

# 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)  
Nov 5, 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  
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  
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	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 4-30 - 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**

Public Offer and Issuance of Up To 25,000,000 New Preferred Shares

**Background/Description of the Disclosure**

Please see attached SEC Form 17-C reporting on the matters approved at the meeting of the Board of Directors of San Miguel Pure Foods Company Inc. held on November 5, 2014, specifically on the Public Offer and Issuance of Up To 25,000,000 New Preferred Shares.

**Other Relevant Information**

None.

**Filed on behalf by:**

<b>Name</b>	Zenaida Postrado
<b>Designation</b>	VP & Chief Finance Officer

November 5, 2014

**Philippine Stock Exchange, Inc.**  
Disclosure Department  
Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

**Attention: Ms. Janet A. Encarnacion**  
**Head – Disclosure Department**

Gentlemen:

In compliance with Section 17.1(b) and Section 17.3 of the Securities Regulation Code and the PSE Revised Disclosure Rules, we submit herewith a copy of SEC Form 17-C reporting on the matters approved during the regular meeting of the Board of Directors of San Miguel Pure Foods Company Inc. held on November 5, 2014.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Alexandra B. Trillana".

**ALEXANDRA B. TRILLANA**  
Corporate Secretary

SEC COPY

COVER SHEET

1 1 8 4 0

S. E. C. Registration Number

S A N M I G U E L

P U R E F O O D S

C O M P A N Y I N C .

(Company's Full Name)

23 r d F i r. J M T B l d g. A D B

A v e. P a s i g C i t y

(Business Address: No. Street City/Town/Province)

ALEXANDRA B. TRILLANA

Contact Person

(632) 702-5450

Company Telephone Number

SEC Form

Month

Day

1 7 - C

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Dept. Requiring this Doc.

Amended Articles Number/Section

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Total No. of Stockholders

Domestic

Domestic

Foreign

Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

LCU

Document I. D.

Document I. D.

Cashier

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE (SRC)  
AND SRC RULE 17(b)(3) THEREUNDER**

1. **November 5, 2014**  
Date of Report (Date of earliest event reported)
2. SEC Identification No. **11840**
3. BIR Tax Identification No. **000-100-341-000**
4. **SAN MIGUEL PURE FOODS COMPANY INC.**  
Exact name of registrant as specified in its charter
5. **Philippines**  
(Province, country or other jurisdiction of  
Incorporation)
6. (SEC Use Only)  
Industry Classification Code
6. **23/F, The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City**  
**1605**  
(Address of principal office) (Postal Code)
7. **(632) 702-5000** (Registrant's telephone number, including area code)
8. **Registrant has not changed address since its last report to this Honorable Commission**  
(Former name or former address, if changed since last report)
9. Securities registered pursuant to Sections 8 and 12 of SRC

<b>Title of Each Class</b>	<b>Outstanding as of September 30, 2014</b>
<b>Common</b>	<b>166,667,096</b>
<b>Preferred</b>	<b>15,000,000</b>
	<b>181,667,096</b>



10. Indicate the item numbers reported herein:

At the meeting of the Board of Directors of San Miguel Pure Foods Company Inc. (respectively, the "Board" and the "Company") held on November 5, 2014:

Item 4. Resignation, Removal or Election of Registrant's Directors or Officers

- (i) The Board accepted the resignation of Justice Angelina S. Gutierrez, who resigned effective October 8, 2014 upon her appointment to the Judicial and Bar Council. She served as Independent Director of the Company since May 10, 2013 and was a member of the Company's Audit Committee and Executive Committee.
- (ii) The Board approved the appointment of Mr. Rodolfo M. Abaya as Vice President and Division Human Resources Manager of the Company. Mr. Abaya joined the Company on September 1, 2014. Prior thereto, he held various HR positions in Procter & Gamble Philippines from 1987 to 2007 the last of which being P&G Global Business Services Asia HR Associate Director. He was also HR Partner Leader and Project Executive, Country HR Operations of IBM Global Process Services (from 2011 to 2014) and HR Leader of Concentrix Philippines (from February to July 2014).

Mr. Abaya does not own any common or preferred shares in the Company.

Item 9. Other Events

A. The Board approved --

- (i) The public offer and issuance of up to 25 million preferred shares from the unissued capital stock with issue price of P1,000 per share (the "Preferred Shares") as covered by the previous approval of the shareholders during its meeting on November 3, 2010, with Management authorized to determine dividend rate(s), payment terms, redemption date(s) and other features of the Preferred Shares and the offer (the "Offer");
- (ii) The registration of the Preferred Shares with the Securities and Exchange Commission, and the signing, execution and filing of the Registration Statement and Prospectus for the Offer, including any amendments thereto, as well as other agreements and documents required in connection therewith;
- (iii) The listing of the Preferred Shares subscribed as a result of the Offer with the Philippine Stock Exchange, and the signing, execution and filing of the application for listing of the Preferred Shares and all supporting documents required in connection therewith; and

- (iv) The declaration of cash dividends to shareholders of the Company as follows:

Preferred Shares

Amount: P20.00 per share  
Record Date: November 19, 2014  
Closing of Books: November 20 to 26, 2014  
Payment Date: December 3, 2014

Common Shares

Amount: P1.20 per share  
Record Date: November 19, 2014  
Closing of Books: November 20 to 26, 2014  
Payment Date: December 3, 2014

- B. The Compliance Officer circulated the Internal Self-Rating Form to the Directors, intended to measure Board performance annually, in accordance with the Company's Manual on Corporate Governance. Earlier during the Audit Committee meeting, the Self-Assessment Worksheet was circulated for the members of the Audit Committee to accomplish annually pursuant to its Charter, as required by the SEC.

###

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

**SAN MIGUEL PURE FOODS COMPANY INC.**

By:



**ALEXANDRA BENGSON TRILLANA**  
Corporate Secretary

November 5, 2014.