

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, PHILIPPINES**
Province, country or other jurisdiction of
incorporation or organization
4. **006-036-274**
BIR Tax Identification Number
5. **Buying, selling, distributing and marketing, at wholesale and retail, insofar as may be permitted by law, all kinds of goods, 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. Pampanga, Lanang, Davao City**
Telephone No. +6382 235 8888
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)
Commercial Papers	Php7,000,000,000.00	Php7,000,000,000.00	Php2,335,655.00

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 35 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 65 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 67 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 68 of the Prospectus are the information required by Part VI, paragraphs (I), (J) and (K) of “Annex C, as amended”.

Item 9. Description of the Commercial Papers.

Set forth under the section “Description of the Commercial Papers” starting on page 73 of the Prospectus are the information required by Part II, paragraph (B) of “Annex C, as amended”.

Item 10. Interests of Named Experts and Independent Counsel.

Set forth under the section “Interest of Named Experts” starting on page 98 of the Prospectus are the information required by Part VI, paragraph (L) of “Annex C, as amended”.

Item 11. Information with Respect to the Registrant.

Information with respect to the registrant:

- (a) Set forth starting on page 109 of the Prospectus are the information required by Part I, paragraph (A) of “Annex C, as amended”, Description of the Business;
- (b) Set forth starting on page 149 of the Prospectus are the information required by Part I, paragraph (B) of “Annex C, as amended”, Description of Property;
- (c) Set forth starting on page 168 of the Prospectus are the information required by Part I, paragraph (C) of “Annex C, as amended”, Legal Proceedings;
- (d) Set forth starting on page 177 of the Prospectus are the information required by Part III, paragraph (A) of “Annex C, as amended”, Management’s Discussion and Analysis or Plan of Operation;
- (e) Set forth starting on page 98 of the Prospectus are the information required by Part III, paragraph (B) of “Annex C, as amended”, Changes in and Disagreements with Accountants on Accounting and Financial Disclosure;
- (f) Set forth starting on page 186 of the Prospectus are the information required by Part IV, paragraph (A) of “Annex C, as amended”, Directors, Executive Officers, Promoters and Control Persons;
- (g) Set forth starting on page 193 of the Prospectus are the information required by Part IV, paragraph (B) of “Annex C, as amended”, Executive Compensation;
- (h) Set forth starting on page 195 of the Prospectus are the information required by Part IV, paragraph (C) of “Annex C, as amended”, Security Ownership of Certain Record and Beneficial Owners and Management; and
- (i) Set forth starting on page 197 of the Prospectus are the information required by Part IV, Section (D) of “Annex C, as amended”, Certain Relationships and Related Transactions.

Item 12. Financial Information

Please refer to the section “Summary Financial Information” starting on page 209 of the Prospectus and “Management’s Discussion and Analysis of Financial Position and Results of Operations” starting on page 177 of the Prospectus.

The consolidated audited financial statements of the Registrant for the years ended December 31, 2019,

December 31, 2018 and December 31, 2017, and the unaudited interim financial statements of the Registrant for the period ended 31 March 2020, are included as appendices to the Prospectus.

**PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT
BUT NOT REQUIRED IN PROSPECTUS**

Item 13. Other Expenses of Issuance and Distribution.

Set forth under the section “Use of Proceeds” starting on page 65 of the Prospectus are the information required by Part VI, paragraph (M) of “Annex C, as amended”.

Item 14. Exhibits.

