

# 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)  
Sep 28, 2017
2. SEC Identification Number  
AS-093-8127
3. BIR Tax Identification No.  
002-834-075
4. Exact name of issuer as specified in its charter  
APC Group, Inc.
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
8th Floor, Philcom Building, 8755 Paseo de Roxas, Makati City  
Postal Code  
1226
8. Issuer's telephone number, including area code  
(632) 662-8888
9. Former name or former address, if changed since last report  
NA
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	7,504,203,997
11. Indicate the item numbers reported herein  
NA

*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.*



**APC Group, Inc.**  
**APC**

**PSE Disclosure Form QR-1 - Quasi-Reorganization**  
*References: Rules on Quasi-Reorganization*  
*SRC Rule 17 (SEC Form 17-C)*

**Subject of the Disclosure**

Quasi-Reorganization

**Background/Description of the Disclosure**

The Board of Directors unanimously approved the quasi-reorganization of the Company through an amendment of the seventh article of the Articles of Incorporation reducing the par value of common and preferred shares from Php1.00 to Php0.01.  
Disclosure amended to reflect that the stockholders approved the quasi-reorganization of the Company on September 27, 2017.

<b>Date of Approval by Board of Directors</b>	Aug 9, 2017
<b>Date of Approval by Stockholders</b>	Sep 27, 2017
<b>Date of Approval by Securities and Exchange Commission</b>	TBA

**Rationale for quasi-reorganization**

The reduction in par will generate sufficient additional paid-in capital to wipe out the corporation's capital deficit.

<b>Amount of deficit that will be eliminated</b>	7,731,294,844 (audited numbers as of December 31, 2016 in parent company financial statements)
--	--

**Adjustment(s) on the following**

**Authorized Capital Stock (ACS)**

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
Common / APC	14,000,000,000	NA	NA	14,000,000,000
Preferred	6,000,000,000	NA	NA	6,000,000,000

**Issued Shares**

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
Common / APC	5,998,149,059	NA	NA	5,998,149,059
Preferred	0	NA	NA	0

#### Outstanding Shares

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
Common / APC	7,504,203,997	NA	NA	7,504,203,997
Preferred	0	NA	NA	0

#### Listed Shares

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
Common / APC	5,998,149,059	NA	NA	5,998,149,059
Preferred	0	NA	NA	0

#### Treasury Shares

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
Common / APC	7,606,000	NA	NA	7,606,000
Preferred	0	NA	NA	0

#### Par Value

Type of Security / Stock Symbol	Before Capital Restructuring (current)	Decrease in ACS	Increase in ACS	After Capital Restructuring
Common / APC	1.00	0.99	0	0.01
Preferred	1.00	0.99	0	0.01

#### Movement in the total stockholders' equity account

##### ACS

Type of Security /Stock Symbol	Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
		Dr	Cr		Dr	Cr	
Common / APC	14,000,000,000.00	13,860,000,000	0	140,000,000.00	NA	NA	NA
Preferred	6,000,000,000.00	5,940,000,000	0	60,000,000.00	NA	NA	NA

##### Issued and Outstanding Shares

Type of Security /Stock Symbol	Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
		Dr	Cr		Dr	Cr	
Common / APC	5,998,149,059	NA	NA	5,998,149,059	NA	NA	NA
Preferred	0	NA	NA	0	NA	NA	NA

##### Treasury Shares

Type of Security /Stock Symbol	Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
		Dr	Cr		Dr	Cr	
Common / APC	7,606,000	NA	NA	7,606,000	NA	NA	NA
Preferred	0	NA	NA	0	NA	NA	NA

##### Additional Paid-In Capital

Beginning Balance	Entries to record the decrease in ACS	Balance after decrease in ACS	Entries to record the increase in ACS	Balance after increase in ACS

	<b>Dr</b>	<b>Cr</b>		<b>Dr</b>	<b>Cr</b>	
1,613,942,096	0	6,324,197,961.51	7,938,140,057.51	NA	NA	NA

#### Deficit

Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
	Dr	Cr		Dr	Cr	
7,731,294,844	0	7,731,294,844	0	NA	NA	NA

#### Total Stockholders' Equity

Beginning Balance	Entries to record the decrease in ACS		Balance after decrease in ACS	Entries to record the increase in ACS		Balance after increase in ACS
	Dr	Cr		Dr	Cr	
245,104,126	6,324,197,961.51	6,324,197,961.51	245,104,126	NA	NA	NA

#### Proposed timetable of the quasi-reorganization that includes the following

Expected date of filing the amendments to the Articles of Incorporation with the SEC	TBA
Expected date of SEC approval of the Amended Articles of Incorporation	TBA

#### Procedure(s) for updating stock certificates

##### Details of Stock Transfer Agent

<b>Name</b>	Professional Stock Transfer Inc.
<b>Address</b>	10F Telecom Plaza 1200, 316 Senator Gil Puyat Avenue, Makati City
<b>Contact Person</b>	Ms. Jenny Serafica

##### Inclusive dates when the old stock certificates can be replaced

<b>Start Date</b>	TBA
<b>End Date</b>	TBA

##### Documentary requirements

<p><b>Individual Shareholders</b></p> <p>Procedure to change and replace stock certificates:</p> <ol style="list-style-type: none"> <li>1. Submit a letter of request to change stock certificate.</li> <li>2. Surrender your old certificates at the office of APC Group Inc.'s stock transfer agent, Professional Stock Transfer Inc., at the address and contact details stated above.</li> <li>3. Submit photocopies of two (2) valid identification cards, one of which must be government-issued, with the photograph and specimen signature of the stockholder.</li> <li>4. The new stock certificates may be released to you or your authorized representative upon presentation by the authorized representative of his/her identification card with photograph thereon, submission of two (2) valid identification cards, one of which must be government-issued, and an original-signed authorization letter from you.</li> </ol>
<p><b>Corporate Shareholders</b></p> <p>In case of corporate shareholders, the following are the required documents to be submitted:</p> <ol style="list-style-type: none"> <li>1. photocopy of the Articles of Incorporation and by-laws</li> <li>2. latest General information sheet</li> <li>3. Secretary's certificate naming the authorized representative(s) of the corporate stockholder with the corresponding specimen signature appearing thereon</li> <li>4. Photocopy of each authorized representative's valid identification cards</li> </ol>

<b>Date of availability of new stock certificates</b>	TBA
---	-----

**Procedures in case of lost stock certificates**

Procedure prescribed under Section 73 of the Corporation Code of the Philippines must be complied with

**Other Relevant Information**

Basis of computation of movements in APIC:

Common shares 7,511,809,997 x Php1/share = Php7,511,809,997  
Less: subscriptions receivable (Php1 par) Php1,123,731,248  
Total capital stock Php6,388,078,749

Change to Php.01 par:  
Common shares (7,511,809,997 x .01) Php75,118,098  
Less: subscriptions receivable (Php.01 par) Php11,237,312  
Total capital stock Php63,880,786

Difference from change in par: Php6,324,197,963 (to be reclassified to APIC)

Subscriptions receivable arose from IPO and private placements.

**Filed on behalf by:**

<b>Name</b>	Maria Neriza Banaria
<b>Designation</b>	Controller