

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: 31171
2. PETRON CORPORATION  
Exact name of registrant as specified in its charter
3. METRO MANILA, PHILIPPINES  
Province, country or other jurisdiction of incorporation or organization

4. 000-168-801  
BIR Tax Identification Number



5. The primary purpose of Petron Corporation is to purchase or otherwise acquire, store, hold, transport, use, experiment with, market, distribute, exchange, sell or otherwise dispose of, import, export, handle, trade and generally deal in, refine, treat, reduce, distill, manufacture and smelt any and all kinds of petroleum and petroleum products, oil, gas and other volatile substances, ozokerite, sulphur, clays, bituminous substances, carbon, carbon black, hydrocarbon substances, phosphates, nitrates, coal, ores, minerals and mineral substances of all grades, kinds, forms, descriptions and combinations, and in general, subsoil products and subsurface deposits of every nature and description and the products and by products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances; and to purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of, electric current and electric, steam and water power of every kind and description, and to sell, supply or otherwise dispose of light, heat, power of every kind and description.  
General character of business of registrant.

6. Industry Classification Code:  (SEC Use Only)

7. SMC HEAD OFFICE, 40 SAN MIGUEL AVENUE, MANDALUYONG CITY, PHILIPPINES  
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices

8. NOT APPLICABLE  
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.

9. Fiscal Year Ending Date (Month and Day): December 31

**Computation of Registration Fee**

Title of each class of securities to be registered <b>Fixed Rate Bonds</b>	Amount to be registered	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Fixed Rate Bonds	<p>With aggregate principal amount of ₱40,000,000,000 consisting of:</p> <ol style="list-style-type: none"> <li>1. ₱15,000,000,000 bonds which will be offered as first tranche</li> <li>2. Oversubscription option of up to ₱5,000,000,000 bonds (subject to item 3 below); and</li> <li>3. Shelf registration of ₱20,000,000,000. In case the Oversubscription Option is partly exercised or not exercised at all during the offer period for the first tranche, the bonds under shelf registration will be automatically increased by such principal amount of Oversubscription Option Bonds that will not be taken up or exercised.</li> </ol>	N/A	<p>₱15,000,000,000 (first tranche)</p> <p>₱5,000,000,000 (oversubscription option)</p> <p><b>Total = ₱15,000,000,000</b></p>	<p>₱ 812,500 + ₱ 4,750,000</p> <p>Legal Research Fee = ₱ 55,625</p> <p><b>Total = ₱ 5,618,125</b></p>

## **PART I - INFORMATION REQUIRED IN PROSPECTUS**

**Item 1. Front of the Registration Statement and Outside Front Cover Page of Prospectus.**

*Please refer to the front page of the Preliminary Prospectus ("Prospectus") and the Offer Supplement.*

**Item 2. Inside Front Cover and First Two or More Pages of Prospectus.**

*Please refer to the inside front cover page and the succeeding pages of the Prospectus and Offer Supplement.*

**Item 3. Risk Factors and Other Considerations.**

*Please refer to the section "Risk Factors" starting on page 20 of the Prospectus.*

**Item 4. Use of Proceeds.**

*Please refer to the section "Use of Proceeds" starting on page 36 of the Prospectus and page 43 of the Offer Supplement.*

**Item 5. Determination of Offering Price.**

*Please refer to the section "Determination of the Offer Price" starting on page 37 of the Prospectus.*

**Item 6. Dilution.**

*Not applicable.*

**Item 7. Selling Security Holders.**

*Not applicable.*

**Item 8. Plan of Distribution.**

*Please refer to the section "Plan of Distribution" starting on page 38 of the Prospectus and page 46 of the Offer Supplement.*

**Item 9. Description of the Bonds.**

*Please refer to the section "Description of the Bonds" starting on page 19 of the Prospectus and the section "Description of the Offer Bonds" starting on page 23 of the Offer Supplement.*

**Item 10. Interests of Named Experts.**

*Please refer to the section "Legal Matters" starting on page 137 of the Prospectus and page 54 of the Offer Supplement.*

**Item 11. Information with Respect to the Registrant.**

*Furnish the following information with respect to the registrant:*

- (a) On Description of Business, please refer to the section "The Company" starting on page 40 of the Prospectus.*
- (b) On Description of Properties, please refer to the section "Description of Property" starting on page 73 of the Prospectus.*
- (c) On Certain Legal Proceedings, please refer to the section "Legal Proceedings" starting on page 76 of the Prospectus.*
- (d) On Management's Discussion and Analysis and Analysis of Financial Condition and Result of Operations, please refer to the section so titled starting on page 121 of the Prospectus.*