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

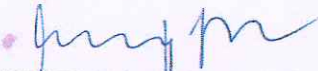
Exhibit	Document
1	Undertaking re: Publication of Notice of Filing of Registration Statement and Notice re: Notice Filing of Registration Statement
2	Mandate Letter
3	Underwriting Agreement (draft)
4	Copies of the Articles of Incorporation and By-Laws of the Registrant
5	Opinion re: Legality and Tax Matters
6	Summary of Material Contracts, including copies thereof
7	Latest Annual Report to Security Holders
8	Latest Quarterly Report to Security Holders
9	Published Report on matters Submitted to Vote of Security Holders
10	List of Subsidiaries
11	Statement of Eligibility of Trustee
12	Curriculum Vitae of Directors of Officers of the Registrant
13	Copy of Board of Investment Certificate of Registration for the following projects: <ul style="list-style-type: none"> • Calaca, Batangas Oil Terminal • Villanueva, Misamis Oriental Oil Terminal • General Santos City Oil Terminal • Tayud, Consolacion, Cebu Oil Depot • Calapan, Oriental Mindoro Oil Depot • Calaca, Batangas Oil Terminal – Additional 1 Storage Tank with Capacity of 16.1 Million Liters
14	Authorization in Favor of SEC to Examine Bank Accounts of Registrant
15a	Directors’ Certificate re: Approval, Registration and Public Offer of Commercial Papers
15b	Secretary’s Certificate re: Approval, Registration and Public Offer of Commercial Papers
16	Secretary’s Certificate re: Fit and Proper Rule
Additional Documents	
17	Copies of Environmental Compliance Certificates for the projects located in the following places: <ul style="list-style-type: none"> • Bacolod • Calaca • Calapan • Cebu-Tayud • Davao • Dumaguait • Subic

	<ul style="list-style-type: none"> • Villanueva • Zamboanga • General Santos
18	Copies of Title of Real Properties
19	Copies of Certificates Authorizing Registration
20	Certification re: Legal Proceedings
21	Certification re: Audited Financial Statements
22	Certification re: Government License and Permits
23	Certification of Awareness of Registrant
24	Certification of Awareness of Lead Arranger
25	Tax Compliance Report
26	2020 General Information Sheet of the Registration
27	Prospectus and Relevant Financial Statements

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 the City of MAKATI CITY on AUG 03 2020, 2020.

By:


HENRY ALBERT R. FADULLON
President


MA. CONCEPCION F. DE CLARO
Treasurer / Chief Finance Officer

SUBSCRIBED AND SWORN to before me on AUG 03 2020 affiants exhibiting to me their Government-issued IDs, as follows:

Name	Government-issued IDs	Date and Place of Issue
HENRY ALBERT R. FADULLON	P3702672B	30 Oct 2019 at DFA Manila
MA. CONCEPCION F. DE CLARO	P9946391A	18 Dec 2018 at DFA Manila

Doc. No.: 236
Page No.: 49
Book No.: III
Series of 2020.


APRIL JOY B. GUIANG
Appointment No. M-533
Notary Public for Makati City
Until December 31, 2020
Liberty Center- Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 73268
PTR No. 8148378/Makati City/01-20-2020
IBP No. 101861/Makati City/01-07-2020
MCLE Exempted-Admitted to the bar in 2019

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 the City of Davao on 30 July 2020.

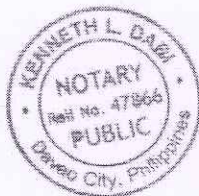
By:

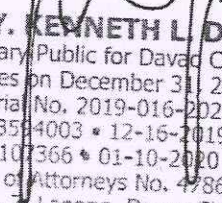

SOCORRO ERMAC CABREROS
Corporate Secretary

SUBSCRIBED AND SWORN to before me on 30 July 2020 affiant exhibiting to me her Government-issued ID, as follows:

Name	Government-issued IDs	Date and Place of Issue
SOCORRO ERMAC CABREROS	Philippine Passport No. P7497391A	08 June 2020, DFA Davao

Doc. No.: 218;
Page No.: 45;
Book No.: 110;
Series of 2020.




ATTY. KENNETH L. DABI
Notary Public for Davao City
Expires on December 31, 2020
Serial No. 2019-016-2020
PTR No. 3504003 • 12-16-2019 • D.C.
IBP No. 107366 • 01-10-2020 • D.C.
Roll of Attorneys No. 47866
Km. 7, Lanang, Davao City