

February 3, 2015


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 special meeting of the Board of Directors of San Miguel Pure Foods Company Inc. held on February 3, 2015.

Very truly yours,


ALEXANDRA B. TRILLANA
Corporate Secretary

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)
Feb 3, 2015
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 16-1- Update on Corporate Actions/
Material Transactions/Agreements**
*References: SRC Rule 17 (SEC Form 17-C) and
Section 16 of the Revised Disclosure Rules*

Subject of the Disclosure

Further to the disclosure on November 5, 2014, the Board approved the public offer of up to 15 million Series "2" preferred shares of the Company.

Background/Description of the Disclosure

Please see attached SEC Form 17-C.

Other Relevant Information

None.

Filed on behalf by:

Name	Zenaida Postrado
Designation	VP & Chief Finance Officer

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 l 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.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

Total Amount of Borrowings

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

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. **February 3, 2015**
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

Title of Each Class	Outstanding as of December 31, 2014
Common	166,667,096
Preferred	<u>15,000,000</u>
	181,667,096

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 February 3, 2015:

Item 9. Other Events

The Board approved --

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

Preferred Shares

Amount: P20.00 per share
 Record Date: February 17, 2015
 Closing of Books: February 18 to 24, 2015
 Payment Date: March 3, 2015

Common Shares

Amount: P1.20 per share
 Record Date: February 17, 2015
 Closing of Books: February 18 to 24, 2015
 Payment Date: March 3, 2015

- (ii) The redemption of the preferred shares issued by the Company on March 3, 2011 (the "PFP Shares"), as follows.

The redemption price of the PFP Shares at the amount of P1,000.00 per share and all accumulated unpaid cash dividends, if any (the "Redemption Proceeds"), shall be paid on March 3, 2015 to the relevant stockholders of record as of February 17, 2015, in accordance with the Notice of Redemption, including guidelines for the payment of the Redemption Proceeds, attached hereto as Annex "A".

For PFP Shares that are held in stockbroker or custodian bank accounts with the Philippine Depository and Trust Corporation (PDTC) (the "Scripless Shares"), the Redemption Proceeds shall be remitted to the PDTC through Real Time Gross Settlement on March 3, 2015, enabling the PDTC to credit the stockbrokers and custodian banks' settlement bank accounts on the same date. Shareholders holding Scripless Shares are advised to coordinate with their stockbrokers and custodian banks with respect to the release of their Redemption Proceeds.

- (iii) The public offer of up to 15 million Series "2" preferred shares of the Company under the following terms:

Offer Size	₱10 billion base offer size, with an
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	oversubscription option of up to ₱5 billion.
Instrument	Cumulative, non-voting, non-participating, non-convertible Peso-denominated perpetual Series "2" preferred shares. The preferred shares will be issued in one or more subseries: Subseries 2A Preferred Shares (PFP2A) and Subseries 2B Preferred Shares (PFP2B).
Oversubscription Option	In the event of an oversubscription, the joint issue managers, in consultation with the issuer, reserve the right to increase the Offer Size by up to ₱5 billion, subject to the registration requirements of the SEC.
Registration and Listing	To be registered with the SEC and listed on the PSE, subject to compliance with SEC regulations and PSE listing rules.
Use of Proceeds	To refinance the issuer's ₱15 billion outstanding preferred shares which are callable on March 3, 2014 or on any dividend payment date thereafter.
Par Value	The Series "2" preferred shares shall have a par value of ₱10.00 per share.
Offer Price	The Series "2" preferred shares shall be offered at a price of ₱1,000.00 per share.

The foregoing is further to the approval of the Board on November 5, 2014 on the proposed public offer and issuance of up to 25 million preferred shares from the unissued capital stock of the Company. Moreover, the Board continued to authorized Management to finally determine the dividend rates of the Subseries 2A and Subseries 2B preferred shares and make other changes to the terms of the offer as Management may deem necessary or desirable for the successful marketing and distribution of the Series "2" preferred shares.

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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

February 3, 2015.

Notice of Redemption of Preferred Shares

Dear Shareholder:

Notice is hereby given that San Miguel Pure Foods Company Inc. (the "Company") will redeem the Preferred Shares issued by the Company on March 3, 2011 (the "PFP Shares") at a redemption price of ₱1,000.00 per share and all accumulated unpaid cash dividends, if any (collectively, the "Redemption Proceeds"), in accordance with the terms and conditions of the issuance of the PFP Shares. The redemption of the PFP Shares was approved by the Board of Directors of the Company on February 3, 2015.

Redemption shall take effect on March 3, 2015. The Redemption Proceeds shall be paid in check on March 3, 2015 to the relevant stockholders of record as of February 17, 2015.

