

C02374-2014

# 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)

May 9, 2014

2. SEC Identification Number

11840

3. BIR Tax Identification No.

000-100-341-000

4. Exact name of issuer as specified in its charter

SAN MIGUEL PURE FOODS COMPANY INC.

5. Province, country or other jurisdiction of incorporation

Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

23/F The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City,

Metro Manila

Postal Code

1605

8. Issuer's telephone number, including area code

(632) 702-5000

9. Former name or former address, if changed since last report

Registrant has not changed address since its last report to this Honorable Commission.

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	166,667,096
Preferred	15,000,000

11. Indicate the item numbers reported herein

Item 9. Other Events

*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.*

# San Miguel Pure Foods Company, Inc.

## PF

### PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

<b>Subject of the Disclosure</b>
Amendments to the Articles of Incorporation (AOI)
<b>Background/Description of the Disclosure</b>
Approval of amendments to AOI by the Board of Directors and stockholders of SMPFC.

<b>Date of Approval by Board of Directors</b>	Mar 26, 2014
<b>Date of Approval by Stockholders</b>	May 9, 2014
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	TBA

#### Amendment(s)

Article No.	From	To
Article Third	That the place where the principal office of the Corporation is to be located or established is at Metro Manila, Philippines. Branch offices may be established anywhere in the Philippines or abroad.	That the place where the principal office of the Corporation is to be located or established is at the 23rd Floor, The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City, Metro Manila, Philippines. Branch offices may be established anywhere in the Philippines or abroad.
	Should it become expedient or necessary that a certain amount of the subscribed capital stock or a number of the issued and outstanding shares are to be retired or	

Article Eighth	redeemed, no such retirement or redemption of shares of the capital stock shall be effected, unless the action has been approved by the affirmative vote of 2/3 of the subscribed and/or outstanding capital stock, entitled to vote at a regular or special meeting of stockholders called for the said purpose. (As amended on April 14, 1972.)	[Entire paragraph to be deleted.]
Article Eleventh	That the stockholders by the affirmative vote of 2/3 of all the subscribed capital stock may, at any regular or special meeting of stockholders, amend any of the provisions of the Re-amended Articles of Incorporation, any provision of law to the contrary notwithstanding.	That unless otherwise prescribed by the Corporation Code or by special law, and for legitimate purposes, the stockholders may by the affirmative vote or written assent of 2/3 of all the subscribed capital stock, amend any of the provisions of the Articles of Incorporation

#### Rationale for the amendment(s)

The amendment in Art. III is to specify the complete principal office address of SMPFC in the interest of full corporate disclosure and transparency, and in order to comply with SEC Memo Circular No. 6, Series of 2014. The amendment in Art. VIII is to delete the second paragraph thereof on the redemption of the subscribed capital stock requiring shareholder approval, as this contemplates the redemption of common shares of SMPFC subscribed as of April 14, 1972 only. The retirement of shares, on the other hand, will necessarily entail a decrease in authorized capital stock, for which the Corporation Code already provides the procedure to be followed. The amendment in Art. XI is to include the option to amend the AOI by means of the written assent of 2/3 of all the subscribed capital stock of SMPFC, in accordance with the Corporation Code.

#### The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporations with the SEC	May 16, 2014
Expected date of SEC approval of the Amended Articles of Incorporation	TBA

#### Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

Upon amendment of Art. III, the exact principal office address of SMPFC will be reflected in its AOI. Upon amendment of Art. VIII, the redemption of outstanding shares will still require Board approval, while the retirement of shares entailing a decrease in capital stock will require the approval of both the Board and 2/3 of the outstanding capital stock, in accordance with applicable law. Upon amendment of Art. XI, SMPFC may further amend its AOI by either the affirmative vote of 2/3 of the outstanding capital stock at any regular or special meeting of the stockholders, or the written assent of 2/3 of the outstanding capital stock of SMPFC, subject to applicable law.

#### Other Relevant Information

Shareholders' representing more than 2/3 of the outstanding capital stock of the Company approved the foregoing amendments to the Articles of Incorporation of SMPFC during the Annual Stockholders' Meeting held on May 9, 2014.

#### Filed on behalf by:

Name	Alexandra Trillana
Designation	AVP & Corporate Secretary