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Calata Corporation CAL

PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

Form/Report Type	SEC Form 10.1
Report Period/Report Date	Jun 27, 2017

Description of the Disclosure

Calata Corporation's Disclosure on Notice of Exempt Transaction

Filed on behalf by:

Name	Avan Pabilando
Designation	Corporate Information Officer, Compliance Officer, Assistant Corp Sec



108252017002352



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

Barcode Page

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Company Information

SEC Registration No. A199911666
Company Name CALATA CORPORATION
Industry Classification
Company Type Stock Corporation

Document Information

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Document Type SEC-NTCE-RSA EXEMPT TRANS
Document Code S10-1
Period Covered June 27, 2017
No. of Days Late 0
Department CFD
Remarks

COVER SHEET

A 1 9 9 9 1 1 6 6 6

SEC Registration Number

C A L A T A C O R P O R A T I O N

(Company's Full Name)

M C A R T H U R H I - W A Y B A N G A 1 S T

P L A R I D E L B U L A C A N

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

Melvin H. Calata

(Contact Person)

(044) 795 0136

(Company Telephone Number)

1 2 3 1
Month Day
Fiscal Year

SEC FORM 10.1
(Form Type)

0 8 3 1
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

_____ LCU

Document ID

_____ Cashier

STAMPS

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CALATA CORPORATION

Name of issuer whose securities are being offered for sale or sold

JUNE 27, 2017

Date

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 10.1

NOTICE OF/APPLICATION FOR CONFIRMATION EXEMPT TRANSACTION

Check Applicable Box:

Application for Commission's confirmation of availability of exemption

Notice of Exempt Transaction

1. State the provision of Section 10.1 of the Code under which exemption is based:

SRC Section 10.1 (e) The sale of shares of stock exclusively to existing shareholders.

2. Information about the securities for which this Notice/Application has been filed:

(a) Title of class of securities being offered for sale/sold	Common Shares
(b) Form of payment	Cash
(c) Number and price/value of the securities being offered for sale/sold	125,000,000 common shares at Php 2.00 per share
(d) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	Yes, 403,291,240 common shares are listed on the Philippine Stock Exchange. The latest trading price as of June 23, 2017 is 2.14.
(e) Are the securities traded on any other trading market and, if so, disclose latest trading price	No
(f) Capital structure as of the date prior to this issuance: 1) Authorized capital stock, par value, number of shares and amount	845,400,000 common shares with a par value of P1.00 per share or a total amount of P845,400,000.00
2) Subscribed capital stock, number of shares and amount	445,625,679 common shares subscribed and paid up with a par value of P1.00 per share or a total amount of P445,625,679.00
3) Unissued shares	399,774,321 common shares

3. Additional information about the securities where this Notice/Application is filed by the issuer thereof:

(a) Exact name of issuer as specified in its charter	Calata Corporation
(b) Place (province, country or other jurisdiction of incorporation) and date thereof	Philippines
(c) SEC Identification Number	A199911666
(d) BIR Tax Identification Number	005-712-797-000
(e) Address of principal office	Mc Arthur Hi Wav, Banga 1st, Plaridel Bulacan
(f) Issuer's telephone number, including area code	(044) 795-0136
(g) Former name or former address, if any, since filing of last report with the SEC	N/A
(h) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	Yes, 403,291,240 common shares are listed on the Philippine Stock Exchange. The latest trading price as of June 23, 2017 is 2.14.
(i) Other securities registered with the Commission under the Revised Securities Act or the Securities Regulation Code (title of each class, number of shares)	None.

