

RECORDED
 AUG 22 2018
 MARK REGISTRATION FEE
 BY: *One* 3750 ✓

SECURITIES AND EXCHANGE COMMISSION
 SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: **11840**
2. **SAN MIGUEL FOOD & 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. **23F, The JMT Corporate Condominium, ADB Avenue, Ortigas Center, 1605 Pasig City**
Telephone Number: (63 2) 702-5000
Fax number: (63 2) 914-9314
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	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Shares (Secondary Offer)	Up to 1,020,050,000	Up to Php140.00	Php142,807,000,000	Php36,264,250.00 + Legal Research Fee of Php362,642.50
	Consisting of: up to 887,000,000 common shares with an over-allotment option of up to 133,050,000 common shares			
			TOTAL SEC FEES	PHP36,626,892.50

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 of 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 18 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 39 of the Prospectus are the information required by Part VI, paragraph (E) of "Annex C, as amended".

Item 5. Determination of Offering Price.

Set forth under the section "Determination of the Offer Price" starting on page 45 of the Prospectus is the information required by Part VI, paragraph (F) of "Annex C, as amended".

Item 6. Dilution.

Not applicable.

Item 7. Selling Security Holders.

Set forth on page 173 of the Prospectus are the information required by Part VI, paragraph (F) of "Annex C, as amended".

Item 8. Plan of Distribution.

Set forth under the section "Plan of Distribution" starting on page 199 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 Shares.

Set forth under the section "Description of the Shares" starting on page 178 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" starting on page 203 of the Prospectus and Independent Auditors on page 204 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 99 of the Prospectus are the information required by Part I, paragraph (A) of "Annex C, as amended", Business;
- (b) Set forth starting on page 151 of the Prospectus are the information required by Part I, paragraph (C) of "Annex C, as amended", Involvement in Legal Proceedings;
- (c) Set forth starting on page 50 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;
- (d) Set forth starting on page 204 of the Prospectus are the information required by Part III, paragraph (B) of "Annex C, as amended", Independent Auditors;
- (e) Set forth starting on page 163 of the Prospectus are the information required by Part IV, paragraph (A) of "Annex C, as amended", Board, Management, and Certain Shareholders;
- (f) Set forth starting on page 170 of the Prospectus are the information required by Part IV, paragraph (B) of "Annex C, as amended", Executive Compensation;
- (g) Set forth starting on page 174 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
- (h) Set forth starting on page 176 of the Prospectus are the information required by Part IV, Section (D) of "Annex C, as amended", Related Transactions.

Item 12. Financial Information

Please refer to the section "Summary Financial Information" starting on page F-1 of the Prospectus and "Management's Discussion and Analysis of Financial Position and Results of Operations" starting on page 50 of the Prospectus. The Registrant's Combined financial statements of SMFB (formerly SMPFC), SMB and GSMI as of and for the years ended December 31, 2017, 2016 and 2015 including comparative information presented as corresponding figures as of and for the years ended December 31, 2016 and 2015; and Consolidated interim financial statements of the Company as of and for the six-month period ended June 30, 2018 and 2017, including comparative information presented as corresponding figures as of and for the six-month period ended June 30, 2017.

**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 39 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	San Miguel Food & Beverage, Inc. Prospectus dated August 22, 2018
2	Pro-Forma Financial Statements
3	Annual and Quarterly Reports
4	Mandate Letter from Underwriters
5	Certification re: Legal Proceedings
6	Certification re: Audited Financial Statements
7	Certification re: Government-issued Licenses/Permits
8	Certification of Underwriters re: awareness of documents submitted
9	Certification of Issuer re: awareness of documents submitted
10	Tax Compliance Report in relation to sale of secondary shares
11	Undertaking to Publish Notice of Filing of Registration Statement, and Notice of Filing
12	Underwriting Agreement (draft)
13	SEC Certificate of Incorporation
14	Certified true copy of the Articles of Incorporation
15	Certified true copy of the By-laws
16	Instrument defining the rights of the security holders
17	Independent Counsel's Opinion re: legality and taxation
18	Material contracts
19	List of subsidiaries
20	Published report regarding matters submitted to vote of security holders
21	Notarized Curriculum Vitae and Recent Photographs of the Board of Directors
22	Board of Investment Certificate of Registration
23	Authorization to the Commission to access Registrant's bank account
24	Directors' Certificate
25	Secretary's Certificate re: adoption of fit and proper rule and adoption of Manual on Corporate Governance
26	Letter of undertaking to comply with the Manual on Corporate Governance and to allow the SEC to resolve any issue on the selection of independent directors)
27	Environmental compliance Certificate
28	Certification of selling shareholder

[Signature page follows.]

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 Pasig City, Metro Manila, Philippines, on AUG 22 2018.

By:



RAMON S. ANG
President & Chief Executive Officer
Vice Chairman of the Board



FRANCISO S. ALEJO III
Chief Operating Officer - Food



ROBERTON N. HUANG
Chief Operating Officer – Beer



EMMANUEL B. MACALALAG
Chief Operating Officer – Liquor



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



FERDINAND K. CONSTANTINO
Treasurer



ALEXANDRA B. TRILLANA
Corporate Secretary
and Compliance Officer

REPUBLIC OF THE PHILIPPINES)
MANDALUYONG CITY) ss.

SUBSCRIBED AND SWORN to before me this AUG 22 2018 in Mandaluyong City, Metro Manila, Philippines, affiants exhibiting to me their respective competent evidence of identity, as follows:

<u>Name</u>	<u>Government Issued ID</u>	<u>Date and Place of Issue</u>
Ramon S. Ang	P4589066A	02 October 2017; DFA-Manila
Francisco S. Alejo III	P1657246A	18 January 2017; DFA NCR-East
Roberto N. Huang	EC7991444	10 June 2016; DFA NCR-East
Emmanuel B. Macalalag	P1131310A	14 January 2017; DFA Manila
Ildefonso B. Alindogan	P4964891A	07 November 2017; DFA Manila
Ferdinand K. Constantino	PO341304A	22 September 2016; DFA-NCR East
Alexandra B. Trillana	EC0224777	6 February 2014; DFA-Manila

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Book No. 1 :
Series of 2018.




MA. KRISTINA S. ZAMORA
Commission No. 0513-18
Notary Public for Mandaluyong City
Until Dec. 31, 2019
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 61379
PTR No. 3389414; 01/03/18; Mandaluyong City
IBP Lifetime Member No. 019709-4204/17; RSM
MCLE Com.