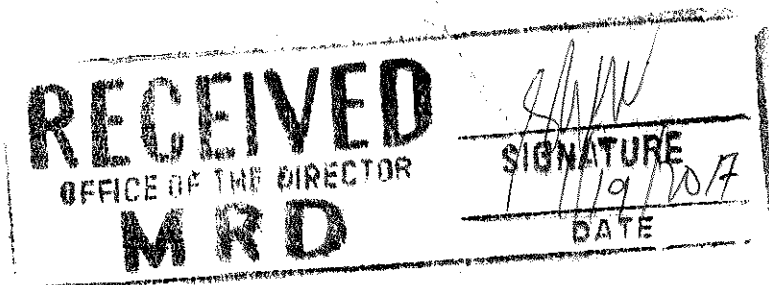


SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: **167423**
2. **MEGAWORLD CORPORATION**
Exact name of registrant as specified in its charter
3. **MAKATI CITY, METRO MANILA,
PHILIPPINES**
Province, country or other jurisdiction of
incorporation or organization
4. **000-477-103**
BIR Tax Identification Number
5. **REAL ESTATE COMPANY**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **28th FLOOR, THE WORLD CENTRE,
330 SEN. GIL J. PUYAT AVENUE,
MAKATI CITY, PHILIPPINES 1227**
Telephone Number: (63) 02-8678826 to 40
Facsimile Number: (63) 02- 8678019
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
7-Year Fixed Rate Bonds (Series B Bonds)	₱8,000,000,000	Face Value	₱8,000,000,000	₱2,562,500.00 Computation: 812,500 (for the 1 st 1 Billion) + 1,750,000 (7,000,000,000 x .025%)
Oversubscription Option for the Series B Bonds	₱ 4,000,000,000	Face Value	₱4,000,000,000	₱ 1,000,000.00 Computation: (4,000,000,000 x .025%)
Shelf Registration	₱ 18,000,000,000	Face Value	₱18,000,000,000	₱ 4,500,000.00 Computation: (35,000,000,000 x .025%)
Legal Research Fee of 1%				₱ 80,625.00 (1% of Total Reg. Fee)
TOTAL SEC FEES				₱ 8,143,125.00
SEC FEES TO BE PAID FOR THE SERIES B BONDS OFFER				₱ 3,598,125.00
BALANCE OF SEC FEES				₱4,545,000.00

PART I - INFORMATION REQUIRED IN PROSPECTUS

Item 1. Front of the Registration Statement and Outside Front Cover Page of Prospectus.

The information required by Part VI, paragraph (A) of "Annex C, as amended" is on the **cover page** of the Prospectus.

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

The information required by Part VI, paragraph (B) of "Annex C, as amended", to wit:

- (1) The following information is found on the following pages of the Prospectus:
 - (a) Number of shares offered by current stockholders – Not applicable;
 - (b) Total number of shares outstanding after the offering – Not applicable;
 - (c) Total proceeds raised by the offering is on **page iii** of the Prospectus;
 - (d) Brief description of use of proceeds from the offering is on **page iii** of the Prospectus;
 - (e) Underwriters' fees is on **page iii** of the Prospectus;
 - (f) Dividend policy is on **page iv** of the Prospectus;
 - (g) Address and telephone number of the company's principal office is on **page ii** of the Prospectus.
- (2) Table of Contents is on **page vi** of the Prospectus.
- (3) Brief description of the company's business is on **pages 5 to 10** of the Prospectus.
- (4) Summary paragraph or key points characterizing the risks of the offering under the caption "*Risks of Investing*" is on **pages 10 to 11** of the Prospectus.
- (5) Summary financial information in tabular or graphic form which is useful to potential investors is on **pages 12 to 13** of the Prospectus.
- (6) A Glossary is on **pages 1 to 4** of the Prospectus.
- (7) The required statement is on **page v** of the Prospectus

Item 3. Risk Factors and Other Information

The information required by Part VI, paragraph (C) and (D) of "Annex C, as amended" is on **pages 18 to 28** of the Prospectus, under the title, "*Risk Factors.*"

Item 4. Use of Proceeds.

The information required by Part VI, paragraph (E) of "Annex C, as amended" is on **pages 29 to 30** of the Prospectus, under the title, "*Use of Proceeds.*"

Item 5. Determination of Offering Price.

The information required by Part VI, paragraph (F) of "Annex C, as amended" is on **page 31** of the Prospectus, under the title, "*Determination of the Offer Price.*"

Item 6. Dilution.

Not Applicable

Item 7. Selling Security Holders.

Not Applicable

Item 8. Plan of Distribution.

The information required by Part VI, paragraphs (I), (J) and (K) of "Annex C, as amended" is on **pages 32 to 35** of the Prospectus, under the title, "*Plan of Distribution.*"

Item 9. Description of Securities to Be Registered.

The information required by Part II, paragraph (B) of "Annex C, as amended" is on **page 107** of the Prospectus, under the title, "*Description of the Securities.*"

Item 10. Interests of Named Experts and Independent Counsel.

The information required by Part VI, paragraph (L) of "Annex C, as amended" is on **page 37** of the Prospectus.

Item 11. Information with Respect to the Registrant.

