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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	Feb 23, 2017

Description of the Disclosure

Calata Corporation's Disclosure on Notice of Exempt Transaction.

This issuance of corporate notes is part of the limited offering of the Company to issue corporate notes of up to PhP200,000,000.00 with an oversubscription option of an additional PhP100,000,000.00 which was previously approved by the Board of Directors in its meeting last December 16, 2015 and which was likewise previously disclosed with the Exchange. The issuance of said notes shall only be to qualified institutional investors and to not more than 19 investors within a twelve month period. Furthermore, as previously discussed, the proceeds of the issuance will be used to finance the Company's planned expenditures related to its business expansion, diversification strategy and to finance general working capital requirements.

Filed on behalf by:

Name	Jose Marie Fabella
Designation	Corporate Secretary/Corporate Information Officer



102232017001442



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

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Industry Classification
Company Type Stock Corporation

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

February 23, 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 (f) The issuance of bonds or notes secured by mortgage upon real estate or tangible personal property, when the entire mortgage together with all the bonds or notes secured thereby are sold to a single purchaser at a single sale.

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

(a) Title of class of securities being offered for sale/sold	Promissory Note
(b) Form of payment	Cash
(c) Number and price/value of the securities being offered for sale/sold	Promissory Note for Php 5,000,000.00
(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 February 22, 2017 is 2.37
(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 Php 1.00 per share or a total amount of Php 845,400,000.00
2) Subscribed capital stock, number of shares and amount	445,625,679 common shares subscribed and paid up with a par value of Php 1.00 per share or a total amount of Php 445,625,679.00
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	A199911688
(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 February 22, 2017 is 2.37.
(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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(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)	Promissory Note for Php 5,000,000.00 Term of 1 year with 7% interest rate Date of Issuance is February 21, 2017
(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 ____.
- Check if purchasers are **new** investors not exceeding 10 and indicate the number of new Investor/s 1.

(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: Instone Philippines Inc. Retirement Trust Fund Address and Legal residence: 3 rd Floor Lepanto Building, 8747 Paseo de Roxas, Makati City
(b) Number of shares which shall be purchased/purchased by each purchaser	N/A

(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	Instone Philippines Inc. Retirement Trust Fund or any of its duly authorized representatives is not 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

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: 02/23/2017

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.



Cultivating Life

WRITTEN DISCLOSURE

To: Instone Philippines Inc. Retirement Trust Fund

Please be informed that pursuant to the approval of the Board of Directors in its meeting last November 28, 2016, Calata Corporation shall be issuing a Promissory Note in your favor under the following general terms and conditions:

Amount: Php 5,000,000.00
Term: One year
Interest Rate: 7%

Considering that the issuance of bonds or notes secured by mortgage upon real estate or tangible personal property, when the entire mortgage together with all the bonds or notes secured thereby are sold to a single purchaser at a single sale is an exempt transaction under Section 10.1 (f) 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,


Atty. Jose Marie E. Fabella
CORPORATE SECRETARY