

C00672-2022

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. Date of Report (Date of earliest event reported)
Feb 4, 2022
2. SEC Identification Number
AS094-002365
3. BIR Tax Identification No.
003-868048-000
4. Exact name of issuer as specified in its charter
SPC POWER CORPORATION
5. Province, country or other jurisdiction of incorporation
PHILIPPINES
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
7/F CEBU HOLDINGS CENTER CEBU BUSINESS PARK CEBU CITY
Postal Code
6000
8. Issuer's telephone number, including area code
(63 32) 2320377; (63 2) 88104474/77
9. Former name or former address, if changed since last report
N/A
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 SHARES: Issued	1,569,491,900
Treasury Stock	72,940,097
Outstanding	1,496,551,803

11. Indicate the item numbers reported herein
9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

SPC Power Corporation SPC

PSE Disclosure Form 13-1 - Change in Shareholdings of Directors and Principal Officers *References: SRC Rule 23 (SEC Form 23-B) and Section 13 of the Revised Disclosure Rules*

Subject of the Disclosure

Submission of Report SEC Form 23-B regarding disposal of shares of Mr. Cesar O. Villegas

Background/Description of the Disclosure

On February 02 and 03, 2022, Mr. Cesar O. Villegas sold or dispose of his shares in batches

Name of Person CESAR O. VILLEGAS

Position/Designation Stockholder/SVP-Business Development & Commercial Operations

For Equity Securities

Type of Security / Stock Symbol	Date of Transaction	Securities Acquired (A) or Disposed (D)			Ownership Form Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership
		Number of Shares	(A) or (D)	Price per Share		
Common Shares/SPC	Feb 2, 2022	45,400	D	14.36	D	N/A
Common Shares/SPC	Feb 2, 2022	50,000	D	14.36	D	N/A
Common Shares/SPC	Feb 3, 2022	25,100	D	14.36	D	N/A

Number of Shares Owned after the Transaction

Direct 495,392
Indirect 0

Filed on behalf by:

Name Maria Luz Caminero

Designation Senior Vice President for Legal and Regulatory Affairs/Corporate Secretary

COVER SHEET

A	S	0	9	4	0	0	2	3	6	5
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S.E.C. Registration Number

[illegible]

(Company's Full Name)

7	t	h		F	l	o	o	r		C	e	b	u		H	o	l	d	i	n	g	s		C	e	n	t	e	r	
A	r	c	h	b	i	s	h	o	p		R	e	y	e	s		A	v	e	n	u	e	,							
C	e	b	u		B	u	s	i	n	e	s	s		P	a	r	k	,		C	e	b	u		C	i	t	y		

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

Mr. Jaime M. Balisacan
Contact Person

Contact Person

8810 44 74 to 77
Company Telephone Number

Company Telephone Number

Month

Day

Calendar Year

SEC FORM				
2	3	-	B	
FORM TYPE				

FORM TYPE

0	6
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2	5
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 Month Day
 Annual Meeting

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Dept. Requiring this Doc.

Amended Articles Number / Section

Amended Articles Number / Section

Total No. of Stockholders

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

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LCU

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Document I.D.

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Cashier

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STAMPS

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Remarks = pls. use black ink for scanning purposes

FORM 23-B

☐ Check box if no longer subject to filing requirement

SECURITIES AND EXCHANGE COMMISSION
Metro Manila, Philippines

REVISED

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 23 of the Securities Regulation Code

1. Name and Address of Reporting Person		2. Issuer Name and Trading Symbol		7. Relationship of Reporting Person to Issuer (Check all applicable)	
Villegas	Cesar Olbes	SPC Power Corporation - SPC		☒ Director ☐ Officer 10% Owner Other (specify below)	
(Last)	(First)				
7/F BDO Towers Paseo (formerly Citibank Center)		3. Tax Identification Number		5. Statement for Month/Year	
8741 Paseo de Roxas		121-042-654-000		03-Feb-22	
(Street)		4. Citizenship		6. If Amendment, Date of Original (Month/Year)	
Makati City Metro Manila 1226		Filipino			
(City)					
(Province)					
(Postal Code)					
Table 1 - Equity Securities Beneficially Owned					
1. Class of Equity Security		2. Transaction Date (Month/Day/Year)		4. Securities Acquired (A) or Disposed of (D)	
				Amount (A) or (D) Price	
Common Shares					
Initial Balance				615,892	
Common Shares		February 02, 2022		45,400 D 14.48 -0.003% -45,400	
		February 02, 2022		50,000 D 14.36 -0.003% -50,000	
		February 03, 2022		25,100 D 14.36 -0.002% -25,100	
Common Shares Ending				-0.008% 495,392	

(Print or Type Responses)

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

(1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:

(A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or

(B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.

(2) A person will be deemed to have an indirect beneficial interest in any equity security which is:

(A) held by members of a person's immediate family sharing the same household;

(B) held by a partnership in which such person is a general partner;

(C) held by a corporation of which such person is a controlling shareholder; or

(D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., warrants, options, convertible securities)[illegible]

Note: File three (3) copies of this form, one of which must be manually signed. Attach additional sheets if space provided is insufficient.

Date _____

**DISCLOSURE REQUIREMENTS
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP
(50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)**

Item 1.

Security and Issuer

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities.

Item 2.

Identity and Background

If the person filing this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- a. Name;
- b. Residence or business address;
- c. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;
- d. Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case;
- e. Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; and
- f. Citizenship.

Item 3.

Purpose of Transaction

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- c. A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- d. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- e. Any material change in the present capitalization or dividend policy of the issuer;
- f. Any other material change in the issuer's business or corporate structure;
- g. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- h. Causing a class of securities of the issuer to be delisted from a securities exchange;
- i. Any action similar to any of those enumerated above.

Item 4.

Interest in Securities of the Issuer

- a. State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.

- b. For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.
- c. Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.
- d. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five (5%) percent of the class, such person should be identified.
- e. If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced.

Item 5.

Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Item 6.

Material to be Filed as Exhibits

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

- a. the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
- b. the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate.
This report is signed on February 4, 2022.

By: 
(Signature of Reporting Person)

Cesar O. Villegas
SVP - Bus. Dev't and Com'l Optns.
Name/Title