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SECURITIES AND EXCHANGE COMMISSION

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Industry Classification
Company Type Stock Corporation

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Jan 8, 2015
2. SEC Identification Number
167423
3. BIR Tax Identification No.
000-477-103
4. Exact name of issuer as specified in its charter
MEGAWORLD CORPORATION
5. Province, country or other jurisdiction of incorporation
Metro Manila
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
28th Floor, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines
Postal Code
1227
8. Issuer's telephone number, including area code
(632) 8678826 to 40
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

| Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|---------------------|---|
| Common | 32,231,457,948 |
| Preferred | 6,000,000,000 |
11. Indicate the item numbers reported herein
Item 9(b)

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



MEGAWORLD CORPORATION

Megaworld Corporation

MEG

PSE Disclosure Form 4-30 - Material Information/Transactions
*References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Subscription in pre-emptive stock rights offering of Suntrust Home Developers, Inc.

Background/Description of the Disclosure

In connection with the 2.5 for 1 pre-emptive stock rights offering of Suntrust Home Developers, Inc. ("Suntrust"), Megaworld Corporation, a substantial shareholder of Suntrust, has committed and undertaken to subscribe to its rights offer entitlement and to any rights shares not taken up by other shareholders of Suntrust. This will ensure that the 5.625 billion shares underlying the rights offer will be fully subscribed.

Other Relevant Information

None

Filed on behalf by:

| | |
|--------------------|---------------------------------|
| Name | Rhodora Edangalino |
| Designation | Head-Corporate Compliance Group |

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2 (c) THEREUNDER

1. **January 8, 2015**
Date of Report
2. SEC Identification Number: **167423** 3. BIR Tax Identification No: **000-477-103**
4. **MEGAWORLD CORPORATION**
Exact name of Issuer as specified in its charter
5. **Metro Manila**
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)
Industry Classification Code
7. **28th Floor, The World Centre**
330 Sen. Gil Puyat Avenue
Makati City, Philippines 1227
Address of principal office
8. **(632) 867-8826 to 40**
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

| <u>Title of Each Class</u> | <u>Number of Shares of Stock Outstanding</u> |
|----------------------------|--|
| Common | 32,231,457,948 |
| Preferred | 6,000,000,000 |
| Total | 38,231,457,948 |

10. **Item 9(b)**

In connection with the 2.5 for 1 pre-emptive stock rights offering of Suntrust Home Developers, Inc. ("Suntrust"), Megaworld Corporation, a substantial shareholder of Suntrust, has committed and undertaken to subscribe to its rights offer entitlement and to any rights shares not taken up by other shareholders of Suntrust. This will ensure that the 5.625 billion shares underlying the rights offer will be fully subscribed.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEGAWORLD CORPORATION

Issuer

By:



FRANCISCO C. CANUTO
Senior Vice President and
Corporate Information Officer
January 8, 2015