

C01673-2018

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 14, 2018

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

Amendments to the By-laws of the Company, to reflect the, change in the corporate name of the Company from "San Miguel Pure Foods Company Inc." to "San Miguel Food and Beverage, Inc." in the Title of the By-laws and in the Official Seal of the Company in Article XI of the By-laws, and the disqualification for director in the Company in Article II, Section 1 of the By-laws.

Background/Description of the Disclosure

SMPFC Board of Directors' approval of amendments to By-laws.

Date of Approval by Board of Directors	Mar 14, 2018
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	TBA
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
Title of the By-laws	AMENDED BY-LAWS OF SAN MIGUEL PURE FOODS COMPANY INC.	AMENDED BY-LAWS OF SAN MIGUEL FOOD AND BEVERAGE, INC.
Article XI (Official Seal of the Company)	The corporate seal of the corporation shall be circular in form and have inscribed in its margin the words "SAN MIGUEL PURE FOODS COMPANY INC.", Manila, Philippines and within the circle the words and figures "incorporated 1956"	The corporate seal of the corporation shall be circular in form and have inscribed in its margin the words "SAN MIGUEL FOOD AND BEVERAGE, INC.", Manila, Philippines and within the circle the words and figures "incorporated 1956"
Article II (Board of Directors), Section 1	Please see details in Other Relevant Information.	Please see details in Other Relevant Information.

Rationale for the amendment(s)

The amendments to the Title of the By-laws and Official Seal of the Company to reflect the Company's new corporate name are intended to align with the Articles of Incorporation of the Company, which sets out the same new corporate name, as previously approved by the shareholders. The amendment to add a disqualification for director in the Company in Article II, Section 1 of the By-laws, to the effect that persons engaged in any business that competes with or is antagonistic to that of the Company are disqualified from sitting in the Board of Directors of the Company, is intended to align with the disqualification for director in the By-laws of intermediate parent San Miguel Corporation, as well as in San Miguel Brewery Inc. and Ginebra San Miguel, Inc.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	May 14, 2018
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 approval of the amendments, the Articles of Incorporation and By-laws, as well as official seal of the Company, will set out the Company's new corporate name "San Miguel Food and Beverage, Inc." Further, to qualify as director of the Company, persons nominated to the Board by shareholders, including minority shareholders, should not be engaged in any other food or beverage business, which the Board, by at least three-fourths vote, determines to be a competitor or which may have interests inconsistent with the strategic direction to promote the long-term growth and success of the Company and any of its operating subsidiaries.

Other Relevant Information

Article II (Board of Directors), Section 1.

FROM:
Section 1.

As provided in these By-Laws and in accordance with the laws of the Republic of the Philippines concerning corporations and as provided in the certificate of incorporation, the stock, the property and all affairs of this corporation shall be exclusively managed by and controlled by the Board of Directors, at least two of whom shall be residents of the Philippines and all of whom shall be stockholders of record, and who shall be elected by a plurality vote of the subscribed capital stock at the annual meeting for a term of one (1) year and until the election and qualification of their successors.

TO:

As provided in these By-Laws and in accordance with the laws of the Republic of the Philippines concerning corporations and as provided in the certificate of incorporation, the stock, the property and all affairs of this corporation shall be exclusively managed by and controlled by the Board of Directors, at least two of whom shall be residents of the Philippines and all of whom shall be stockholders of record, and who shall be elected by a plurality vote of the subscribed capital stock at the annual meeting for a term of one (1) year and until the election and qualification of their successors.

In this regard, any stockholder having at least one share registered in his name may be elected director, provided, however, that no person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of the Company. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged:

(a) If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any corporation (other than one in which the Company owns at least 30% of the capital stock) engaged in a business which the Board, by at least three-fourths vote, determines to be competitive or antagonistic to that of the Company; or,

(b) If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any other corporation or entity engaged in any line of business of the Company, when in the judgment of the Board, by at least three-fourths vote, the laws against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors; or,

(c) If the Board, in the exercise of its judgment in good faith, determines by at least three-fourths vote that he is the nominee of any person set forth in (a) or (b) above.

In determining whether or not a person is a controlling person, beneficial owner, or the nominee of another, the Board may take into account such factors as business and family relationship.

For the proper implementation of this provision, all nominations for the election of directors by the stockholders shall be submitted in writing to the Board of Directors through the Corporate Secretary on or before the last day of January of every year or at such earlier or later date that the Board of Directors may fix.