The check issued for the Redemption Proceeds of the PFP Shares shall be available for release at the office of the SMC Stock Transfer Service Corporation ("SMC STSC") commencing on March 3, 2015, during office hours from 9:00 AM to 6:00 PM, at:

SMC Stock Transfer Service Corporation
Second Floor SMC Head Office
40 San Miguel Avenue, Ortigas Center, Mandaluyong City

SMC STSC shall release the check to the shareholder upon the submission and verification of the following documents:

- For Individual Shareholders:
 - Original stock certificates, duly endorsed;
 - Photocopies of two valid identification documents ("IDs");
 - If the shareholder shall designate an attorney-in-fact to endorse their stock certificates, a duly notarized Special Power of Attorney (see Attachment A) and photocopies of the attorney-in-fact's IDs; and
 - If the shareholder shall designate a representative to receive the check, an authorization letter originally signed by the shareholder appointing his/her representative to receive the check on his/her behalf.

- For Corporate Shareholders:
 - Original stock certificates, duly endorsed by the corporation's authorized signatories.

In case of lost stock certificates, the shareholder will have to submit a duly notarized Affidavit of Loss in the prescribed form (see Attachment B) and have the Notice of Loss published in a newspaper of general circulation, once a week for three consecutive weeks. SMC STSC shall release the check for the Redemption Proceeds to the shareholder upon the submission of the Affidavit of Loss, the payment of a publication fee of P1,000 and a transfer fee of P134.50 per stock certificate, and the completion of the publication of the Notice of Loss as above-described and other legal requirements.

In case the shareholder is deceased, the PFP Shares shall form part of the shareholder's estate and shall be the subject of settlement in accordance with the Philippine law on succession. The heir/s shall submit to SMC STSC the requirements for transfer of shares from a deceased shareholder to his/her heirs (see Attachment C) and the Affidavit of Quitclaim in the prescribed form (see Attachment D).

Should you have inquiries regarding the redemption of the PFP Shares and the release of the Redemption Proceeds, you may contact the following:

SMC Stock Transfer Service Corporation
Tel. Nos. : 632-3449 to 52
Fax No. : 632-3535
E-mail : smc_stsc@smg.sanmiguel.com.ph
Contact Person: Ms. Abigail Mungcal
Ms. Kristiann Bonus

Very truly yours,

Alexandra B. Trillana
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
CITY OF _____) S.S.

SPECIAL POWER OF ATTORNEY

I, _____, of legal age, single/married, with residence at _____, hereby name, constitute and appoint _____, of legal age, single/married, with residence at _____, to be my true and lawful attorney, in my name, place and stead, to do any of the following acts:

- (a) To submit for redemption _____ (_____) preferred shares in San Miguel Pure Foods Company Inc. (the “PFP Shares” and “SMPFC”, respectively) at the redemption price of ₱1,000.00 per share and all accumulated unpaid cash dividends, if any (the “Redemption Proceeds”);
- (b) To do any and all acts necessary to implement the foregoing, including to endorse the stock certificates covering the PFP Shares and to sign any document necessary to implement the foregoing; and
- (c) To receive the check for the Redemption Proceeds of the PFP Shares.

HEREBY CONFIRMING AND RATIFYING everything which the attorney or his/her duly authorized substitutes, shall do to or purport to do under this Power of Attorney and hold SMPFC and any of its directors, officers, advisers, employees and agents free and harmless from any and all claims, damages or losses arising from or relating to its/their reliance on the authority given by this Power of Attorney.

This Power of Attorney is given in consideration of the attorney effecting the redemption of the PFP Shares.

This Power of Attorney shall be governed by and construed in accordance with the laws of the Republic of the Philippines.

Attachment A

Designated Attorney-In-Fact

Signature

IN WITNESS WHEREOF, I have hereunto set my hands this ____ day of _____, 2015 at _____.

Stockholder

With my marital consent (if married):

Name of Spouse

Signed in the presence of:

Witness

Witness

ACKNOWLEDGEMENT

BEFORE ME, a Notary Public for and in _____, personally appeared _____, with competent Identification No. _____ issued on _____ at _____, known to me to be the same person who executed the foregoing Special Power of Attorney and he/she acknowledged to me that the same is his/her free act and deed.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2015.

Attachment B

REPUBLIC OF THE PHILIPPINES)
 CITY OF _____) S.S.

AFFIDAVIT OF LOSS

I, _____, of legal age, single/married, with residence at _____, after having been duly sworn in accordance with law, do hereby depose and say that:

I am stockholder of San Miguel Pure Foods Company Inc., owning _____ (_____) shares of the preferred shares of the said corporation (the “PFP Shares”), represented by the following certificate/s of stock (the “Certificate/s”):

CERTIFICATE NO.	NO. OF. PFP SHARES	DATE ISSUED
TOTAL	_____ _____	

The Certificate/s was/were discovered to be missing, and despite diligent efforts having been exerted, the same could not be located;

The Certificate/s have not been sold, pledged, mortgaged or in any way encumbered by me, and they are free from any lien or encumbrance;

This affidavit had been executed for the purpose of securing from San Miguel Pure Foods Company Inc. new certificate/s of stock in replacement of the missing Certificate/s and to request the said corporation to take the necessary steps to prevent the negotiation of transfer of the lost Certificate/s.

