

C02428-2015

**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 8, 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, Metro Manila
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 (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 on the Number of Independent Directors.	
Background/Description of the Disclosure	
Approval of amendment to By-laws by the Board of Directors and stockholders of the Company.	
Date of Approval by Board of Directors	Mar 20, 2015
Date of Approval by Stockholders	May 8, 2015
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 II, Section 1-A	One (1) of the nine (9) directors provided in Section 1, above shall be independent directors. For this purpose, an independent director shall mean a person other than an officer or employee of the Corporation, its parent or subsidiaries, or any other individual having a relationship with the Corporation, which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.	The Corporation shall have at least two independent directors or such other number as may be required by applicable laws and regulations. For this purpose, an independent director shall mean a person other than an officer or employee of the Corporation, its parent or subsidiaries, or any other individual having a relationship with the Corporation, which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Rationale for the amendment(s)

The amendment is in compliance with the undertaking of the Company to the Markets and Securities Regulation Department of the Securities and Exchange Commission on October 1, 2014, to amend its By-laws to remove any doubt that it complies with applicable law and regulations, insofar as the election of the required number of independent director is concerned.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	May 11, 2015
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 amendment of Article II, Section 1-A, the minimum number of independent directors under applicable law and regulations that the Company should have, will be clearly reflected in its By-laws.	
Other Relevant Information	
None.	
Filed on behalf by:	
Name	Zenaida Postrado
Designation	VP & Chief Finance Officer