

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE



1. SEC Identification Number: A200207283
2. **P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.**
Exact name of registrant as specified in its charter
3. DAVAO CITY
Province, country or other jurisdiction of incorporation or organization
4. 006-036-274
BIR Tax Identification Number
5. To buy, sell, distribute and market, at wholesale and retail, all kinds of goods, wares, merchandise, commodities such as but not limited to petroleum, lubricants and other chemical products
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. Stella Hizon Reyes Road, Bo. Pampang, Lanang, Davao City
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. **N/A**
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	Amount to be registered	Proposed maximum aggregate offering price	Amount of registration fee (including Legal Research Fee)
		P10,000,000,000.00	
Commercial Papers	P10,000,000,000.00	P7,000,000,000 (first series)	P3,093,125.00

Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

Maximum aggregate price of securities to be offered	Amount of filing fee
Not more than P500 Million	0.10% of the maximum aggregate price of the securities to be offered
More than P500 Million but not more than P750 Million	P500,000 plus 0.075% of the excess over P500 Million
More than P750 Million but not more than P1 Billion	P687,500 plus 0.05% of the excess over P750 Million
More than P1 Billion	P812,500 plus 0.025% of the excess over P1 Billion

In the case of warrants which have no issue value, the filing fee shall be P50,000.

A legal research fee of 1% of the filing fee paid for filings made pursuant to SRC Rule 8.1 shall also be paid at the time of the filing.

PART I - INFORMATION REQUIRED IN PROSPECTUS

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

Set forth in the front of the registration statement and on the outside front cover page of the Prospectus are the information required by Part VI, paragraph (A) of "Annex C, as amended".

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

Set forth on the inside cover page and the succeeding pages of the Prospectus are the information required by Part VI, paragraph (B) of "Annex C, as amended".

Item 3. Risk Factors and Other Considerations.

Set forth under the section "Risk Factors" starting on page 25 of the Prospectus are the information required by Part VI, paragraphs (C) and (D) of "Annex C, as amended".

Item 4. Use of Proceeds.

Set forth under the section "Use of Proceeds" starting on page 43 of the Prospectus are the information required by Part VI, paragraph (E) of "Annex C, as amended".

Item 5. Determination of Offering Price.

Set forth under the section "Determination of the Offer Price" starting on page 45 of the Prospectus are the information required by Part VI, paragraph (F) of "Annex C, as amended".

Item 6. Dilution.

Not applicable.

Item 7. Selling Security Holders.

Not applicable.

Item 8. Plan of Distribution.

Set forth under the section "Plan of Distribution" starting on page 46 of the Prospectus are the information required by Part VI, paragraphs (I), (J) and (K) of "Annex C, as amended".

Item 14. Exhibits.


Incorporated herein are the following exhibits required by Part VI of "Annex C, as amended":

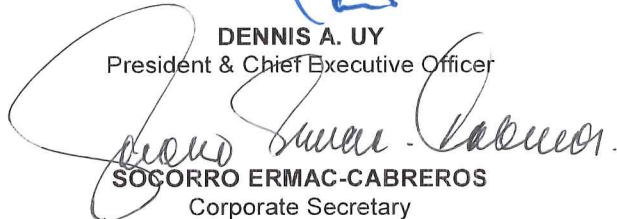
Document
P-H-O-E-N-I-X Petroleum Philippines, Inc. Prospectus dated October 17, 2018
Latest Annual and Quarterly Report
Mandate Letter
Certification re: Legal Proceedings
Certification re: Audited Financial Statements
Certification re: Government-issued Licenses/Permits
Certification of Underwriter re: awareness of documents submitted
Certification of Issuer re: awareness of documents submitted
Tax Compliance Report
Undertaking to Publish Notice of Filing of Registration Statement, and Notice of Filing
Underwriting Agreement (draft)
Certified true copy of the Articles of Incorporation
Certified true copy of the By-laws
Independent Counsel's Opinion re: legality and taxation
Material contracts
List of subsidiaries
Published report regarding matters submitted to vote of security holders
Notarized Curriculum Vitae and Recent Photographs of the Board of Directors
Board of Investment Certificate of Registration
Authorization to the Commission to access Registrant's bank account
Directors' Certificate
Secretary's Certificate re: adoption of fit and proper rule and adoption of Manual on Corporate Governance
Letter of undertaking to comply with the Manual on Corporate Governance and to allow the SEC to resolve any issue on the selection of independent directors)
Environmental Compliance Certificate
Copy of TCTs

SIGNATURES

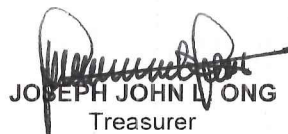
Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in MAKATI CITY on 17 OCT 2018, 2018.

By:


DENNIS A. UY
President & Chief Executive Officer


SOCORRO ERMAC-CABREROS
Corporate Secretary


HENRY ALBERT R. FADULLON
Chief Operating Officer


JOSEPH JOHN L. ONG
Treasurer

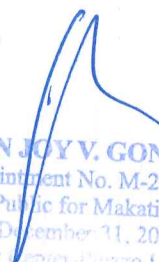

MA. CONCEPCION F. DE CLARO
Chief Finance Officer

SUBSCRIBED AND SWORN to before me this 17 OCT 2018 day of _____ 2018 affiants exhibiting to me their Government-issued IDs, as follows:

Name	Government-issued ID	Date and Place of Issue
Dennis A. Uy	Phil. Passport No. P5257129A	DFA Manila, Dec. 6, 2017
Henry Albert R. Fadullon	Phil. Passport No. EC5440111	P.E. London, Sep. 23, 2015
Socorro Ermac-Cabrerros	Phil. Passport No. EC0989374	DFA Davao, May 2, 2014
Joseph John L. Ong	Phil. Passport No. EC1282932	DFA NCR South, June 1, 2014
Ma. Concepcion F. De Claro	Phil. Passport No. EC2769091	DFA Manila, Nov. 19, 2014

Doc. No.: 92 ;
Page No.: 2 ;
Book No.: 1 ;
Series of 2018.

Notary Public


ROSE ANN JOY V. GONZALES
Appointment No. M-221
Notary Public for Makati City
Until December 31, 2019
Liberty Annex-Pinazo Law
104 H.V. dela Costa Street, Makati City
Roll No. 68583
PTR No. 6619649/Makati City/01-05-2018
IBP No. 020681/Isabela/01-03-2018