

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. April 21, 2017
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 incorporation Industry Classification Code:
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

Title of Each Class	Number of Shares of Stock Outstanding	Amount of Debt Outstanding
Common	174,300,000	None
Corporate Retail Bonds	-	Php21.8 billion
Perpetual Preferred Shares (GTPPA)	4,839,240	None
Perpetual Preferred Shares (GTPPB)	7,160,760	None

11. Indicate the item numbers reported herein:

Item 9. Other Events

1. **Please see the attached Reply of GT Capital Holdings, Inc. to the Philippine Stock Exchange's ("PSE") Correspondence dated April 20, 2017.**
2. **Please see attached PSE Form 4-2-Acquisition or Disposition of Shares of Another Corporation.**

SIGNATURE

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



ATTY. RENEE LYNN MICIANO-ATIENZA

Assistant Vice President

Head, Legal and Compliance Department

Date: **April 21, 2017**

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43rd Floor GT Tower International, 6813 Ayala Avenue corner H.V. Dela Costa Street,
Makati City
Postal Code
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(632) 836-4500
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	174,300,000
Perpetual Preferred Shares (GTPPA)	4,839,24
Perpetual Preferred Shares (GTPPB)	7,160,760
11. Indicate the item numbers reported herein
Item 9

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 Officers of the disclosing party.



GT Capital Holdings, Inc.
GTCAP

PSE Disclosure Form 4-2 - Acquisition/Disposition of Shares of Another Corporation
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Purchase by GT Capital Holdings, Inc. ("GT Capital") of Metropolitan Bank and Trust Company ("MBTC") Secondary Common Shares from Ty-family Owned Companies

Background/Description of the Disclosure

GT Capital purchased a total of 306,000,000 secondary shares of MBTC from various Ty Family Companies ("Sellers") pursuant to a Memorandum of Agreement dated April 17, 2017 and a Deed of Absolute Sale dated April 20, 2017 entered into by GT Capital and the Sellers.

Date of Approval by Board of Directors Apr 7, 2017

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The purchase of the MBTC shares will reduce GT Capital's concentration risk in Toyota Motors Philippines Corporation, increase its parent company net cash flow per annum from MBTC dividends, minimize the MBTC shares held by the Ty Family outside of GT Capital, and align GT Capital's ownership of MBTC in its banking subsidiary with that of its peer conglomerates.

Details of the acquisition or disposition

Date TBA

Manner

Acquisition of shares through a Deed of Absolute Sale.

Description of the company to be acquired or sold

MBTC is a universal bank that provides, through itself and other members of the MBTC Group, a full range of banking and other financial products and services including corporate, commercial and consumer banking products and services as well as credit card, investment banking and trust services. MBTC has been listed on the Philippine Stock Exchange since 1981.

Number of shares to be acquired or disposed 306,000,000

Percentage to the total outstanding shares of the company subject of the transaction 9.62

Price per share 80.7878

Nature and amount of consideration given or received

Purchase price to be paid in Php24,721,066,800.00 cash.

Principle followed in determining the amount of consideration

30-day Volume Weighted Average Price as of April 17, 2017.

GT Capital secured a Fairness Opinion from an independent third party financial adviser on the basis it used for the determination of the purchase price- the 30-day Volume Weighted Average Price of GT Capital shares as of April 17, 2017.

Terms of payment

Payment of purchase price on or before April 28, 2017

Conditions precedent to closing of the transaction, if any

None.

Any other salient terms

None.

