

**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)

Jun 29, 2017

2. SEC Identification Number

A199911666

3. BIR Tax Identification No.

005-712-797-000

4. Exact name of issuer as specified in its charter

CALATA CORPORATION

5. Province, country or other jurisdiction of incorporation

PHILIPPINES

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

McArthur Highway, Banga 1st, Plaridel, Bulacan  
Postal Code  
3004

8. Issuer's telephone number, including area code

044-795-0136

9. Former name or former address, if changed since last report

Not Applicable

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	445,340,679

11. Indicate the item numbers reported herein

Item 9. Other Matters

*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.*

# Calata Corporation CAL

**PSE Disclosure Form LR-1 - Comprehensive Corporate Disclosure on Issuance of Shares  
(Private Placements, Share Swaps, Property-for-Share Swaps  
or Conversion of Liabilities/Debt into Equity)  
Reference: Rule on Additional Listing of Securities**

**Subject of the Disclosure**

The Disclosure relates to the approved issuance of One Hundred Twenty Five Million (125,000,000) common shares in Calata Corporation (the "Company") at a subscription price of Two Pesos (P2.00) per share out of the unissued shares of the Company.

**Background/Description of the Disclosure**

The Company's Board of Directors has approved the issuance of One Hundred Twenty Five Million (125,000,000) common shares in Calata Corporation (the "Company") at a subscription price of Two Pesos (P2.00) per share out of the unissued shares of the Company to Mr. Joseph H. Calata. The proceeds of such private placement is intended to augment the working capital requirements of the Company in furtherance to its increasing volume of business operation.

**Date of Approval by  
Board of Directors**

Jun 27, 2017

**Comprehensive Corporate Disclosure**
**Description of the proposed transaction including the timetable for implementation, and related regulatory requirements**

Pursuant to the approval of the Board of Directors in its meeting held on June 27, 2017, Calata Corporation entered into Subscription Agreement with Mr. Joseph H. Calata wherein Mr. Calata will subscribe 125,000,000 common shares from the unissued shares of the Company. The Subscription Shares will be issued at subscription price of Php2.00 per share. The Subscription Agreement was executed and signed late afternoon on June 28, 2017. Prior to such execution, a disclosure was promptly submitted to the Philippine Stock Exchange on June 27, 2017 on said approval by the Board of Directors on said private placement. The shares will be applied for listing in the Exchange as soon as possible.

**Rationale for the transaction including the benefits which are expected to be accrued to the listed issuer as a result of the transaction**

This transaction pertains to investment of cash in exchange for shares which shall be used by the Company as additional capital which will be part of the working capital requirements of the Company.

**The aggregate value of the consideration, explaining how this is to be satisfied, including the terms of any agreements for payment on a deferred basis**

Mr. Calata paid the Company in cash amounting to P250,000,000.00 in exchange for 125,000,000 common shares in the Company, the purchase price per common share being set at P2.00 per share.

**The basis upon which the consideration or the issue value was determined**

The Subscription Price was determined based on the closing price on June 23, 2017 at P2.14 per share, the last trading day prior to the Board Approval of said private placement. The price was negotiated and fixed at Php2.00 per share or a total of Php250,000,000.00 for 125,000,000 shares. Hence, the shares shall be issued at a discount of 6.6% of P2.14.

Detailed work program of the application of proceeds, the corresponding timetable of disbursements and status of each project included in the work program. For debt retirement application, state which projects were financed by debt being retired, the project cost, amount of project financed by debt and financing sources for the remaining cost of the project

APPLICATION OF PROCEEDS - Working Capital Requirements - Purchase of Agro Product Inventory such as Fertilizers, Chemicals, Seeds, Feeds and funding of all other related expenses on General Working Capital Requirements.

AMOUNT OF PROCEEDS - P250,000,000.00

TIMETABLE OF DISBURSEMENT - 2nd and 3rd Quarter of 2017

#### Identity and/or corporate background of the beneficial owners of the shares subscribed, including the following

Beneficial Owners/Subscribers	Nature of Business	Nature of any material relationship with the Issuer and the parties to the joint venture, their directors/officers or any of their affiliates
Mr. Joseph H. Calata	Businessman (Agribusiness)	Mr. Calata is Chairman/President and CEO of Calata Corporation.

