

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE



1. SEC Identification Number 0000011840
2. **SAN MIGUEL FOOD AND BEVERAGE, INC.**
Exact name of registrant as specified in its charter
3. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation or organization
4. **000-100-341-000**
BIR Tax Identification Number
5. **Manufacturing food and beverages**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **100 E. Rodriguez Avenue (C-5 Road), Barangay Ugong, Pasig City**
Postal Code: 1664
Telephone Number: (63 2) 317-5000
FAX number: (63 2) 702-5888
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 (Php)	Proposed Maximum offering price per unit (Php)	Proposed maximum aggregate offering price (Php)	Amount of registration fee (Php)
Fixed Rate Bonds	With aggregate principal amount of up to Php15,000,000,000	N/A	15,000,000.00	4,312,500
TOTAL	15,000,000,000.00	TOTAL SEC FEES		4,355,625.00

Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

Maximum aggregate price of securities to be offered	Amount of filing fee
Not more than P500 Million	0.10% of the maximum aggregate price of the securities to be offered
More than P500 Million but not more than P750 Million	P500,000 plus 0.075% of the excess over P500 Million
More than P750 Million but not more than P1 Billion	P687,500 plus 0.05% of the excess over P750 Million
More than P1 Billion	P812,500 plus 0.025% of the excess over P1 Billion

In the case of warrants which have no issue value, the filing fee shall be P50,000.

A legal research fee (1% of the filing fee) paid for filings made pursuant to SRC Rule 8.1 shall also be paid at the time of the filing.

PART I - INFORMATION REQUIRED IN PROSPECTUS

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

Set forth in the front of the registration statement and on the outside front cover page of the Prospectus are the information required by Part VI, paragraph (A) of "Annex C, as amended".

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

Set forth on the inside cover page and the succeeding pages of the Prospectus are the information required by Part VI, paragraph (B) of "Annex C, as amended".

Item 3. Risk Factors and Other Considerations.

Set forth under the section "Risk Factors" starting on page 50 of the Prospectus are the information required by Part VI, paragraphs (C) and (D) of "Annex C, as amended".

Item 4. Use of Proceeds.

Set forth under the section "Use of Proceeds" starting on page 68 of the Prospectus are the information required by Part VI, paragraph (E) of "Annex C, as amended".

Item 5. Determination of Offering Price.

Not applicable.

Item 6. Dilution.

Not applicable.

Item 7. Selling Security Holders.

Not applicable.

Item 8. Plan of Distribution.

Set forth under the section “Plan of Distribution” starting on page 74 of the Prospectus are the information required by Part VI, paragraphs (I), (J) and (K) of “Annex C, as amended”.

Item 9. Description of the Bonds.

Set forth under the section “Description of the Bonds” starting on page 31 of the Prospectus are the information required by Part II, paragraph (B) of “Annex C, as amended”.

Item 10. Interests of Named Experts and Independent Counsel.

Set forth under the section “Legal Matters” and “Independent Auditors” starting on page 166 and 167 of the Prospectus are the information required by Part VI, paragraph (L) of “Annex C, as amended”.

Item 11. Information with Respect to the Registrant.

Information with respect to the registrant:

- (a) Set forth starting on page 90 of the Prospectus are the information required by Part I, paragraph (A) of “Annex C, as amended”, Description of the Business;
- (b) Set forth starting on page 134 of the Prospectus are the information required by Part I, paragraph (C) of “Annex C, as amended”, Involvement in Certain Legal Proceedings;
- (d) Set forth starting on page 81 of the Prospectus are the information required by Part III, paragraph (A) of “Annex C, as amended”, Management’s Discussion and Analysis of Financial Condition and Results of Operations;
- (e) Set forth starting on page 167 of the Prospectus are the information required by Part III, paragraph (B) of “Annex C, as amended”, Independent Auditors;
- (f) Set forth starting on page 146 of the Prospectus are the information required by Part IV, paragraph (A) of “Annex C, as amended”, Board, Management, and Certain Shareholders;
- (g) Set forth starting on page 154 of the Prospectus are the information required by Part IV, paragraph (B) of “Annex C, as amended”, Executive Compensation;
- (h) Set forth starting on page 156 of the Prospectus are the information required by Part IV, paragraph (C) of “Annex C, as amended”, Security Ownership of Certain Record and Beneficial Owners; and
- (i) Set forth starting on page 158 of the Prospectus are the information required by Part IV, Section (D) of “Annex C, as amended”, Certain Relationships and Related Transactions.

