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SECURITIES AND EXCHANGE COMMISSION

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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)

Dec 4, 2014

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	32,202,587,602
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

Pursuant to the terms and conditions of the Company's subscription warrants as contained in Memorandum No. 2009-0507 issued by the Philippine Stock Exchange on 26 November 2009, a copy of which is attached hereto, the last day to exercise MEGW1 warrants is on December 5, 2014.

Background/Description of the Disclosure

None

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. **December 4, 2014**
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	32,202,587,602
Preferred	6,000,000,000
Total	38,202,587,602

10. **Item 9(b)**

Pursuant to the terms and conditions of the Company's subscription warrants as contained in Memorandum No. 2009-0507 issued by the Philippine Stock Exchange on 26 November 2009, a copy of which is attached hereto, the last day to exercise MEGW1 warrants is on December 5, 2014.

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
December 04, 2014



MEMORANDUM

No.2009-0507

The Philippine Stock Exchange, Inc.

_____ Disclosures	_____ Stockholders' Meeting	Others: <u>Warrants Offering</u>
_____ Dividend Notice	_____ SEC / Gov't Issuance	<u>with Underlying</u>
_____ Stock Rights Notice	_____ Transfer Agent's Notice	<u>Common Shares</u>

To : **THE INVESTING PUBLIC**

Subject : **MEGAWORLD CORPORATION**
4:5 Warrants Offering and Underlying Shares of Warrants

Date : **November 26, 2009**

Please be informed that the Board of Directors of the Exchange, based on the representations and documents submitted, and subject to the conditions set forth below, approved on November 25, 2009, the application of **MEGAWORLD CORPORATION** (the "Company") to list the following:

1. **4,102,045,380 warrants** to cover the **4:5 warrants offering** attached to and detachable from the rights offer shares of the Company; and
2. **4,102,045,380 common shares** to cover the **underlying shares of the warrants** subject to the actual exercise of rights of warrants at an exercise price of ₱1.00 per share.

The bonus warrants are attached and detachable from the 1:4 Stock Rights Offering ("SRO") to the Company's stockholders of record as of May 4, 2009. Such 1:4 SRO was approved by the Board of Directors of the Exchange on February 25, 2009. The rights shares were listed on June 1, 2009. Please refer to Circular No. 2009-0159 and 2009-0225 for the Offering Memorandum and Updates to the Offering Memorandum, respectively, covering said 1:4 SRO.

The approval, however, is subject to the following conditions:

1. The Company shall submit to the Exchange, within two (2) trading days prior to the listing of the warrants, the Securities and Exchange Commission (SEC) certified true copy of the Certificate of Permit to Offer Securities for Sale and Registration and Licensing Order;
2. To ensure transparency in the use of proceeds, the Company shall submit a Sworn Undertaking to submit via the Exchange's Online Disclosure System (ODiSy) the following disclosures: (i) Any disbursements made in connection with the planned use of proceeds from the conversion of the warrants to common shares; (ii) Quarterly Progress Report on the application of the proceeds from the conversion of the warrants to common shares on or before the first fifteen (15) days of the following quarter; (iii) Annual summary of the application of the proceeds on or before January 31 of the following year; and (iv) approval by the Company's Board of Directors of any reallocation on the planned use of proceeds. The Company shall submit an external auditor's certification on the accuracy of the information being represented by the Company relating to the use of proceeds whenever a report is submitted to the Exchange.
3. Upon listing of the Warrants in the Exchange, the terms and conditions of the Warrant Instrument may not be modified or amended without prior notice to and approval of the Exchange.

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Finance / Admin / Membership Tel. No.688-7560/7440/7460	Market Regulatory Division Tel. No. 688-7559	Issuer Regulation Division Tel. No. 688-7501/7510	Information Technology Division Tel. No. 688-7405/819-4400	Capital Markets Dev't Division Tel. No. 688-7590	CEO / OGC Tel. No. 688-7400/819-4408



MEMORANDUM

The Philippine Stock Exchange, Inc.

_____ Disclosures	_____ Stockholders' Meeting	Others: <u>Warrants Offering</u>
_____ Dividend Notice	_____ SEC / Gov't Issuance	<u>with Underlying</u>
_____ Stock Rights Notice	_____ Transfer Agent's Notice	<u>Common Shares</u>

The details of the above are as follows:

A. Detachable Subscription Warrants attached to and detachable from the 1:4 Stock Rights Offering

No. of Warrants applied for listing	4,102,045,380 warrants
Proceeds from the Warrant Offer	None
Entitlement Ratio	Four (4) bonus warrants for every Five (5) rights shares subscribed
Offer Price	Free
Exercise Period	Exercisable during business hours within the first five (5) Trading days of each month beginning on the 24 th month after Issue Date and until five (5) years from Issue Date.
Exercise Price	₱1.00 per share
Exercise Ratio	One (1) common share for every one (1) bonus warrant held
Warrant Expiry	Five (5) years from Issue Date or on 14 December 2014 or 14 June 2015
Documentary Stamp Tax	All documentary stamp taxes due on the issuance of the Bonus Warrants, if any, shall be for the account of the Company.
Registration and Lodgment of Warrants	The Warrants will be issued upon full payment of the Rights Shares and will be lodged under the scripless book-entry system with the Philippine Depository and Trust Corporation (the "PDTC"). The Applicant must indicate in the space provided in the Application and provide the information required for the PDTC-lodgment of the Warrants. The Warrants will be lodged with the PDTC at least two Trading Days prior to the Issue Date.
Proposed Listing and Trading Date	December 14, 2009 or June 14, 2010
Registrar, Stock Transfer and Warrant Agent	Banco de Oro Unibank, Inc. – Trust and Investments Group

B. Underlying Shares of Detachable Subscription Warrants

Underlying Common Shares of Warrants	4,102,045,380 common shares
Exercise Ratio	One (1) common share for every one (1) bonus warrant held



MEMORANDUM

The Philippine Stock Exchange, Inc.

_____ Disclosures	_____ Stockholders' Meeting	Others: <u>Warrants Offering</u>
_____ Dividend Notice	_____ SEC / Gov't Issuance	<u>with Underlying</u>
_____ Stock Rights Notice	_____ Transfer Agent's Notice	<u>Common Shares</u>

Exercise Price	₱1.00 per share
Exercise Period	Exercisable during business hours within the first five (5) Trading days of each month beginning on the 24 th month after Issue Date and until five (5) years from Issue Date.
Amount of Proceeds	₱4,102,045,380.00

For your information and guidance.

(Original Signed)
MARSHA M. RESURRECCION
Head, Listings Department

Noted by:

(Original Signed)
FRANCISCO Ed. LIM
President