



103162015000830

**SECURITIES AND EXCHANGE COMMISSION**

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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

Document ID 103162015000830

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COVER SHEET

C S 2 0 0 7 1 1 7 9 2
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 .
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(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

73
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. **March 13, 2015**
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
- | <u>Title of Each Class</u> | <u>Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding</u> |
|----------------------------|----------------------------------------------------------------------------------------|
| Common Shares | 174,300,000 |


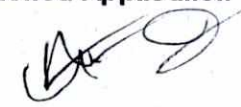
11. Indicate the item numbers reported herein:

Item 9. Other Events

Late this afternoon, March 13, 2015, the Board of Directors of GT Capital Holdings, Inc. ("GT Capital") approved the issuance of 174,300,000 Voting Preferred Shares with a par value of Ten Centavos (Php0.10) per share through a 1:1 Stock Rights Offering, with the following schedule:

- Record Date: March 25, 2015
- Offer Period: April 1- April 8, 2015
- Issue Date: April 13, 2015

Please see the attached Procedures and Implementing Guidelines and the attached Application to Subscribe and Purchase.

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. Bandag

Vice President and Head,
Legal and Compliance Division

Date: **March 13, 2015**



GT CAPITAL HOLDINGS, INC.
PROCEDURES AND IMPLEMENTING GUIDELINES
FOR THE VOTING PREFERRED STOCK RIGHTS OFFERING

GT Capital Holdings, Inc. (the "Issuer" or "GT Capital") is conducting a 1:1 rights offer (the "Offer") amounting to 174,300,000 non-cumulative, non-participating, non-convertible, redeemable voting preferred shares (the "Offer Shares") from April 1 to April 8, 2015 (the "Offer Period") to certain existing common shareholders of the Issuer as of March 25, 2015 (the "Record Date") who are: (i) located in the Philippines; or (ii) located in jurisdictions outside the Philippines where it is legal to participate in the Offer under the securities laws of such jurisdictions (the "Eligible Shareholders"). The Offer is not being made to shareholders who are located or resident in the United States (the "U.S.") or who are "U.S. Persons" as defined in Regulation S ("Regulation S") of the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and under the Foreign Account Tax Compliance Act ("FATCA"). Each Eligible Shareholder is entitled to subscribe to one (1) Offer Share for every one (1) common share held as of the Record Date (the "Rights Entitlement") at the offer price of P0.10 per Offer Share (the "Offer Price").

All Eligible Shareholders as of the Record Date will be notified of the Rights Offering through a disclosure by the Issuer through the Philippine Stock Exchange, Inc., which will include the Application to Subscribe and Purchase (the "Application") the Offer Shares.

The Application shall be available for downloading on the GT Capital Website (www.gtcapital.com.ph). Stockholders may also get a copy of the Application from the Issuer's stock and transfer agent, Metropolitan Bank and Trust Company – Trust Banking Group ("Metrobank-TBG") at the 17th Floor, GT Tower International, Ayala Avenue corner H.V. Dela Costa Street, Makati City or from the Issuer at the 43rd Floor, GT Tower International, Ayala Avenue corner H.V. Dela Costa Street, Makati City.

Eligible Shareholders as of the Record Date who wish to avail of the Offer must submit their respective completed Applications to Metrobank-TBG no later than 12:00 noon on April 8, 2015. 100% of the total subscription price for the Rights Entitlement (the "Exercise Price") applied for shall be payable upon submission of the Application. The offer process in relation to the Rights Entitlement shall also be known as the First Round of the Offer (the "First Round").

After the First Round, if the Offer Shares have not been fully subscribed, the remaining Offer Shares (the "Additional Offer Shares") may be subscribed by Eligible Shareholders who fully subscribed to their Rights Entitlement. For this purpose, an Eligible Shareholder who fully subscribes to his Rights Entitlement may simultaneously apply and pay for an additional subscription of unsubscribed Offer Shares (the "Additional Rights Shares"). If the Additional Offer Shares equals or exceeds the aggregate number of Additional Rights Shares so subscribed, an applicant will be allocated the number of Additional Rights Shares indicated in his application. If the Additional Offer Shares is less than the aggregate number of Additional Rights Shares so subscribed for, the Additional Offer Shares will be allocated to applicants at the discretion of the Issuer primarily based on each applicant's original shareholdings in GT Capital as of the Record Date relative to the original shareholdings of all other applicants for Additional Rights Shares as of such Record Date, provided that no applicant for Additional Rights Shares shall be allocated more Additional Rights Shares than the number for which such applicant has applied. There can be no guarantee made as to the number of Additional Offer Shares an applicant may be allocated. A subscription for Additional Rights Shares is irrevocable on the part of the applicant and may not be cancelled or modified by such applicant. The offer process in relation to the Additional Rights Shares shall also be known as the Second Round of the Offer (the "Second Round").

The Issuer has full discretion to allocate further any shares remaining from the Second Round to ensure that the Offer Shares are fully subscribed.

The Issuer has full discretion to accept or reject all or a portion of any Application under the terms and conditions of the Offer, provided that Eligible Shareholders located outside the Philippines may initially submit an Application by email and/or fax on or before the end of the Offer Period with the original copies delivered via courier thereafter. Applications which do not comply with the terms of the Offer shall be rejected. Moreover, payment received upon submission of an Application does not constitute approval or acceptance by the Issuer of the Application. The actual

number of Entitlement Rights and Additional Rights Shares to which an Eligible Shareholder is entitled is subject to the confirmation of the Issuer.

