

**SECURITIES AND EXCHANGE COMMISSION**  
**Metro Manila, Philippines**

**FORM 23-B**

**REVISED**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**  
 Filed pursuant to Section 23 of the Securities Regulation Code

☐ Check box if no longer subject to filing requirement

<b>1. Name and Address of Reporting Person</b> <b>GT CAPITAL HOLDINGS, INC.</b> <small>(Last) (First) (Middle)</small> <b>43rd Flr. GT Tower Int'l., 6813 Ayala Avenue,</b> <small>(Street)</small> <b>Makati City</b> <small>(City) (Province) (Postal Code)</small>			<b>2. Issuer Name and Trading Symbol</b> <b>METROPOLITAN BANK &amp; TRUST COMPANY</b> <b>3. Tax Identification Number</b> <div style="background-color: black; width: 100px; height: 1.2em; margin: 5px 0;"></div> <b>5. Statement for Month/Year</b> <b>Apr-17</b> <b>6. If Amendment, Date of Original (Month/Year)</b>			<b>7. Relationship of Reporting Person to Issuer</b> <small>(Check all applicable)</small> <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Director  <input type="checkbox"/> Officer  <small>(give title below)</small> </div> <div> <input checked="" type="checkbox"/> 10% Owner  <input type="checkbox"/> Other  <small>(specify below)</small> </div> </div>		
<b>Table 1 - Equity Securities Beneficially Owned</b>								
1. Class of Equity Security	2. Transaction Date <small>(Month/Day/Year)</small>	4. Securities Acquired (A) or Disposed of (D)			3. Amount of Securities Owned at End of Month		4. Ownership Form: <small>Direct (U) or Indirect (I)</small>	6. Nature of Indirect Beneficial Ownership
		Amount	(A) or (D)	Price	%	Number of Shares		
<b>COMMON</b>	<b>Beg. Bal.</b>				26.4700%	841,731,945		
	04/21/2017	24,721,066,800.00	A	80.7878	9.622%	306,000,000	I	Under PCD Nominee Filipino
	<b>End. Bal.</b>				36.0920%	1,147,731,945		

(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.

**FORM 23-B** (continued)

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

[illegible]

**Explanation of Responses:**

May 2, 2017  
Date

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



**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**

Metropolitan Bank and Trust Company ("Metrobank"), Common Stock  
Address: Metrobank Plaza, Sen. Gil J. Puyat Ave., Makati City 1200

**Item 2. Identity and Background**

GT Capital Holdings, Inc. (the "Corporation" or "GT Capital") is a corporation duly organized and registered in the Philippines with principal office address at 43<sup>rd</sup> Floor, GT Tower International, 6813 Ayala Ave. cor. H.V. Dela Costa St., Makati City, Philippines.

During the past five (5) years, there were no bankruptcy petition filed by or against any business of GT Capital nor was the company convicted by any final judgment in a criminal proceeding, domestic or foreign; nor was it subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, banning, suspending or otherwise limiting the Corporation's involvement in any type of business, securities, commodities or banking activities; and the Corporation has not been found by a domestic or foreign court of competent jurisdiction, the Securities and Exchange Commission or comparable foreign body, or a domestic or foreign exchange or electronic market place or self-regulatory organization to have violated a securities or commodities law.

**Item 3. Purpose of Transaction**

Other than for investment purposes, there are no other plans or pending corporate exercises that will result in any of the following:

- 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
- h. Causing a class of securities of the issuer to be delisted from a securities exchange; or
- i. Any action similar to any of those enumerated above.

**Item 4.**

**a. Interest in Securities of the Issuer**

As of April 30, 2017, GT Capital beneficially owns 1,147,731,945 Metrobank common shares or 36.092% of the issuer's equity.

**Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Not applicable.

**Item 6. Material to be Filed as Exhibits**

Not applicable.

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 in the City of Makati on 02 May 2017.

By:

  
CARMELO MARIA LUZA BAUTISTA

May 2, 2017

Date