



SECURITIES AND EXCHANGE COMMISSION MARKET REGULATION DEPT.

SEC FORM 12-1

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: **PW-000277**
2. **SAN MIGUEL CORPORATION**
Exact name of registrant as specified in its charter
3. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation or organization
4. **000-060-741-000**
BIR Tax Identification Number
5. **Manufacturing food, beverages, packaging, fuel & energy, power, infrastructure, telecommunications, property.**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **No. 40 San Miguel Avenue, Mandaluyong City**
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 under Shelf Registration	Amount to be registered	Proposed Maximum offering price per unit (P)	Proposed maximum aggregate offering price (P)	Amount of registration fee (P)*
SERIES "2" PREFERRED SHARES (Initial Tranche – Base Offer)	280,000,000	P75.00	P21,000,000,000.00	P5,465,558.22
SERIES "2" PREFERRED SHARES (Initial Tranche – Oversubscription Option)	120,000,000	P75.00	P9,000,000,000.00	P2,342,382.09
SERIES "2" PREFERRED SHARES (Balance)	575,571,800	P75.00	P43,167,885,000.00	P11,235,075.65
TOTAL	975,571,800	P75.00	P73,167,885,000.00	P19,043,016.00**

*** Inclusive of Php188,544.71 legal research fee**

****Pursuant to Rule 8.1.2.2 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code, the total filing fee shall be payable per tranche of issuance and proportional to the issued value.**

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.

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

Item 3. Risk Factors and Other Information

Set forth on pages 38 to 57 of the Prospectus are the information required by Part VI, paragraphs (C) and (D) of "Annex C, as amended".

Item 4. Use of Proceeds.

Set forth on page 58 of the Prospectus are the information required by Part VI, paragraph (E) of "Annex C, as amended".

Item 5. Determination of Offering Price.

Set forth on page 59 are the information required by Part VI, paragraph (F) of "Annex C, as amended".

Item 6. Dilution.

Not Applicable.

Item 7. Selling Security Holders.

Not Applicable.

Item 8. Plan of Distribution.

Set forth on pages 61 to 63 of the Prospectus are the information required by Part VI, paragraphs (I), (J) and (K) of "Annex C, as amended".

Item 9. Description of Securities to Be Registered.

Set forth on pages 34 to 37 are the information required by Part II, paragraph (B) of "Annex C, as amended".

Item 10. Interests of Named Experts and Independent Counsel.

Set forth on page 188 are the information required by Part VI, paragraph (L) of "Annex C, as amended".

Item 11. Information with Respect to the Registrant.

Information with respect to the registrant:

- (a) Set forth on pages 64 to 148 of the Prospectus are the information required by Part I, paragraph (A) of "Annex C, as amended", Description of Business;
- (b) Set forth on page 149 of the Prospectus are the information required by Part I, paragraph (B) of "Annex C, as amended", Description of Property;
- (c) Set forth on page 150 of the Prospectus are the information required by Part I, paragraph (C) of "Annex C, as amended", Legal Proceedings;
- (d) Set forth on pages 172 to 185 of the Prospectus are the information required by Part III, paragraph (A) of "Annex C, as amended", Management's Discussion and Analysis or Plan of Operation;
- (e) Set forth on page 187 of the Prospectus are the information required by Part III, paragraph (B) of "Annex C, as amended", Changes in and Disagreements With Accountants On Accounting and Financial Disclosure;
- (f) Set forth on pages 158 to 164 of the Prospectus are the information required by Part IV, paragraph (A) of "Annex C, as amended", Directors, Executive Officers, Promoters and Control Persons;
- (g) Set forth on page 165 to 166 of the Prospectus are the information required by Part IV, paragraph (B) of "Annex C, as amended", Executive Compensation;
- (h) Set forth on pages 166 to 167 of the Prospectus are the information required by Part IV, paragraph (C) of "Annex C, as amended", Security Ownership of Certain Record and Beneficial Owners and Management;
- (i) Set forth on page 168 to 169 of the Prospectus are the information required by Part IV, Section (D) of "Annex C, as amended", Certain Relationships and Related Transactions.

Item 12. Financial Information

Interim Financial Statements of the Registrant for the period September 30, 2015 are included as Appendices to the Prospectus.

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

Item 13. Other Expenses of Issuance and Distribution.

Set forth on page 58 of the Prospectus are the information required by Part VI, paragraph (M) of "Annex C, as amended".

Item 14. Exhibits.

Incorporated herein are the following exhibits required by Part VII of “Annex C, as amended”.

Exhibit	Document
1	Publication of Notice Re: Filing
2	Underwriting Agreement (Draft)
3	Articles of Incorporation
4	By-laws
5	Instruments Defining the Rights of Security Holders
6	Opinion Re: Legality
7	Opinion Re: Tax Matters
8	Summary Sheet and Copies of Material Contracts
9	Annual Report to Security Holders
10	SEC Form 17-Q Report of the Company
11	Subsidiaries of the Registrant
12	Published Report Regarding Matters Submitted to Vote of Security Holders
13	Notarized Curriculum Vitae and Photographs of Officers and Members of the Board of Directors
14	Authorization Re: Bank Accounts
15	Copy of the Board Resolution approving the securities offering and authorizing the filing of the Registration Statement
16	Duly verified resolution of the Issuer’s Board of Directors approving the disclosures contained in the Registration Statement and assuming liability for the information contained therein
17	Secretary’s Certificate as to adoption by the Board of Directors of certain corporate governance principles
18	Certification by internal counsel on material legal proceedings filed against/by the Issuer and its subsidiaries, including its directors and officers
19	Certification from the Joint Lead Underwriters re: Due Diligence and No Conflict of Interest
20	Certification that the Audited Financial Statements of the Issuer and its subsidiaries has been filed with the SEC.
21	Tax Compliance Report of the Issuer and its subsidiaries.
22	Undertaking to Grant Authority and Provide Information
23	Undertaking to pay filing fees for Shelf Registration
24	Mandate Letter

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, Metro Manila on FEB 09 2016.

By:


EDUARDO M. COJUANGCO, JR.
Chairman of the Board and Chief Executive Officer


RAMON S. ANG
Vice Chairman, President and Chief Operating Officer


FERDINAND K. CONSTANTINO
Senior Vice President – Chief Finance Officer


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

SUBSCRIBED AND SWORN to before me this FEB 09 2016 in MANDALUYONG CITY, Philippines, affiants exhibiting to me the following as competent evidence of their identities:

<u>Name</u>	<u>Passport No.</u>	<u>Date and Place of Issue</u>
Eduardo M. Cojuangco, Jr.	EC3542719	27 February 2015; DFA-Manila
Ramon S. Ang	EC3542718	27 February 2015; DFA-Manila
Ferdinand K. Constantino	EB5297621	4 May 2012; DFA-Manila
Virgilio S. Jacinto	EC3608156	6 March 2015; DFA-Manila

Doc. No. 274;
Page No. 16;
Book No. 11;
Series of 2016.


PAULA KATHERINA A. GAN
Commission No. 0308-15
Notary Public for Mandaluyong City
Until Dec. 31, 2016
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 55988
PTR No. 2599895; 01/04/16; Mandaluyong City
BP Lifetime Member No. 010353; 02/05/15, Q.C.