- (a) Information required by Part I, paragraph (A) of "Annex C, as amended" is on **pages 39 to 60** of the Prospectus under the title "*Description of the Issuer.*";
- (b) Information required by Part I, paragraph (B) of "Annex C, as amended" is on **pages 90 to 93** of the Prospectus under the title "*Description of Properties.*";
- (c) Information required by Part I, paragraph (C) of "Annex C, as amended" is on **page 50** of the Prospectus under the title "*Description of the Issuer - Legal Proceedings.*";
- (d) Information required by Part II, paragraph (A)(2) of "Annex C, as amended" is on **pages 103 to 107** of the Prospectus, respectively, under the titles "*Market Price of and Dividends of the Issuer's Common Equity and Related Stockholder Matters*" and "*Description of the Debt.*", respectively;
- (e) Information required by Part III, paragraph (A) of "Annex C, as amended" is on **pages 70 to 89** of the Prospectus under the title "*Management's Discussion and Analysis of Financial Condition and Result of Operations.*";
- (f) Information required by Part III, paragraph (B) of "Annex C, as amended" is on **page 37** of the Prospectus under the title on the "*Independent Auditors and Counsels*"
- (g) Information required by Part IV, paragraph (A) of "Annex C, as amended" is on **pages**

94 to 102 of the Prospectus under the title "Board of Directors and Management of the Issuer"

- (h) Information required by Part IV, paragraph (B) of "Annex C, as amended", is on **pages** 101 to 102 of the Prospectus under the title "Board of Directors and Management of the Issuer – Executive Compensation";
- (i) Information required by Part IV, paragraph (C) of "Annex C, as amended" is on **pages** 104 to 105 of the Prospectus, under the title "Market Price and Dividends on the Issuer's Common Equity and Related Stockholder Matters – Security Ownership of Certain Beneficial Owners and Management";
- (j) Information required by Part IV, Section (D) of "Annex C, as amended" is on **page** 59 of the Prospectus under the title "Description of the Issuer - Related Party Transactions".

Item 12. Financial Information

The financial information as required by SRC Rule 68 is attached to the Prospectus as Annexes.

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

Item 13. Other Expenses of Issuance and Distribution.

The information required by Part VI, paragraph (M) of "Annex C, as amended" is on **pages** 29 to 30 of the Prospectus under the title "Use of Proceeds".

Item 14. Exhibits.

Incorporated herein by reference are additional exhibits required by Part VII of "Annex C, as amended", to wit:

ANNEX REFERENCE	ANNEX TITLE
Annex "A"	Audited Financial Statement for Fiscal Year 2014 & 2015 with Statement of Management Responsibility
Annex "B"	Audited Interim Financial Statements as of 30 September 2016 with Statement of Management Responsibility
Annex "C"	Latest Annual Reports to Security Holders (31 December 2015)
Annex "D"	Latest Quarterly Report to Security Holders (30 September 2016)
Annex "E"	Manual of Corporate Governance
Annex "F"	Credit Rating Report
Annex "G"	Certification that Issuer's subsidiaries and affiliates submitted its balance sheet and income statement and copies of such balance sheet and income statement
Annex "H"	List of Completed and Ongoing Projects
Annex "I"	Use of Proceeds
Annex "J"	Publication of notice of filing of the Registration Statement

ANNEX REFERENCE	ANNEX TITLE
Annex "K"	List of Subsidiaries
Annex "L"	Statement of Eligibility of the Trustee
Annex "M"	Current (Amended) Articles of Incorporation and (Amended) By-laws
Annex "N"	Continuing authorization for the SEC to examine bank accounts
Annex "O"	Director's Certificate on the offering of the securities and filing of the Registration Statement
Annex "P"	Directors' Certificate on the approval by the Board of Directors of the disclosures contained in the Registration Statement and assuming responsibility for the information contained therein
Annex "Q"	Secretary's Certificate on the adoption of Manual on Corporate Governance and submission of copy to the SEC; adoption of a fit and proper rule; and undertaking allowing the SEC to resolve conflicting issues regarding the selection of independent directors
Annex "R"	Notarized Curriculum Vitae of the directors and officers
Annex "S"	Instruments Defining the Rights of Security Holders
Annex "T"	Material Contracts
Annex "U"	Opinion of independent counsel on the legality of the securities being offered
	Opinion of tax counsel as to the tax consequences of the offer
Annex "V"	Engagement/Mandate Letter of Underwriters
Annex "W"	Copy of Tax Compliance Report
Annex "X"	Certification by internal legal counsel on the material and non-material legal proceedings filed by and against the Issuer
Annex "Y"	Certification that the Issuer secured all government mandated permits and licenses required for its operations
Annex "Z"	List of Trademarks of the Issuer
Annex "AA"	Form of Receiving and Paying Agency Agreement
Annex "BB"	Form of Underwriting Agreement
Annex "CC"	Form of Trust Indenture Agreement

Item 15.

There are no other documents, the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

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 MAKATI CITY on JAN 18 2017, 2017.

By:


ANDREW L. TAN
 President/CEO,


LOURDES T. GUTIERREZ-ALFONSO
 Chief Operating Officer,



FRANCISCO C. CANUTO
 SVP-Treasurer,


ANNA MICHELLE T. LLOVIDO
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this JAN 18 2017 2017 in MAKATI CITY City, affiants exhibiting to me their respective competent evidence of identity as follows:

Name	Government Issued I.D.
Andrew L. Tan	TIN No. 125-960-003
Lourdes T. Gutierrez-Alfonso	TIN No. 106-893-930
Francisco C. Canuto	TIN No. 102-956-483
Anna Michelle T. Llovido	TIN No. 212-970-782

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 Page No. 29
 Book No. 439
 Series of 2017.


ATTY. VIRGILIO R. BATALLA
 NOTARY PUBLIC FOR MAKATI CITY
 APPT. NO. M-28
 UNTIL DEC. 31, 2018
 BIRTH DATE: 01/01/1954
 MCLE CODE: 1016533-4/10/13
 I.B.P. O.R.T.C. MEMBER JAN. 29, 2007
 PERM. NO. 10912 JAN 3, 2017
 EXECUTIVE BLDG. CENTER
 MAKATI AVE. COR. JURIST ST. MAKATI CITY