

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. **October 5, 2012**
Date of Report
2. SEC Identification Number: **167423** 3. BIR Tax Identification No: **320-000-477-103**
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

Title of Each Class	Number of Shares of Stock Outstanding
Common	25,665,729,610
Preferred	6,000,000,000
Total	31,665,729,610

10. **Item 9**

In compliance with SEC Memorandum Circular No. 4, Series of 2012, (Guidelines for the Assessment of the Performance of Audit Committees of Companies Listed on the Exchange), the Company submits herewith the required disclosure report.

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
October 5, 2012



MEGAWORLD CORPORATION

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October 5, 2012

Securities and Exchange Commission
Corporation Finance Department
SEC Bldg., EDSA Greenhills
Mandaluyong City

Attention : Atty. Justina F. Callangan
Director

Philippine Stock Exchange, Inc.
Disclosure Department
3/F Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: Ms. Janet A. Encarnacion
Head

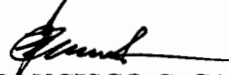
Gentlemen:

In compliance with SEC Memorandum Circular No. 4, Series of 2012, we confirm that the Audit Committee of the Company's Board of Directors has promulgated an Audit Committee Charter which incorporates the requirements of the Guidelines for the Assessment of the Performance of Audit Committees of Companies Listed on the Exchange issued by the Securities and Exchange Commission.

The Audit Committee shall assess its performance for the year ended 31 December 2012 on the basis of the criteria contained in the self-assessment worksheet provided by SEC Memorandum Circular No. 4, Series of 2012.

Very truly yours,


GERARDO C. GARCIA
Chairman, Audit Committee


FRANCISCO C. CANUTO
Compliance Officer