I hereby surrender the replacement stock certificates to the PFP Shares to claim the redemption price of the PFP Shares and all accumulated unpaid cash dividends, if any;

Upon receipt of the check covering the redemption price of the PFP Shares and all accumulated unpaid cash dividends thereon, if any, I hereby release and forever discharge San Miguel Pure Foods Company Inc., its redemption agent, SMC Stock Transfer Service Corporation, and their respective directors, officers and employees from any and all claims, obligations and liabilities in connection with or arising from my holdings of PFP shares. This release and discharge shall be binding upon all my heirs, assigns and successors-in-interest;

Attachment B

I am executing this instrument freely and voluntarily without any moral or physical threat, coercion or promise of reward in any form.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2015 at _____.

Stockholder

With my marital consent (if married):

Name of Spouse

Signed in the presence of:

Witness

Witness

ACKNOWLEDGEMENT

BEFORE ME, a Notary Public for and in _____, personally appeared _____, with competent Identification No. _____ issued on _____ at _____, known to me to be the same person who executed the foregoing Affidavit and he/she acknowledged to me that the same is his/her free act and deed.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2015.

**PROCEDURE FOR THE TRANSFER OF SAN MIGUEL PURE FOODS COMPANY INC.
SHARES OF STOCK FROM A DECEASED STOCKHOLDER TO HIS/HER HEIR(S)**

The transfer of a deceased stockholder's shares and the issuance of new stock certificate/s to his/her heir/s may be done judicially (through court proceedings) or extra-judicially (out-of-court settlement).

- A. If the estate of the deceased stockholder is settled judicially, whether testate (with a will) or intestate (without a will), the heirs will have to submit to SMC Stock Transfer Service Corporation ("SMC STSC") the following for review and verification:
1. The original certificates of the deceased stockholder's shares of stock; and
 2. When there is a will, a certified true copy of the will and the final order of the court probating the same, together with a certified true copy of the project of partition and the final court order approving the same; or
 3. When there is no will, a certified true copy of the project of partition and the final court order approving the same.
- B. If the estate is settled extra-judicially, the heirs will have to submit to SMC STSC the following for review and verification:
1. The original certificate/s of the deceased stockholder's shares of stock;
 2. A copy of the certificate of death;
 3. If the heir is a descendant/ascendant, a copy of the heir's birth certificate showing the deceased stockholder as parent/child, as the case may be; if the heir is the surviving spouse, a copy of the marriage certificate between the deceased stockholder and the heir surviving spouse; or if the heir is a brother or sister, a copy of the birth certificate of each of the deceased stockholder and the heir showing a common ancestor;
 4. An originally signed or certified true copy of the Deed of Extra-Judicial Settlement or Affidavit of Self-Adjudication, as the case may be, duly annotated by the relevant Register of Deeds;
 5. Affidavit of publication by the publisher of the newspaper in which the notice of settlement had been published once a week for three consecutive weeks;
 6. Certification from the Commissioner of Internal Revenue attesting to the payment or exemption from payment of the estate tax, as required by the National Internal Revenue Code; and
 7. Duly accomplished specimen signature cards together with photocopies of two (2) identification documents (IDs) of each of the heirs.

The new stock certificate/s issued in the name/s of the heir/s shall be released after a period of two (2) years from the date of registration with the Register of Deeds. Should the heir/s wish that the certificate/s be released within such two-year period, they will need to submit a two-year heirs bond in favor of San Miguel Pure Foods Company Inc., issued by an accredited bonding company, in an amount equivalent to the total estimated market value of the decedent's shares and the expected dividends thereon for the two-year period.

REPUBLIC OF THE PHILIPPINES)
CITY OF _____) S.S.

AFFIDAVIT OF QUITCLAIM

I, _____, of legal age, single/married, with residence at _____, after having been duly sworn in accordance with law, do hereby depose and say that:

I am the Court-appointed Administrator / Administratrix / Executor / Executrix of the estate of the deceased _____;

The deceased _____ is a stockholder of San Miguel Pure Foods Company Inc., owning _____ (_____) shares of the preferred shares of the said corporation (the "PFP Shares");

I hereby surrender the stock certificates to the PFP Shares of the decedent to claim the redemption price of the PFP Shares and all accumulated unpaid cash dividends thereon, if any (the "Redemption Proceeds");

Upon my receipt of the check covering the Redemption Proceeds of the PFP shares, I hereby release and forever discharge San Miguel Pure Foods Company Inc., its redemption agent, SMC Stock Transfer Service Corporation, and their respective directors, officers and employees from any and all claims, obligations and liabilities in connection with or arising from the decedent's holdings in PFP Shares. This release and discharge shall be binding upon all the heirs of the decedent, assigns and successors-in-interest;

I am executing this instrument freely and voluntarily without any moral or physical threat, coercion or promise of reward in any form.

Attachment D

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____,
2015 at _____.

Administrator / Administratrix / Executor / Executrix

Signed in the presence of:

Witness

Witness

ACKNOWLEDGEMENT

BEFORE ME, a Notary Public for and in _____, personally appeared _____, with competent Identification No. _____ issued on _____ at _____, known to me to be the same person who executed the foregoing Affidavit and he/she acknowledged to me that the same is his/her free act and deed.

Doc. No. _____;

Page No. _____;

Book No. _____;

Series of 2015.