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SECURITIES AND EXCHANGE COMMISSION

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Company Information

SEC Registration No. CS200711792
Company Name GT CAPITAL HOLDINGS, INC.
Industry Classification Financial Holding Company Activities
Company Type Stock Corporation

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G T C A P I T A L H O L D I N G S , I N C .

(Company's Full Name)

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T I O N A L A Y A L A A V E N U E C O R N E R H . V
D E L A C O S T A S T R E E T M A K A T I C I T Y

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

Atty. Joselito V. Banaag
Contact Person

8 3 6 - 4 5 - 0 0
Company Telephone Number

1 2 3 1
Month Day
Fiscal Year

SEC Form - C

Second Monday of May

Form Type

Regular Meeting

Certificate of Permit to Offer Securities for Sale (Order #092)
Secondary License type, if applicable

M S R D
Dept. Requiring this Doc.

Amended Articles Number/Section

73
Total No. of Stockholders

Total amount of Borrowings
Domestic Foreign

To be Accomplished by SEC Personnel concerned

File Number

LCU

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
AND SRC RULE 17.2(c) THEREUNDER

1. **February 18, 2015**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **CS200711792** 3. BIR Tax Identification No. **006-806-867**
4. **GT Capital Holdings, Inc.**
Exact name of issuer as specified in its charter
5. **Philippines** 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation
7. **43/F GT Tower International, 6813 Ayala Avenue corner H.V. Dela Costa Street, Makati City**
Postal Code: **1227**
Address of principal office:
8. **(632) 836-4500**
Issuer's telephone number, including area code
9. **N/A**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding</u>
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Common Shares	174,300,000
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11. Indicate the item numbers reported herein:

Item 9. Other Event

The Securities and Exchange Commission (the "SEC") approved the amendment Article SEVENTH of the Articles of Incorporation of GT Capital Holdings, Inc. as follows:

"SEVENTH: That the authorized capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00) in lawful money of the Philippines, divided into Five Hundred Million (500,000,000) shares with the par value of Ten Pesos (P10.00) per share."

to:

“SEVENTH: That the authorized capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00) in lawful money of the Philippines, divided into Four Hundred Ninety Eight Million Two Hundred Fifty Seven Thousand (498,257,000) Common Shares with a par value of Ten Pesos (P10.00) per share and One Hundred Seventy Four Million Three Hundred Thousand (174,300,000) Voting Preferred Shares with a par value of Ten Centavos (P0.10) per share.

The Voting Preferred Shares of stock shall be voting, non-cumulative, non-participating and non-convertible; *Provided*, that no share will be issued below par value.

The Voting Preferred Shares shall have the following features, rights and privileges:

- a) The Issue value shall be determined by the Board of Directors at the time of the issuance of the shares;
- b) The Dividend Rate shall be determined by the Board of Directors at the time of the issuance of the shares, equivalent to 3-year PDST R2 to be repriced every 10 years and payable annually;
- c) The Voting Preferred Shares shall be non-cumulative and the holders thereof are entitled to the payment of current but not past dividends;
- d) The Voting Preferred Shares shall be non-participating in any other of further dividends beyond that specifically payable on the shares;
- e) The Voting Preferred Shares shall be redeemable at par value, at the sole option of the Corporation, under terms and conditions approved by the Board of Directors;
- f) Holders of Voting Preferred Shares shall be entitled to one vote for each share in his name on the books of the Corporation;
- g) Holders of Voting Preferred Shares shall have no preemptive rights to any issue of shares, Common or Preferred;
- h) The Voting Preferred Shares will not be listed at and will not be tradeable in the Philippine Stock Exchange; and
- i) Other features, rights and privileges determined by the Board of Directors.”

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GT Capital Holdings, Inc.

Issuer



Joselito V. Bandag
Vice President and Head,
Legal and Compliance Division

Date: **February 18, 2015**