

# 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)  
Mar 15, 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*

<b>Subject of the Disclosure</b>
Amendment to the By-laws, particularly Article III on the Minimum Quorum for Board of Directors' Meetings
<b>Background/Description of the Disclosure</b>
SMPFC Board of Directors' approval of amendment to By-laws.

<b>Date of Approval by Board of Directors</b>	Mar 15, 2016
<b>Date of Approval by Stockholders</b>	TBA
<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)**

<b>Article and Section Nos.</b>	<b>From</b>	<b>To</b>
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.
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**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)**

<b>Expected date of filing the amendments to the By-Laws with the SEC</b>	May 13, 2016
<b>Expected date of SEC approval of the Amended By-Laws</b>	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:**

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