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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. AS93008127
Company Name APC GROUP INC.
Industry Classification
Company Type Stock Corporation

Document Information

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Document Type 17-C (FORM 11-C:CURRENT DISCL/RPT)
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COVER SHEET

A S 0 9 3 8 1 2 7
S.E.C. Registration Number

A P C G R O U P I N C .
(Company's Full Name)

8 t h F l o o r P h i l c o m B u i l d i n g P a s e o d e

R o x a s , M a k a t i C i t y

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

ATTY. EDMUNDO L. TAN
Contact Person

6353671 TO 78
Company Telephone Number

1 2 3 1
Fiscal Year

SEC FORM 17-C
F O R M T Y P E

2nd Thursday JUNE
Annual Meeting

Secondary License Type, If Applicable

Corporation Finance Department
Dep. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

LCU

Cashier

STAMPS

Remarks: pls. use black ink for scanning purposes.

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. 28 March 2017
Date of Report (Date of earliest event reported)
2. SEC Identification Number A-S093-008127 3. BIR Tax Identification No. 002-834-075
4. APC GROUP, INC.
Exact name of issuer as specified in its charter
5. Metro Manila 6. (SEC Use Only)
- Province, country or other jurisdiction of incorporation Industry Classification Code:
7. 8th Floor, PhilCom Building, 8744 Paseo de Roxas, Makati City 1226
Address of principal office Postal Code
8. (632) 8450614
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 Stock | 7,504,203,997 shares (As of April 30, 2016) |
| | |
11. Indicate the item numbers reported herein: Item 9

**APPROVAL OF APC GROUP'S, INC.
APPLICATION WITH THE PHILIPPINE STOCK EXCHANGE
TO LIST ADDITIONAL 3.5B COMMON SHARES AND
TO DELIST PARTIALLY PAID 228,492,641 COMMON SHARES**

Please be advised that on 28 March 2017, the Corporation received a copy of the Notice of Approval of its application to (a) list additional 3,500,000,000 ("Private Placement Shares"), with a par value of Php1.00 per share, to cover its private placement transaction with Belle Corporation in 1996 and (b) delist 228,492,641 common shares from the Official Registry of the Exchange representing the shares, which were subscribed during the Company's Initial Public Offering in 1994, but are not yet fully paid. A copy of the Notice of Approval with the conformity of Corporation's President and CEO, Mr. Jackson T. Ongsip, is attached hereto for easy reference of this Commission.

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.

APC GROUP, INC.

Issuer



Signature and Title

EDMUNDO L. TAN - Corporate Secretary

Date: **30 March 2017**

* Print name and title of the signing officer under the signature.



March 24, 2017

APC Group, Inc.
8/F Philcom Building
8755 Paseo de Roxas, Makati City

Attention : Jackson T. Ongsip
President and CEO

Re : Notice of Approval
Private Placement Transaction

Dear Mr. Ongsip:

We are pleased to inform you that the Board of Directors of The Philippine Stock Exchange, Inc. (the "Exchange" or "PSE"), in its regular meeting on March 22, 2017, approved the following applications of APC Group, Inc. ("APC" or the "Company"), subject to the conditions set forth below:

1. The application of the Company to list additional 3,500,000,000 common shares ("Private Placement Shares"), with a par value of Php 1.00 per share, to cover its private placement transaction with Belle Corporation in 1996. The Private Placement Shares were issued at Php 1.40 per share, with a total transaction value of Php 4,900,000,000.00; and
2. The request of the Company for the delisting of 228,492,641 APC common shares from the Official Registry of the Exchange representing the shares, which were subscribed during the Company's Initial Public Offering in 1994, but are not yet fully paid.

The actual listing and eligibility for trading of the Private Placement Shares will take effect only after the following requirements have been complied with:

1. The Company pays the PSE listing fee and any other fees or surcharges;
2. The Company pays the SEC listing fee;
3. The Company submits a sworn Corporate Secretary's certificate certifying that the Private Placement Shares will be duly lodged with the Philippine Depository and Trust Corporation ("PDTC") on the scheduled listing date. This certificate should make reference to the actual number of shares for listing, the date of actual lodgment and the listing application covering such shares. Further, the Company shall submit a written confirmation from the PDTC of the

actual lodgment of the Private Placement Shares at least one (1) trading day prior to the scheduled listing date; and

4. The Company submits the duly signed duplicate original of this letter.

Notwithstanding the requirement to submit a written confirmation from the PDTC, the listing date will be scheduled three (3) trading days from the Company's compliance with the aforementioned requirements.

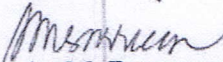
The PSE and SEC listing fees should be paid within fifteen (15) calendar days from receipt of this notice. Otherwise, the Company shall be fined a 25% surcharge plus a 1% interest on the PSE listing fee billed for every day of delay. A copy of the official receipt covering the SEC listing fee should be submitted to the Exchange. All documents must be duly received by the Listings Department.

Further, the Exchange will implement the delisting of the partially paid 228,492,641 APC common shares from the Official Registry of the Exchange simultaneously with the above-cited listing of the Private Placement Shares. Please be reminded that the Company may file an application for the re-listing of the said 228,492,641 APC common shares upon full payment of the said shares.

This approval is being issued on the basis of the representations made to the Exchange by the Company, and/or its agents and representatives. However, in the event that the representations are found to be false, inaccurate, misleading and/or incomplete, then this approval shall be considered null and void.

If these conditions are acceptable to you, please indicate your conformity by signing on the space provided below. The duplicate original should be returned to the Exchange so that we can proceed with the final processing of your application.

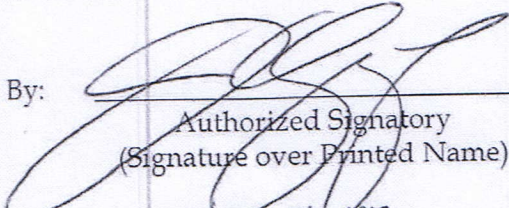
Very truly yours,


Marsha M. Resurreccion
Head, Issuer Regulation Division

CONFORME:

APC GROUP, INC.

By:


Authorized Signatory
(Signature over Printed Name)

Date:

MARCH 20, 2017