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**SECURITIES AND EXCHANGE COMMISSION**

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Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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COVER SHEET

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S. E. C. Registration Number

S A N M I G U E L

C O R P O R A T I O N

(Company's Full Name)

N o . 4 0 S a n M i g u e l

A v e n u e ,

M a n d a l u y o n g C i t y

(Business Address: No. Street City/Town/Province)

Contact Person

Company Telephone Number

Month

Day

SEC Form 23-B of Mr. Ramon S. Ang

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION
Metro Manila, Philippines

FORM 23-B

REVISED

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES
 Filed pursuant to Section 23 of the Securities Regulation Code

☐ Check box if no longer subject to filing requirement

1. Name and Address of Reporting Person ANG, RAMON S. (Last) (First) (Middle) c/o San Miguel Corporation, 40 San Miguel Avenue (Street) Mandaluyong City, Metro Manila 1550 (City) (Province) (Postal Code)		2. Issuer Name and Trading Symbol San Miguel Corporation (SMC)		7. Relationship of Reporting Person to Issuer (Check all applicable) <div style="display: flex; justify-content: space-between;"> <div> ☒ Director ☒ Officer (give title below) </div> <div> ☒ 10% Owner ☐ Other (specify below) Vice Chairman, President & COO </div> </div>			
3. Tax Identification Number 118-247-725		5. Statement for Month/Year June 2012		6. If Amendment, Date of Original (Month/Year) N/A			
4. Citizenship Filipino							
Table 1 - Equity Securities Beneficially Owned							
1. Class of Equity Security	2. Transaction Date (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D)			3. Amount of Securities Owned at End of Month	4. Ownership Form: Direct (U) or Indirect (I)	6. Nature of Indirect Beneficial Ownership
		Amount	(A) or (D)	Price	%		
Common Shares	6/29/2012	368,140,516	A	P75 per share		I	Mr. Ramon S. Ang is the
							sole director/shareholder
Total: Direct Ownership as previously disclosed					0.01%	376,653	of Master Year Limited
: Indirect Ownership per this Report					11.02%	368,140,516	which acquired 368,140,516
Total Beneficial Ownership as of June 2012					11.03%	368,517,169	common shares of SMC
							from various sellers on
							29 June 2012.

(Print or Type Responses)

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

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

(1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:

- (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
- (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.

(2) A person will be deemed to have an indirect beneficial interest in any equity security which is:

- (A) held by members of a person's immediate family sharing the same household;
- (B) held by a partnership in which such person is a general partner;
- (C) held by a corporation of which such person is a controlling shareholder; or
- (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., warrants, options, convertible securities)

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yr)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)		5. Date Exercisable and Expiration Date (Month/Day/Year)		6. Title and Amount of Underlying Securities		7. Price of Derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security; Direct (D) or Indirect (I) *	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
N/A												

Explanation of Responses:

Note: File **three (3)** copies of this form, one of which must be manually signed.
Attach additional sheets if space provided is insufficient.

**DISCLOSURE REQUIREMENTS
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP
(50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)**

Item 1. Security and Issuer

The class of equity securities subject of this report is the common shares of San Miguel Corporation ("SMC"), with principal office located at No. 40 San Miguel Avenue, Mandaluyong City.

Item 2. Identity and Background

This report is filed by Mr. Ramon S. Ang, Filipino, with office address at No. 40 San Miguel Avenue, Mandaluyong City, as a Director, Vice Chairman, President and Chief Operating Officer of SMC and the sole director/shareholder of Master Year Limited ("MYL"), a limited liability exempted company, incorporated in the Cayman Islands, with registered office at Offshore Incorporation (Cayman) Limited, Scotia Centre, 4th Floor, P.O. Box 2804, George Town, Grand Cayman KY1-1112, Cayman Islands, which is an investment company.

Mr. Ang has not, during the last five years: (i) been convicted in a criminal proceeding, or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking.

Item 3. Purpose of Transaction

Mr. Ang's acquisition of beneficial ownership of the SMC common shares covered by this report is for investment purposes. Other than the transactions described in Item 4 below, Mr. Ang has no definite plans or proposals to acquire or dispose shares in SMC.

Item 4. Interest in Securities of the Issuer

As previously disclosed, Mr. Ang directly owns a total of 376,653 common shares of SMC. On 29 June 2012, MYL (which is 100% owned by Mr. Ang) acquired a total of 368,140,516 common shares of SMC (the "Subject Shares"), which is approximately 11.02% of the total outstanding capital stock of SMC, or approximately 15.54% of the outstanding common stock of SMC, from various sellers listed in Annex "A" hereto attached at the price of Php75.00 per share thru a special block sale crossed at the Philippine Stock Exchange ("PSE"). On the same date, Top Frontier Investment Holdings, Inc. ("Top Frontier") likewise acquired a total of 125,234,667 common shares of SMC from various sellers at the price of Php75.00 per share thru a special block sale crossed at the PSE. The foregoing acquisitions by MYL and Top Frontier of SMC common shares relate to the exercise of the option granted under the Option Agreement between Top Frontier and certain corporate stockholders of SMC, which Option Agreement was previously disclosed to the SEC and PSE. MYL currently owns 7.32% of the outstanding capital stock of Top Frontier, which in turn, owns 49% of the outstanding common stock of SMC.

As a result of the foregoing, Mr. Ang beneficially owns a total of 368,517,169 common shares of SMC, representing approximately 11.03% of the outstanding capital stock of SMC, or approximately 15.55% of the outstanding common stock of SMC.

Mr. Ang has a direct and sole power to vote or direct the vote on, and dispose or direct the disposition of, his direct shareholdings in SMC, and his indirect shareholdings in SMC through MYL.

Other than the aforementioned transactions, there were no other transactions involving SMC common shares that were effected during the past sixty (60) days involving Mr. Ang, MYL, Top Frontier and SMC.

Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Other than as mentioned in Item 4, there are no contracts, arrangements, understandings, or relationships between Mr. Ang, MYL, Top Frontier and any other person with respect to any of the securities of SMC, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. The Subject Shares are pledged in favor of a financial institution which has extended a credit facility in favor of MYL.

Item 6. Material to be Filed as Exhibits

There are no written agreements, contracts, arrangements, understandings, plans or proposals relating to the acquisition of control, liquidation, sale of assets, merger, or change in business or corporate structure of SMC, nor involving any transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate.
This report is signed in the City of Mandaluyong on 29 June 2012.



RAMON S. ANG

The Sellers

<i>Name</i>	<i>No. of SMC common shares sold to MYL</i>	<i>% of SMC's outstanding capital stock</i>
1. Black Stallion Ranch, Inc.	1,082,871	0.03%
2. Primavera Farms, Inc.	94,738,250	2.84%
3. Silver-Leaf Plantations, Inc.	47,369,061	1.42%
4. Meadow-Lark Plantations, Inc.	47,369,039	1.42%
5. Pastoral Farms, Inc.	63,158,769	1.89%
6. Lucena Oil Factory, Inc.	60,969,824	1.82%
7. Metroplex Commodities, Inc.	48,863,898	1.46%
8. PCY Oil Manufacturing Corp.	4,588,804	0.14%
Total	368,140,516	11.02%