Item 12. Financial Information

Please refer to the section “Summary Financial Information” starting on page 28 of the Prospectus and “Management’s Discussion and Analysis of Financial Position and Results of Operations” starting on page 81 of the Prospectus. The Registrant’s audited consolidated financial statements for the years ended 31 December 2018, 2017 and 2016 and unaudited consolidated financial statements for the period ended 30 September 2019 and 2018 are included as appendices to the Prospectus.

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

Item 13. Other Expenses of Issuance and Distribution.

Set forth under the section "Use of Proceeds" starting on page 68 of the Prospectus are the information required by Part VI, paragraph (M) of "Annex C, as amended".

Item 14. Exhibits.

Incorporated herein are the following exhibits required by Part VII of "Annex C, as amended":

Exhibit	Document
1	Preliminary Prospectus Dated 14 November 2019
2	Audited Financial Statements with Annual and Quarterly Report
3	Mandate Letter from Underwriters
4	Undertaking to Publish Notice of Filing of Registration Statement
5	Underwriting Agreement (draft)
6	Certified true copy of the Articles of Incorporation
7	Certified true copy of the By-laws
8	Independent Counsel's Opinion re: legality and taxation
9	Material Contracts
10	List of subsidiaries
11	Published report regarding matters submitted to vote of security holders
12	Statement of eligibility of trustee
13	Curriculum vitae and recent photos of officers and directors
14	Board of Investment (BOI) Certificate of Registration
15	Authority to examine bank accounts
16	Director's Certificate
17	Secretary's Certificate re: adoption of fit and proper rule, compliance with the Manual on Corporate Governance and certification to allow the SEC to resolve any issue on the selection of independent directors
18	Environmental Compliance Certificate
19	List of Real Property
20	Registry and Paying Agency Agreement (draft)
21	Certification re: Legal Proceedings
22	Certification re: Audited financial statements
23	Certification re: Government licenses and permits
24	Certification of Underwriters re: awareness of documents submitted
25	Certification of Issuer re: awareness of documents submitted
26	Tax Compliance Report
27	Undertaking to Submit Additional Documents

Item 15.

Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

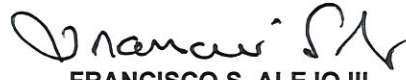
SIGNATURES

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, Metro Manila on NOV 14 2019

By:



RAMON S. ANG
President and Chief Executive Officer



FRANCISCO S. ALEJO III
Chief Operating Officer - FOOD



ROBERT N. HUANG
Chief Operating Officer - BEER



EMMANUEL B. MACALALAG
Chief Operating Officer - SPIRITS



ILDEFONSO B. ALINDOGAN
*Vice President, Chief Finance Officer and
Chief Strategy Officer*



FERDINAND K. CONSTANTINO
Treasurer




ALEXANDRA BENGSON TRILLANA
General Counsel, Corporate Secretary and Compliance Officer

SUBSCRIBED AND SWORN to before me this NOV 14 2019 in MAKATI CITY,
Philippines, affiants exhibiting to me the following as competent evidence of their identities:

Name	Government ID/ Passport No.	Date and Place of Issue
Ramon S. Ang	Passport No. P4589066A	October 2, 2017, DFA Manila
Francisco S. Alejo III	Passport No. P1657246A	January 18, 2017, DFA NCR
Roberto N. Huang	Passport No. EC7991444	June 10, 2016, DFA NCR East
Emmanuel B. Macalalag	Passport No. P1131310A	January 14, 2017, DFA Manila
Ildelfonso B. Alindogan	Passport No. P4964891A	November 7, 2017, DFA Manila
Ferdinand K. Constantino	Passport No. P0341304A	September 22, 2016, DFA NCR East
Alexandra Bengson-Trillana	Passport No. P1495082A	April 14, 2018, DFA NCR East

Doc. No. 160 ;
Page No. 33 ;
Book No. I ;
Series of 2019.


CHRISTINE JOY F. ANGAT
Appointment No. M-523
Notary Public for Makati City
Until December 31, 2020
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 73262
PTR No. 7745427/Makati City/07-01-2019
IBP No. 088511/Cavite/05-14-2019
MCLE Exempted-Admitted to the bar in 2019