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SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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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

Document Information

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S.E.C. Registration Number

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. Renee Lynn Miciano-Atienza

Contact Person

8 3 6 - 4 5 - 0 0

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

SEC Form 17-C

Form Type

Second Wednesday of May

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

71

Total No. of Stockholders

Total amount of Borrowings

Domestic

Foreign

To be Accomplished by SEC Personnel concerned

File Number

File Number

LCU

Document I.D.

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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. **September 8, 2016**
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**
Address of principal office Postal Code: **1227**
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 Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	174,300,000

11. Indicate the item numbers reported herein:

Item 9.

Approval of GT Capital Holdings, Inc.'s ("GT Capital" or the "Corporation") Offering of Series "A" and "B" Perpetual Preferred Shares (the "Offer")

The Securities and Exchange Commission ("SEC"), in its September 6, 2016 meeting, acted favorably on GT Capital's Registration Statement and the Offer, per its letter received by the Corporation on September 8, 2016.

Please see the attached pre-effective letter from the SEC.

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: **September 8, 2016**



Securities and
Exchange
Commission
PHILIPPINES

MARKETS AND SECURITIES REGULATION DEPARTMENT

September 07, 2016

GT CAPITAL HOLDINGS, INC.
43/F GT Tower International
6813 Ayala Avenue cor. H.V. dela Costa St.,
Makati City, 1227
Telephone No. (+632) 836-4500

ATTENTION: CARMELO MARIA L. BAUTISTA
President

Gentlemen:

We have reviewed the company's Amended Registration Statement (SEC Form 12-1) filed with this Commission on September 05, 2016 covering the registration of up to **Twelve Million (12,000,000) cumulative, non-voting, non-participating, non-convertible, peso-denominated perpetual preferred shares designated as Series A Perpetual Preferred Shares ("GTPPA") and Series B Perpetual Shares ("GTPPB")** with a par value of **₱100.00** broken down as follows:

- (1) Up to **8,000,000 Perpetual Preferred Shares** that shall be offered and sold by way of a **primary offering** at an issue price of **₱1,000.00 per share**; and
- (2) Up to **4,000,000 Perpetual Preferred Shares** as **oversubscription option** at an issue price of **₱1,000.00 per share**.

The Commission, in its meeting held on September 06, 2016 favorably considered the same subject to the submission of the following:

1. Final Prospectus¹ which shall be uploaded in the company's website; and
2. Duly executed Underwriting Agreement and Sub-underwriting Agreements (incorporating the requirements of the pertinent provisions of PD 129 and the SRC).

In the event there are material changes in any information set under SRC Rule 14.1 and 14.1.2 the prospectus cannot be used until appropriate amendments have been made thereto and filed with the Commission, to wit:

- There is a material change in any information contained therein;
- A material event occurs which would otherwise be required to be reported on SEC Form 17-C; and

¹ This shall also include the Consolidated Audited Financial Statements (CAFS) as of December 31, 2015 with notarized Statement of Management's Responsibility, the Consolidated Reviewed Interim Financial Statements (CRIFS) as of June 30, 2016 with notarized Statement of Management's Responsibility and other documents that form part of the financial statements based on SRC Rule 68, as amended. The following additional components of the financial statements with a covering audit report: a) Conglomerate map showing the relationships between and among the company and its ultimate parent company, middle parent, subsidiaries or co-subsidiaries, and associates; b.) List of effective standards and interpretations under PFRS as of year-end and an indication whether it is "Adopted", "Not Adopted", or "Not Applicable"; c.) Reconciliation of retained earnings available for dividend declaration; d.) Presentation of the financial soundness indicators in two comparative periods showing: (i) current/liquidity ratios; (ii) solvency ratios, debt-to-equity ratios; (iii) assets-to-equity ratios; (iv) interest coverage ratios; (v) profitability ratios; and (vi) other relevant ratios.

- The financial statements contained therein are over 225 days old.

In addition, your attention is directed to the following requirements of SRC Rule 8.1 and SEC Form 12-1 which must be submitted/complied with in connection with the offering:

SRC Rule 8.1.1.5 The sale of subject securities shall commence within ten (10) business days from the date of effectivity of the Registration Statement; and

SRC Rule 8.1.1.6 Written notification of completion or termination of the offering shall be filed with the Commission within three (3) business days from such completion or termination, indicating therein the number of securities sold.

SRC Rule 8.1.3.5 - Notice of Availability of the Prospectus;

SRC Rule 12.5(b).3 - The Order of the Commission rendering effective the registration statement shall, at the expense of the Issuer, be published in national newspaper of general circulation and uploaded in its website within two (2) business days from its issuance.

The company is hereby directed to furnish the Commission with a copy of the affidavit of publication of the Order of the Registration.

SEC Form 12-1

Item 1 [Part VI, paragraph (A) (5)]

On the outside front cover page of the prospectus, the information provided shall be in an easily readable style and format and include, at a minimum, the following information in bold face 12 point type, prominently displayed

THE SECURITIES AND EXCHANGE COMMISSION HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE SECURITIES AND EXCHANGE COMMISSION."

Item 2 [Part VI, paragraph (B) (8) of Annex "C"]

A prospectus that has become effective should provide, the following statement in bold face 12-point type, signed by the President under oath shall be prominently displayed:

"ALL REGISTRATION REQUIREMENTS HAVE BEEN MET AND ALL INFORMATION CONTAINED HEREIN ARE TRUE AND CURRENT."

Immediately following compliance with the foregoing requirements, the registration of **Twelve Million (12,000,000) Perpetual Preferred Shares** shall be declared effective by the Commission through the issuance of an **ORDER OF REGISTRATION and CERTIFICATE OF PERMIT TO OFFER SECURITIES FOR SALE**. Otherwise, said registration statement shall be deemed abandoned and fees paid thereon forfeited.

The pre-effective letter is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its Implementing Rules and Regulations, as well as P.D. 129, as amended, and Omnibus Rules and Regulations for Investment House and Universal Bank Registered as Underwriters of Securities.

Very truly yours,


VICENTE GRACIANO P. FELZAMENIO, JR.
Director