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Date June 27, 2017

(j) Describe any other offer for sale/sale of securities by the issuer for the last 12 months for which exemptive relief from registration was claimed under RSA or Section 10.1 of the Code. This should include the basis of exemption, class of securities, amount and number of investors.	None
(k) Name of underwriter or selling agent involved in the sale	N/A

4. If securities are being sold by the owner thereof, please disclose:

(a) Name of Selling Owner or Owner's Representative	N/A
(b) Date of acquisition and from whom (issuer, another person)	N/A
(c) Price of securities when acquired	N/A

5. Terms and Conditions of the Sale:

(a) Date and place of initiation of selling efforts (or proposed date and place of sale if prior confirmation is requested)	Subscription of 125,000,000 common shares at Php 2.00 per share
(b) Unless being sold by the issuer or the owner, please disclose name of person selling the securities and his authority	N/A
(c) Lock-Up Period	N/A
(d) Summary of other terms and conditions of the sale.	None.

6. Information about purchasers

For Applications for Confirmation:

Check if purchasers are **existing** stockholders and indicate the **number** of existing stockholder/s 11 as of June 27, 2017.

Check if purchasers are **new** investors not exceeding 19 and indicate the **number** of new investor/s ____.

(Note: A list containing the information required under this item shall be filed within 30 days from receipt of confirmation of exemption.)

For Notice of Exemption (Provide the following information:)

(a) Name, address and legal residence of each purchaser, and indicate whether each purchaser is a "qualified buyer" under Section 10.1(1) of the Code.	Name: Joseph H. Calata Address and Legal residence: Level 16, Tower 2, The Enterprise Center, Ayala Avenue corner Paseo de Roxas, Makati City
(b) Number of shares which shall be purchased/purchased by each purchaser	125,000,000 Common shares
(c) For each purchaser, indicate whether such person is an officer, director or holder of at least 5% of any class of equity shares of the issuer	Mr. Joseph H. Calata is an officer, director or holder of at least 5% of any class of equity shares of Calata Corporation.

(d) Indicate the class, number, and percentage of all shares of the issuer already owned by each purchaser	N/A
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7. Exhibits

In addition to the above information, the applicant hereby submits with this Notice/Application the following documents:

- (a) Written Disclosure to Investors containing the required information under Paragraphs (1) and (iii)(d) (in case of private placements only) of SRC Rule 10.1; and
- (b) Copy of other materials to be used/used in connection with the offering for sale or sale.
- (c) If the consideration is other than cash, documents supporting the proper valuation of the payment to be received in exchange of the securities to be issued.

8. Filing Fees

This notice with an application for confirmation of availability of an exemption under SRC Rule 10.1 of the Code has been submitted along with the payment of the prescribed fee in the amount of _____ under O.R. No. _____. (Fill this up if applicable only)

Signatures

The undersigned hereby certifies that the exemption applied for hereunder is available and all requirements set forth in SRC Rule 10.1 have been complied with.

Pursuant to the requirements of the Code and SRC Rule 10.1 thereunder **Calata Corporation** has caused this certification to be signed on its behalf by a duly authorized person who, in case of a juridical person, shall be the President thereof.

Date: 6-27-17

By: Joseph H. Calata
President

Instruction

The applicant shall file with the Commission five (5) copies of this SEC Form 10.1, one of which shall be manually signed by a duly authorized person who, in case of a juridical person, shall be the President.

WRITTEN DISCLOSURE

To: Mr. Joseph H. Calata

Please be informed that pursuant to the approval of the Board of Directors in its meeting last June 27, 2017, Calata Corporation shall be issuing common shares in your favor under the following general terms and conditions:

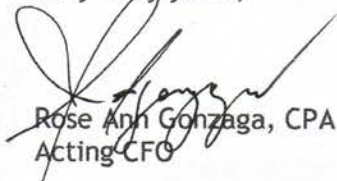
Subscribed Shares: 125,000,000 common shares
Subscription Price: Php 2.00

Considering that the sale of securities by an issuer to existing shareholders is an exempt transaction under Section 10.1 (e) of the Securities Regulation Code (SRC), this issuance is hereby exempt from the registration requirements of the SRC.

Please be further advised that:

“THE SECURITIES BEING OFFERED OR SOLD HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES REGULATION CODE. ANY FURTHER OFFER OR SALE THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE CODE UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION”

Very truly yours,



Rose Ann Gonzaga, CPA
Acting CFO