documents re: Filing of the Registration Statement
Exhibit 21	Certificate on the Conduct of Due Diligence
Exhibit 22	Undertaking to Pay

Item 15.

Not applicable.

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 Mandaluyong City on DEC 06 2021.



RAMON S. ANG
President and Chief Executive Officer



FERDINAND K. CONSTANTINO
Chief Finance Officer and Treasurer



VIRGILIO S. JACINTO
Senior Vice President - General Counsel,
Compliance Officer, and Corporate Secretary

SUBSCRIBED AND SWORN to before me this DEC 06 2021 at Mandaluyong City
affiants exhibiting to me their Government-issued IDs, as follows:

Name	Government-issued IDs	Date and Place of Issue
Ramon S. Ang	Passport No. P2247867B	22 May 2019; DFA Manila
Ferdinand K. Constantino	Passport No. P6892447B	02 June 2021; DFA-NCR East
Virgilio S. Jacinto	Passport No. P3157226B	12 September 2019; DFA-NCR East

Notary Public

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Page No. : 28
Book No. : I
Series of 2021.



MA. KRISTINA S. ZAMORA
Commission No. 0513-21
Notary Public for Mandaluyong City
Until Dec. 31, 2022
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 61379
C.R. No. 4582318; 01/11/21; Mandaluyong City
IBP Lifetime Member No. 018307; 12/14/17; RSM
MCLE Compliance No. VI-0025117; 04/12/19; Pasig City