Identity of the person(s) from whom the shares were acquired or to whom they were sold

Name	Nature of any material relationship with the issuer, their directors/ officers, or any of their affiliates
Philippine Securities Corporation	Mrs. Mary Vy Ty is a Board Adviser of GT Capital and the Chairwoman and a director of Philippine Securities Corporation. Mr. Arthur Vy Ty is the Chairman and a director of GT Capital and the President and a director of Philippine Securities Corporation. Mr. George S.K. Ty is the Group Chairman and a director of GT Capital and the Honorary Chairman and a director of Philippine Securities Corporation. Mr. Alfred Vy Ty is a Co-Vice Chairman and a director of GT Capital and the Exec. Vice President
Horizon Royale Holdings, Inc.	Mrs. Mary Vy Ty is a Board Adviser of GT Capital and the Chairperson and director of Horizon Royale Holdings, Inc.; Mr. Arthur Vy Ty is a director of GT Capital and Horizon Royale Holdings, Inc.
Grand Estate Property Corporation	Mrs. Mary Vy Ty is a Board Adviser of GT Capital and the Chairperson and director of Grand Estate Property Corporation; Mr. Alfred Vy Ty is a director of GT Capital and Grand Estate Property Corporation
Global Treasure Holdings Inc.	Messrs. Arthur Vy Ty, George S.K. Ty, and Alfred Vy Ty are directors of GT Capital and Global Treasure Holdings Inc.
Ausan Resources Corporation	Mrs. Mary Vy Ty is a Board Adviser of GT Capital and the Chairperson and director of Ausan Resources Corporation; Ms. Alesandra Ty is the Assistant Treasurer of GT Capital and director and President of Ausan Resources Corporation.
Inter Par Philippines Resources Corporation	Mrs. Mary Vy Ty is a Board Adviser of GT Capital and the Chairperson and director of Inter Par Philippines Resources Corporation; Ms. Anjanette Ty-Dy Buncio is the Treasurer of GT Capital and director and President of Inter Par Philippines Resources Corporation.

Effect(s) on the business, financial condition and operations of the issuer, if any

Please see Rationale.

Other Relevant Information

In reply to the Exchange's Query dated April 20, 2017:

The Transaction is not covered by Rule 19.2 (Mandatory Tender Offers) of the Republic Act No. 8799 or the Securities Regulation Code and the 2015 Implementing Rules and Regulations of the Securities Regulation Code since (1) GT Capital will not acquire 35% of outstanding voting shares of MBTC in one or more transactions within a period of twelve (12) months; (2) the acquisition will not result in a change in control of the board and shareholders of MBTC; and (3) GT Capital's resulting ownership in MBTC will not exceed 50%.

Filed on behalf by:

Name	Samantha Louise Nunez
Designation	Legal and Compliance Officer



GT CAPITAL
HOLDINGS, INCORPORATED

April 20, 2017

THE PHILIPPINE STOCK EXCHANGE, INC.

3/F, Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention : Mr. J.V. B. Zuño III
Officer in Charge-Head
Disclosure Department

Re : Reply to Exchange's Query Dated April 20, 2017 Regarding the
Subscription by Grand Titan Capital Holdings, Inc. to
18,296,685 Common Shares of GT Capital Holdings, Inc.

Gentlemen:

We reply to the correspondence GT Capital Holdings, Inc. ("GT Capital") received from the Disclosure Department of the Philippine Stock Exchange last April 20, 2017 (the "Correspondence"), as follows:

1. Description of the proposed subscription transaction including the timetable for implementation, and related regulatory requirements

Description:	The issuance by GT Capital of 18,296,685 primary common shares ("Subscription Shares") or 9.50% of the resulting issued and outstanding common shares after issuance, in favor of Grand Titan Capital Holdings, Inc. ("Grand Titan") (the "Transaction"). The subscription price shall be Twenty One Billion Six Hundred Eighty Six Million Four Hundred Seventy Seven Thousand Sixty Six and 25/100 Pesos (PhP21,686,477,066.25) (the "Subscription Price"), payable in cash.
Timetable:	April 20: Execution of Subscription Agreement On or Before April 28: Expected settlement of Subscription Price Post-April 28:



GT CAPITAL
HOLDINGS, INCORPORATED

	Apply for listing of the Subscription Shares with the Philippine Stock Exchange (the "Exchange"), and File for Notice of Exempt Transaction (SEC Form 10-1) with the Securities and Exchange Commission ("SEC")
Related Regulatory Requirements:	Approval for listing of the Subscription Shares by the Exchange.

