



January 5, 2017

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

Attention: Mr. Jose Valeriano B. Zuño III  
OIC - Head, Disclosure Department

Gentlemen:

In compliance with Section 17.1 (b) of the Securities Regulation Code and SRC Rule 17.1.1.1.3(b).2, we submit herewith a copy of SEC Form 17-C with respect to certain discloseable events/information.

This shall also serve as the disclosure letter for the purpose of complying with the PSE Revised Disclosure Rules.

Very truly yours,

  
**MA. LOURDES C. RAUSA-CHAN**  
Corporate Secretary



January 5, 2017


SECURITIES & EXCHANGE COMMISSION  
SEC Building, EDSA  
Mandaluyong City

Attention: **Mr. Vicente Graciano P. Felizmenio, Jr.**  
Director – Markets and Securities Regulation Dept.

Gentlemen:

In compliance with Section 17.1 (b) of the Securities Regulation Code and SRC Rule 17.1.1.1.3(a), we submit herewith two (2) copies of SEC Form 17-C with respect to certain discloseable events/information.

Very truly yours,

  
**MA. LOURDES C. RAUSA-CHAN**  
Corporate Secretary

# COVER SHEET

SEC Registration Number

P	W	-	5	5					
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Company Name

P	L	D	T		I	N	C.																			
(	F	O	R	M	E	R	L	Y		P	H	I	L	I	P	P	I	N	E		L	O	N	G		
D	I	S	T	A	N	C	E			T	E	L	E	P	H	O	N	E		C	O	M	P	A	N	Y)

Principal Office (No./Street/Barangay/City/Town/Province)

R	A	M	O	N		C	O	J	U	A	N	G	C	O		B	U	I	L	D	I	N	G			
M	A	K	A	T	I		A	V	E	N	U	E														
M	A	K	A	T	I		C	I	T	Y																

Form Type

17	-	C	
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Department requiring the report

M	S	R	D
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Secondary License Type, if Applicable

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## COMPANY INFORMATION

Company's Email Address

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Company's Telephone Number/s

8168553
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Mobile Number

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No. of Stockholders

11,782
As of November 30, 2016

Annual Meeting Month/Day

Every 2 <sup>nd</sup> Tuesday of June
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Fiscal Year Month/Day

December 31
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## CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Ma. Lourdes C. Rausa-Chan
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Email Address

lrchan@pldt.com.ph
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Telephone Number/s

8168553
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Mobile Number

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Contact Person's Address

MGO Building, Legaspi St. corner Dela Rosa St., Makati City
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**Note:** In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

**SECURITIES AND EXCHANGE COMMISSION**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.1**

1. January 5, 2017  
Date of Report (Date of earliest event reported)
2. SEC Identification Number PW-55
3. BIR Tax Identification No. 000-488-793
4. PLDT Inc.  
Exact name of issuer as specified in its charter
5. PHILIPPINES  
Province, country or other jurisdiction  
of Incorporation
6. \_\_\_\_\_ (SEC Use Only)  
Industry Classification Code
7. Ramon Cojuangco Building, Makati Avenue, Makati City  
Address of principal office
- 1200  
Postal Code
8. (632) 816-8553  
Issuer's telephone number, including area code
9. Not Applicable  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code and  
Sections 4 and 8 of the Revised Securities Act

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
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11. Item 9 (Other Events)

We disclose that on January 4, 2017, the Company (PLDT Inc.), was served a copy of the Supreme Court's November 22, 2016 Decision in Roy III v. Herbosa, et al., G.R. No. 207246 (the "Decision") dismissing the petitions filed by Jose M. Roy III and other petitioners-in-intervention against Chairperson Teresita Herbosa of the Securities and Exchange Commission ("SEC").

The Decision upheld the validity of the SEC's Memorandum Circular No. 8, Series of 2013 ("MC No. 8"), which requires public utility corporations to maintain at least 60% Filipino ownership in both its "total number of outstanding shares of stock entitled to vote in the election of directors" and its "total number of outstanding shares of stock, whether or not entitled to vote in the election of directors" and declared the same to be compliant with the Court's ruling in Gamboa v. Teves, G.R. No. 176579 (Decision promulgated on June 28, 2011, Resolution promulgated on October 9, 2012). Consequently, the Court ruled that "SEC-MC No. 8 cannot be said to have been issued with grave abuse of discretion."

In the course of discussing the petitions, the Supreme Court expressly rejected petitioners' argument that the 60% Filipino ownership requirement for public utilities must be applied to each class of shares. According to the Court, the position is "simply beyond the literal text and contemplation of Section 11, Article XII of the 1987 Constitution" and that the petitioners' suggestion would "effectively and unwarrantedly amend or change" the Court's ruling in Gamboa. In categorically rejecting the petitioners' claim, the Court declared and stressed that its Gamboa ruling "did NOT make any definitive ruling that the 60% Filipino ownership requirement was intended to apply to each class of shares." On the contrary, according to the Court, "[n]owhere in the discussion of the term 'capital' in Section 11, Article XII of the 1987 Constitution in the Gamboa Decision did the Court mention the 60% Filipino equity requirement to be applied to each class of shares."

In respect of ensuring Filipino ownership and control of public utilities, the Court noted that this is already achieved by the requirements under MC No. 8. According to the Court, "since Filipinos own at least 60% of the outstanding shares of stock entitled to vote directors, which is what the Constitution precisely requires, then the Filipino stockholders control the corporation – i.e., they dictate corporate actions and decisions...."

The Court further noted that the application of the Filipino ownership requirement as proposed by petitioners "fails to understand and appreciate the nature and features of stocks and financial instruments" and would "greatly erode" a corporation's "access to capital – which a stock corporation may need for expansion, debt relief/repayment, working capital requirement and other corporate pursuits." The Court reaffirmed that "stock corporations are allowed to create shares of different classes with varying features" and that this "is a flexibility that is granted, among others, for the corporation to attract and generate capital (funds) from both local and foreign capital markets" and that "[t]his access to capital—which a stock corporation may need for expansion, debt relief/repayment, working capital requirement and other corporate pursuits—will be greatly eroded with further unwarranted limitations that are not articulated in the Constitution." The Court added that "[t]he intricacies and delicate balance between debt instruments (liabilities) and equity (capital) that stock corporations need to calibrate to fund their business requirements and achieve their financial targets are better left to the judgment of their



boards and officers, whose bounden duty is to steer their companies to financial stability and profitability and who are ultimately answerable to their shareholders.”

The Court went on to say that “[a] too restrictive definition of ‘capital’, one that was never contemplated in the Gamboa Decision, will surely have a dampening effect on the business milieu by eroding the flexibility inherent in the issuance of preferred shares with varying terms and conditions. Consequently, the rights and prerogatives of the owners of the corporation will be unwarrantedly stymied.” Accordingly, the Court said that the petitioners’ “restrictive interpretation of the term “capital” would have a tremendous [adverse] impact on the country as a whole – and to all Filipinos.”

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

**PLDT Inc.**

By:

  
**MA. LOURDES C. RAUSA-CHAN**  
Corporate Secretary

January 5, 2017