#### Organizational/Ownership Structure of Subscribers

Beneficial Owners/Subscribers	Controlling Shareholders of Subscribers	Number of Shares Held	%
N/A	N/A	-	-

For subscribers with no track record or with no operating history: the Subscriber must present a statement of active business pursuits and objectives which details the step undertaken and proposed to be undertaken by the Issuer in order to advance its business. Projected financial statements shall only be required should there be references made in the Statement to forecasts or targets

The subscriber is a private individual. The primary purpose of the private placement is for the utilization of the proceeds to augment the working capital requirements of the Company and expand its business operations.

#### The interest which directors of the parties to the transaction have in the proposed transaction

Other than subscriber Mr. Joseph H. Calata, the Chairman, President and CEO of the issuer, Calata Corporation, none of the directors of the company have any interest in the proposed transaction.

#### Statement as to the steps to be taken, if any, to safeguard the interests of any independent shareholders

While the transaction does not require stockholder approval, in the next Annual Stockholders' Meeting, the Company shall comply with the rules of the Exchange on the possible conduct of rights or public offering in the case of substantial issuance of shares subject to certain exceptions.

#### Any conditions precedent to closing of the transaction

None.

#### Change(s) in the composition of the Board of Directors and Management

None.

### Effects on the following

#### Ownership structure

Principal Shareholders	Before		After	
	Number of shares	%	Number of shares	%
Joseph H. Calata	124,693,974	27.98	249,693,974	43.76

#### Capital structure

##### Issued Shares

Type of Security /Stock Symbol	Before	After
Common Stock/CAL	445,625,679	570,625,679

##### Outstanding Shares

Type of Security /Stock Symbol	Before	After
Common Stock/CAL	445,340,679	570,340,679

**Treasury Shares**

Type of Security /Stock Symbol	Before	After
Common Stock/CAL	285,000	285,000

**Listed Shares**

Type of Security /Stock Symbol	Before	After
Common Stock/CAL	403,291,240	403,291,240

<b>Effect(s) on the public float, if any</b>	Public float as of date of subscription reduced to 51.7%.
<b>Effect(s) on foreign ownership level, if any</b>	Foreign ownership level as of May 31, 2017 reduced to 3.27%.

**Other Relevant Information**

Amended to reflect the effect of the transaction on public float and foreign ownership level.

**Filed on behalf by:**

<b>Name</b>	Jose Marie Fabella
<b>Designation</b>	Corporate Secretary/Corporate Information Officer

**Subscription Agreement**

**SUBSCRIPTION AGREEMENT**

This Subscription Agreement is made and entered this JUN 28 2017 day of \_\_\_\_\_ 2017 by and between:

**I. PARTIES**

**JOSEPH H. CALATA**, of legal age, married with office address at Level 16 Tower 2 Enterprise Bldg., Paseo de Roxas corner Ayala Avenue, Makati City (hereinafter referred to as the "Subscriber")

and

**CALATA CORPORATION** (the "Company"), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office at Mc Arthur Hi Way, Banga 1st, Plaridel, Bulacan, Philippines and represented herein by **HALMOND PARKER R. ONG** (hereinafter referred to as the "Corporation").

**H. RECITALS**

A. The Corporation has an authorized capital stock of **845,400,000** divided into **845,400,000 common shares** with a par value of PHP1.00 per share, of which **399,774,321** common shares are unissued and unsubscribed.

B. The Corporation intends to issue primary common shares out of its unissued and unsubscribed common shares.

C. The Subscriber has offered to subscribe for the primary common shares and the Corporation is amenable to the said offer subject to the terms and conditions herein below specified.