2. Rationale for the transaction including the benefits which are expected to be accrued to the Company as a result of the transaction

The Transaction is EPS accretive and will increase GT Capital's capitalization by PhP 24 Billion. In addition, the Transaction will also improve GT Capital's gearing ratio from 0.64 to 0.49.

3. Terms of any agreements for payment

Subscription Price shall be paid in cash and in full by Grand Titan.

4. Application of proceeds

Partial repayment of GT Capital's existing indebtedness.

5. Timetable and manner of issuance

Once GT Capital receives full payment of the Subscription Price, it shall cause the recording of Grand Titan's subscription with the Company's stock and transfer agent and deliver to Grand Titan the stock certificate(s) representing the Subscription Shares.

Within a reasonable time from issuance, GT Capital shall apply for and secure the approval of the Exchange for the listing of the Subscription Shares.

6. The interest which directors of the parties to the transaction have in the proposed transaction

Messrs. George S.K. Ty, Arthur Vy Ty and Alfred Vy Ty are directors of both GT Capital and Grand Titan and abstained from voting during the meeting of the GT Capital Board during which the Transaction was approved. Mrs. Mary Vy Ty is a director of Grand Titan and an Adviser to the Board of Directors of GT Capital.



GT CAPITAL
HOLDINGS, INCORPORATED

7. Statement as to the steps to be taken, if any, to safeguard the interests of any independent shareholders

GT Capital secured a Fairness Opinion from an independent third party financial adviser on the basis it used for the determination of the Subscription Price- the 30-day Volume Weighted Average Price of GT Capital shares as of April 17, 2017.

8. Any conditions precedent to closing of the transaction

None.

9. Effect(s) on the ownership structure

GT CAPITAL HOLDINGS, INC. TOP 20 STOCKHOLDERS BEFORE TRANSACTION			GT CAPITAL HOLDINGS, INC. TOP 20 STOCKHOLDERS AFTER TRANSACTION		
COMMON SHARES			COMMON SHARES		
NAME OF STOCKHOLDER	OUTSTANDING NO. OF SHARES	% TO TOTAL	NAME OF STOCKHOLDER	OUTSTANDING NO. OF SHARES	% TO TOTAL
1 GRAND TITAN CAPITAL HOLDINGS, I	89,427,110	51.3064%	1 GRAND TITAN CAPITAL HOLDINGS, I	107,723,795	55.9323%

10. Effect(s) on the capital structure

	Before	After
Issued Shares		
Common Shares	174,300,000	192,596,685
Voting Preferred Shares	174,300,000	174,300,000
Perpetual Preferred Shares-Series A	4,839,240	4,839,240
Perpetual Preferred Shares-Series B	7,160,760	7,160,760
Outstanding Shares		
Common Shares	174,300,000	192,596,685
Voting Preferred Shares	174,300,000	174,300,000
Perpetual Preferred Shares-Series A	4,839,240	4,839,240
Perpetual Preferred Shares-Series B	7,160,760	7,160,760
Treasury Shares		
Common Shares	N/A	N/A
Preferred Shares	N/A	N/A
Listed Shares		
Common Shares	174,300,000	192,596,685
Perpetual Preferred Shares-Series A	4,839,240	4,839,240
Perpetual Preferred Shares-Series B	7,160,760	7,160,760



GT CAPITAL
HOLDINGS, INCORPORATED

11. Effect(s) on foreign ownership level and public float, if any

There will be no effect on the foreign ownership level of GT Capital.

After the Transaction, the shares owned by the public will be 107,723,785, or 43.81% of the resulting 192,596,685 shares of GT Capital.

12. Any other relevant information.

None.

We trust that this letter sufficiently addresses the concerns raised in the Correspondence.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Renee Lynn Miciano-Atienza'.

ATTY. RENEE LYNN MICIANO-ATIENZA
Assistant Vice President
Head, Legal and Compliance Department