- (e) *On Changes in and Disagreements with Accountants on Accounting and Financial Disclosure, please refer to the section "Changes in and Disagreements with Accountants" starting on page 137 of the Prospectus.*
- (f) *On Directors, Executive Officers, Promoters and Control Persons, please refer to the section "Board of Directors and Management of the Company" starting on page 96 of the Prospectus.*
- (g) *On Executive Compensation, please refer to the section so titled on page 108 of the Prospectus.*
- (h) *On Security Ownership of Management and Certain Record and Beneficial Owners, please refer to the section "Security Ownership of Management" page 116 of the Prospectus.*
- (i) *On Certain Relationships and Related Transactions, please refer to the section so titled on page 109 of the Prospectus.*

**Item 12. Financial Information**

*Please refer to the section "Summary Financial Information" starting on page 11 of the Prospectus and "Management's Discussion and Analysis of Financial Position and Results of Operations" starting on page 121 of the Prospectus, and their reference to the audited consolidated financial statements for the years ended 31 December 2015, 2014 and 2013 and consolidated financial statements for the six months ended 30 June 2016.*

**PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT BUT NOT REQUIRED IN PROSPECTUS**

**Item 13. Other Expenses of Issuance and Distribution.**

*Please refer to the section "Use of Proceeds" starting on page 36 of the Prospectus and page 43 of the Offer Supplement.*

**Item 14. Prospectus and Financial Statements; Exhibits.**

<b>Document 1</b>	Preliminary Prospectus and Preliminary Offer Supplement
<b>Document 2</b>	Consolidated Financial Statements for the six months ended June 30, 2016 Audited Consolidated Financial Statements for the Years Ended December 31, 2015, 2014 and 2013

<b>Exhibit #</b>	<b>Description</b>
<b>Exhibit 3</b>	Notice re: Filing of Registration Statement
<b>Exhibit 4</b>	Amended Articles of Incorporation Amended By-Laws
<b>Exhibit 5</b>	Opinion re: Legality and Tax Matters

Exhibit #	Description
Exhibit 6	Draft Underwriting Agreement
Exhibits 7	Tabular Summary of Material Contracts and Copies of Material Contracts
Exhibit 8	Latest Annual Report to Security Holders (SEC Form 17-A) Latest Quarterly Report to Security Holders (SEC Form 17-Q)
Exhibit 9	List of Subsidiaries of Registrant
Exhibit 10	Published Report Regarding Matters Submitted to Vote of Security Holders (SEC Form 20-IS)
Exhibit 11	Notarized Curriculum Vitae and Photographs of Officers and Members of the Board of Directors
Exhibit 12	Copy of Board of Investment Certificates
Exhibit 13	Authorization re: Registrant's Bank Accounts
Exhibit 14	Copy of Board Resolution Approving the Securities Offering and Authorizing the Filing of the Registration Statement
Exhibit 15	Notarized Secretary's Certificate re: Adoption by the Board of certain corporate governance principles, adoption of a Fit and Proper Rule, and undertaking allowing the SEC to resolve issues regarding the selection of independent directors
Exhibit 16	Mandate Letter

[Signature page follows.]

**SIGNATURES**

Pursuant to the requirements of Republic Act No. 8799, otherwise known as the Securities and Regulation Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Mandaluyong on August 22, 2016.

By:



**Ramon S. Ang**  
President and Chief Executive Officer



**Lubin B. Nepomuceno**  
General Manager



**Emmanuel E. Erana**  
Senior Vice President and Chief Finance Officer



**Albertito S. Sarte**  
Vice President and Treasurer



**Dennis S. Janson**  
Assistant Vice President and Controller



**Joel Angelo C. Cruz**  
Vice President – General Counsel  
and Corporate Secretary

REPUBLIC OF THE PHILIPPINES)  
MANDALUYONG CITY ) ss.

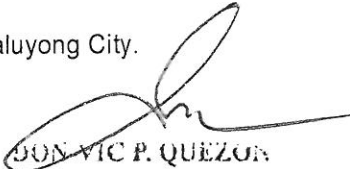
Before me, a notary public in and for the city named above, personally appeared:

Name	Passport Number	Date Issued
Ramon S. Ang	EC3542718	Feb 27, 2015
Lubin B. Nepomuceno	EC7321524	Apr 6, 2016
Emmanuel E. Erana	EC2176330	Sep 23, 2014
Albertito S. Sarte	EB7420677	Feb 19, 2013
Dennis S. Janson	EB6526183	Oct 10, 2012
Joel Angelo C. Cruz	EB6976457	Dec 19, 2012

who were identified by me, through competent evidence of identity, to be the same persons described in the foregoing instrument, and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal 22nd day of August 2016 in Mandaluyong City.

Doc. No. 165 ;  
Page No. 34 ;  
Book No. IV ;  
Series of 2016.

  
DON VIC P. QUEZON  
Notary Public for Mandaluyong City  
J San Miguel Avenue, 1550 Mandaluyong Ci.  
Appointment No. 0382-16  
Until December 31, 2017  
Attorney's Roll No. 56728  
PTR No. 2616741/1-4-16/Mandaluyong  
Lifetime IBP No. 08324  
MCLE Compliance No. V-0020700/4-20-2016