Filed on behalf by:

Name	Alexandra Trillana
Designation	AVP & Corporate Secretary

March 14, 2018

Philippine Stock Exchange, Inc.
9th Floor, PSE Tower
28th Street cor. 5th Avenue
BGC Taguig City

Attention: MR. JOSE VALERIANO B. ZUÑO
OIC-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 regular meeting of the Board of Directors of San Miguel Pure Foods Company Inc. held on March 14, 2018.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Alexandra B. Trillana".

ALEXANDRA B. TRILLANA
Corporate Secretary

San Miguel Pure Foods Company, Inc

23rd Flr., The JMT Corporate Condominium, ADB Avenue
1605 Ortigas Center, Pasig City, Metro Manila, Philippines
Tel. No.: (632) 317-5000
Website: www.sanmiguelpurefoods.com.ph



SAN MIGUEL CORPORATION

COVER SHEET

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S. E. C. Registration Number

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(Company's Full Name)

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(Business Address: No. Street City/Town/Province)

ALEXANDRA B. TRILLANA

Contact Person

(632) 317-5450

Company Telephone Number

SEC Form

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Month

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Day

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FORM TYPE

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Month

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Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I. D.

Cashier

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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. **March 14, 2018**
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) 317-5000** (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, 2017
Common	166,667,096
Preferred	15,000,000
	181,667,096

10. Indicate the item numbers reported herein:

Item 9. Other Events

At the meeting of the Board of Directors of San Miguel Pure Foods Company Inc. (respectively, the "Board" and the "Company") held on March 14, 2018:

- A. Upon the endorsement of the Audit Committee, the Board approved the audited consolidated financial statements of the Company as at and for the year ended December 31, 2017 (the "2017 Audited Financial Statements"), and the submission to the SEC and the PSE of the Annual Report of the Company (or SEC Form 17-A), including the 2017 Audited Financial Statements.
- B. Upon the endorsement of the Related Party Transactions Committee, the Board approved the Related Party Transactions Policy of the Company, which includes the threshold for disclosure and approval of material related party transactions of the Company and its subsidiaries.
- C. Upon the endorsement of the Board Risk Oversight Committee, the Board approved the Enterprise Risk Management Roadmap of the Company for the San Miguel Food Group.
- D. The Board approved the following amendments to the By-laws of the Company, subject to further stockholder approval:
 - (i) The change in the corporate name of the Company from "San Miguel Pure Foods Company Inc." to "San Miguel Food and Beverage, Inc." in the Title of the By-laws and in the Official Seal of the Company in Article XI of the By-laws, to align with the same change in corporate name and corresponding amendment to the Articles of Incorporation of the Company previously approved by the stockholders; and
 - (ii) The disqualification for director in the Company in Article II, Section 1 of the By-laws, to the effect that persons engaged in any business that competes with or is antagonistic to that of the Company are disqualified from sitting in the Board of Directors of the Company. The same disqualification for director is found in the By-laws of intermediate parent San Miguel Corporation, as well as in San Miguel Brewery Inc. and Ginebra San Miguel, Inc.
- E. The Board declared that the Annual Stockholders' Meeting of the Company will be held on May 11, 2018, Friday, 2:00 p.m., at the Executive Dining Room, 2nd Floor, San Miguel Corporation Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila.

In this connection:

- (i) The record date for the stockholders entitled to vote at the said meeting is April 16, 2018;
- (ii) The stock and transfer books will be closed from April 17 to 20, 2018;

- (iii) The deadline for submission of proxies is on April 26, 2018; and
- (iv) The validation of proxies will be on May 4, 2018.

F. The Agenda of the Annual Stockholders' Meeting shall be as follows:

1. Certification of Notice and Quorum
2. Approval of the Minutes of the Annual Stockholders' Meeting held on May 12, 2017 and Special Stockholders' Meeting held on January 18, 2018
3. Presentation of the Annual Report and Approval of the 2017 Audited Financial Statements
4. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
5. Approval of Amendments to the By-laws to set out:
 - (a) the new corporate name of the Company in
 - (i) the Title of the By-laws, and
 - (ii) the Official Seal of the Company under Article XI; and
 - (b) the disqualification for director in the Company under Article II, Section 1
6. Appointment of External Auditor for 2018
7. Election of the Board of Directors
8. Other Matters
9. Adjournment

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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

March 14, 2018.