

C02754-2016

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 13, 2016
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 AVE., ORTIGAS CENTER, PASIG
CITY, METRO MANILA
Postal Code
1605
8. Issuer's telephone number, including area code
(632) 317-5000
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 (PF)	166,667,096
Preferred (PFP2)	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 4-4 - Amendments to By-Laws
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Amendment to the By-laws, particularly Article III on the Minimum Quorum for Board of Directors' Meetings

Background/Description of the Disclosure

Stockholder approval of the amendment to the By-laws as aforesaid, previously approved by the Board of Directors.

Date of Approval by Board of Directors	Mar 15, 2016
Date of Approval by Stockholders	May 13, 2016
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA

Amendment(s)

Article and Section Nos.	From	To
Article III, Section 3	Special meetings of the Board of Directors may be held at the call of the President; and, upon the written request of any three directors, a meeting must be called, and the secretary shall cause a notice of the time and place of the meeting to be served personally or sent by mail or telegraph to each director residing in the Philippines at least three (3) days prior to the date of a special meeting. A majority of the directors shall constitute a quorum.	Special meetings of the Board of Directors may be held at the call of the President; and, upon the written request of any three directors, a meeting must be called, and the secretary shall cause a notice of the time and place of the meeting to be served personally or sent by mail or telegraph to each director residing in the Philippines at least three (3) days prior to the date of a special meeting.
Article III, (insert proposed new) Section 4	(Current Section 4 will now be Section 5.)	At least two-thirds (2/3) of the number of directors as fixed in the Articles of Incorporation of the Company shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except as may have been provided in these By-laws or in contracts binding on the Company, and except for the election of officers which shall require the vote of a majority of all the members of the Board. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is had.

Rationale for the amendment(s)

The amendment, which increases the minimum quorum requirement for the transaction of business at meetings of the Board of Directors of the Company, from a simple majority of the directors, to at least two-thirds (2/3) of the entire number of directors, adopts the ASEAN Corporate Governance Scorecard recommendation to encourage attendance of directors at Board Meetings and thus strengthen and improve Board responsibility over the affairs of the corporation.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	May 20, 2016
Expected date of SEC approval of the Amended By-Laws	TBA

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

Upon the amendment, the attendance of at least six (6) out of the nine (9) members of the Board of Directors of the Company shall be necessary in order for there to be quorum for the valid transaction of business at such meeting, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, subject to certain exceptions noted in the provision.

Other Relevant Information

None.

Filed on behalf by:

Name	Zenaida Postrado
Designation	VP & Chief Finance Officer