### III. OPERATIVE PROVISIONS

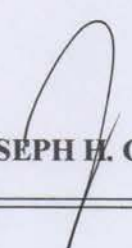
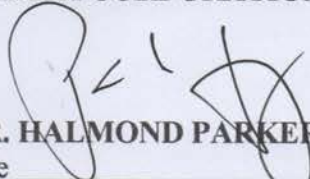
The Parties hereby agree as follows:

1. **Subscription into Equity.** The Subscriber agrees to subscribe for One Hundred Twenty Five Million (125,000,000) primary common shares of the capital stock of the Corporation (the "Subscription Shares"), with a par value of PHP1.00 per share at PHP2.00 per share.
2. **Stock Certificate.** The Corporation shall issue to the Subscriber or its designee the certificate/s of stock evidencing the shares subscribed upon payment of the full amount of the Subscription Price together with interest and expenses (in case of delinquent shares).
3. **Payment.** The Subscriber agrees to pay the amount of Two Hundred Fifty Million Pesos (P250,000,000.00) (the "Subscription Price") as payment for the Subscription Shares, receipt of which in full is hereby acknowledged by the Corporation.
4. **Taxes and Other Fees.** Any and all expenses involved in the transactions contemplated herein, such as the payment of documentary stamp tax shall be the sole and exclusive account of the Corporation.
5. **Compliance with Regulatory Requirements.** The Corporation shall be solely responsible in ensuring that all necessary regulatory requirements of the Securities and Exchange Commission of the Philippines (the "SEC") shall be complied with in the issuance of the Subscription Shares.
6. **Implementing Documents.** The parties shall execute and deliver all other documents as may be necessary or appropriate to implement the transactions contemplated in this Agreement.
7. **Counterparts.** This Agreement may be executed in any number of counterparts which shall together constitute one agreement. Any Party may enter into this Deed by signing any such counterpart.
8. **Governing Law.** This Agreement shall be governed by and interpreted and take effect according to the laws of the Philippines.

9. **Arbitration**. All disputes, controversy or claim arising out of or in connection with this Agreement or the breach, termination or invalidity thereof shall be finally settled by arbitration in accordance with the Rules of Arbitration of the International Chamber of Commerce. It is agreed that:

- (a) The tribunal shall consist of three (3) arbitrators.
- (b) The seat of the arbitration shall be the Philippines and the place of arbitration shall be the Philippines.
- (c) The language of arbitration shall be English.

**INTENDING TO BE LEGALLY BOUND**, the Parties hereto have caused this Agreement to be executed as of the date first above written.

 <b>MR. JOSEPH H. CALATA</b> Date _____	<b>CALATA CORPORATION</b> By:  <b>MR. HALMOND PARKER R. ONG</b> Date _____
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ACKNOWLEDGMENT

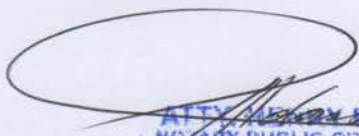
REPUBLIC OF THE PHILIPPINES )  
CITY OF PASAY ) S.S.

BEFORE ME, this JUN 28 2017 day of CITY OF PASAY 2017, in personally appeared the following parties with their respective competent evidence of identity to wit:

Name	Passport / CTC / TIN/ Driver's License No.	Issuing Gov't Agency
Halmond Parker R. Ong for and on behalf of Calata	224-666-675	Bureau of Internal Revenue
Joseph H. Calata	916-889-332	Bureau of Internal Revenue

known to me and to me known to be the same persons who executed the foregoing Subscription Agreement consisting of five (5) pages, including the page whereon this acknowledgement is written, and the foregoing persons acknowledged to me that the same is their free and voluntary act and deed, as well as that of the corporation herein represented.

WITNESS MY AND SEAL on the date and at the place first written above.



ATTY. HENRY P. ADAS NOTARY PUBLIC  
NOTARY PUBLIC CITY OF PASAY  
UNTIL DECEMBER 31, 2017  
NOTARIAL COMMISSION NO. 17-23  
UNIT 5 J 11 BLDG. 1858 SEM. GIL PUYAT  
AVE. COR. TRAMO PASAY CITY  
IBP NO. 1647411 / 01/03/2017 Z.N.  
PTR NO. 5885352 / 01/03/2017 M.L.A.  
MCLE COMPLIANCE NO. IV-0026867  
ROLL OF ATTORNEYS NO29679  
TIN: 172-528-620-000

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