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**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

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Company Information

SEC Registration No. CS200711792

Company Name GT CAPITAL HOLDINGS, INC.

Industry Classification Financial Holding Company Activities

Company Type Stock Corporation

Document Information

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Remarks

COVER SHEET

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S.E.C. Registration Number

G T C A P I T A L H O L D I N G S , I N C .

(Company's Full Name)

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T I O N A L A Y A L A A V E N U E C O R N E R H . V
D E L A C O S T A S T R E E T M A K A T I C I T Y

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

Atty. Joselito V. Banaag
Contact Person

8 3 6 - 4 5 - 0 0
Company Telephone Number

1 2 3 1
Month Day
Fiscal Year

SEC Form 17-C
Form Type

Second Monday of May
Regular Meeting

Certificate of Permit to Offer Securities for Sale (Order #092)
Secondary License type, if applicable

M S R D
Dept. Requiring this Doc.

Amended Articles Number/Section

71
Total No. of Stockholders

Total amount of Borrowings
Domestic Foreign

To be Accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

Remarks = Pls. use black ink for scanning purposes.

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. October 23, 2014
Date of Report (Date of earliest event reported)
2. SEC Identification Number **CS200711792** 3. BIR Tax Identification No. **006-806-867**
4. GT Capital Holdings, Inc.
Exact name of issuer as specified in its charter
5. Philippines 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation
7. 43/F GT Tower International, 6813 Ayala Avenue corner H.V. Dela Costa Street, Makati City
Postal Code: **1227**
Address of principal office:
8. (632) 836-4500
Issuer's telephone number, including area code
9. N/A
Former name or former address, if changed since last report
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

174,300,000

11. Indicate the item numbers reported herein:

Item 9. Other Events

The Board of Directors approved on October 23, 2014 the proposed amendment to Article SEVENTH of the GT Capital Holdings, Inc.'s (the "Corporation") Amended Articles of Incorporation to create a new class of shares – Voting Preferred Shares, to be taken from existing authorized capital stock of Five Billion Pesos (P5,000,000,000.00). Article SEVENTH is proposed to be amended from:

"SEVENTH: That the authorized capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00) in lawful money of the Philippines, divided into Five Hundred Million (500,000,000) shares with the par value of Ten Pesos (P10.00) per share."

to:

"SEVENTH: That the authorized capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00) in lawful money of the Philippines, divided into Four Hundred Ninety Eight Million Two Hundred Fifty Seven Thousand (498,257,000) Common Shares with a par value of Ten Pesos (P10.00) per share and One Hundred Seventy Four Million Three Hundred Thousand (174,300,000) Voting Preferred Shares with a par value of Ten Centavos (P0.10) per share.

The Voting Preferred Shares of stock shall be voting, non-cumulative, non-participating and non-convertible; *Provided*, that no share will be issued below par value.

The Voting Preferred Shares shall have the following features, rights and privileges:

- a) The Issue value shall be determined by the Board of Directors at the time of the issuance of the shares;
- b) The Dividend Rate shall be determined by the Board of Directors at the time of the issuance of the shares, equivalent to 3-year PDST R2 to be repriced every 10 years and payable annually;
- c) The Voting Preferred Shares shall be non-cumulative and the holders thereof are entitled to the payment of current but not past dividends;
- d) The Voting Preferred Shares shall be non-participating in any other of further dividends beyond that specifically payable on the shares;
- e) The Voting Preferred Shares shall be redeemable at par value, at the sole option of the Corporation, under terms and conditions approved by the Board of Directors;
- f) Holders of Voting Preferred Shares shall be entitled to one vote for each share in his name on the books of the Corporation;
- g) Holders of Voting Preferred Shares shall have no preemptive rights to any issue of shares, Common or Preferred;
- h) The Voting Preferred Shares will not be listed at and will not be tradeable in the Philippine Stock Exchange; and

- i) Other features, rights and privileges determined by the Board of Directors."

The amendment will be submitted for the consideration and approval of the stockholders at a Special Stockholders' Meeting scheduled on January 9, 2015. The record date for the Special Stockholders' Meeting was set at November 10, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GT Capital Holdings, Inc.

Issuer



Joselito V. Banaag

Vice President and Head,
Legal and Compliance Division

Date: **October 23, 2014**