An Application, when accepted by the Issuer, shall constitute an agreement between the Eligible Shareholder and the Issuer for the subscription to the Entitlement Rights and or the Additional Rights Shares, if applicable, at the time, in the manner and subject to conditions set forth in the Application and these Procedures and Implementing Guidelines.

All documentary stamp taxes applicable to the original issuance of the Rights Shares shall be for the sole account of the Issuer.

Procedure for the Application and Payment of Subscriptions

1. The Eligible Shareholder shall accomplish the attached Application.
2. The Eligible Shareholder must then submit his/her duly accomplished and signed Application to the office of Metrobank-TBG, together with full payment for the his/her Rights Entitlement and Additional Rights Shares, as well as the following supporting documents:
 - a. If the Eligible Shareholder is an individual, the Application must be accompanied by:
 - i. One (1) copy each of at least two (2) valid government-issued identification documents (IDs) with Eligible Shareholder's signature and picture
 - ii. A duly accomplished signature card from Metrobank - TBG.
 - b. If the Eligible Shareholder is a corporation, partnership or trust account, the Application must be accompanied by:
 - i. An original copy of a duly notarized corporate secretary's certificate:
 - Setting forth the resolution of the Eligible Shareholder's board of directors or equivalent body authorizing the purchase of its Rights Entitlement and Additional Rights Shares indicated in the Application.
 - Identifying the designated signatories authorized to sign the Application and any and all documents in connection with the Offer.
 - Certifying incumbency and the specimen signatures of the authorized signatories, including his or her specimen signature; and
 - Certifying to the percentage of the Eligible Shareholder's capital or capital stock held by Philippine nationals.
 - ii. One (1) copy each of at least two (2) valid government-issued identification cards of the authorized signatories of the Eligible Shareholder;
 - iii. The duly accomplished signature card from Metrobank - TBG signed by the authorized signatories of the Eligible Shareholder; and
 - iv. A certified true copy of the latest articles of incorporation, by-laws and SEC Certificate of Registration of the Eligible Shareholder, or the equivalent charter documents applicable for such institutional Eligible Shareholder, duly certified by its corporate secretary.
 - c. If the Eligible Shareholder is non-Filipino (whether individual shareholder, corporation, partnership or trust account), the Application must also be accompanied by a certification letter representing and warranting that:
 - i. The applicant is not a resident in the United States; and
 - ii. The applicant's purchase of the Rights Shares will not violate the laws of their resident jurisdiction.

THE APPLICATION TO SUBSCRIBE AND PURCHASE VOTING PREFERRED SHARES OF GT CAPITAL HOLDINGS, INC., TOGETHER WITH THE REQUIRED SUPPORTING DOCUMENTS AND FULL PAYMENT MUST BE RECEIVED BY METROBANK - TBG NOT LATER THAN 12:00 NOON ON APRIL 8, 2015. APPLICATIONS RECEIVED THEREAFTER OR WITHOUT THE REQUIRED DOCUMENTS WILL BE REJECTED. APPLICATIONS SHALL BE CONSIDERED IRREVOCABLE UPON SUBMISSION TO METROBANK-TBG AND SHALL BE SUBJECT TO THE TERMS AND CONDITIONS OF THE OFFER AS STATED IN THESE PROCEDURES AND IMPLEMENTING GUIDELINES AND THE APPLICATION.

THE APPLICATION SHALL BE NON-TRANSFERABLE AND NOT ACCEPTABLE FOR TRADING.

3. Metrobank – TBG shall provide an acknowledgement copy of the Application to the applicant and a receipt covering the full payment made for the Rights Entitlement and Additional Rights Shares, if applicable.
4. The Issuer and Metrobank-TBG shall verify the Payment and application.
5. Stock Certificates will be issued on Issue Date (April 13, 2015).
6. Metrobank – TBG will generate a sales report summarizing the list of subscribers who have successfully subscribed to the Voting Preferred Shares of the Issuer. This shall include the corresponding number of shares subscribed, amount paid and check details and shall forward this report to the Issuer together with the copies of the Application.
7. In the event the Issuer rejects the stock rights applied for subscription, the Issuer, through Metrobank - TBG, shall refund, without interest, within ten (10) banking days from the end of the Offer Period, all, or a portion of the payment made corresponding to the number of Offer Shares wholly or partially rejected. The refund check shall be made available for pickup at the office address of Metrobank – TBG mentioned in these Procedures and Implementing Guidelines. Refund checks that remain unclaimed after thirty (30) days from the date such checks are made available for pickup shall be mailed at the applicant's risk to the address indicated in the Application.

HELPDESK HOTLINES:

GT CAPITAL HOLDINGS, INC.
(632) 836-4500
Atty. Renee Lynn C. Miciano
Israel De Leon

This document is not an offer of securities for sale in the United States or elsewhere. The shares of GT Capital Holdings, Inc. are not being registered under the U.S. Securities Act and may not be offered or sold in the United States unless registered under the U.S. Securities Act or pursuant to an exemption from such registration. There will be no offering of the Offer Shares in the United States.

The voting preferred shares being offered by GT Capital Holdings, Inc. to its existing stockholders is exempt from registration pursuant to Section 10.1 (e) of the Securities Regulation Code.

The confirmation of the Securities and Exchange Commission that the offering of the preferred shares qualifies as an exempt transaction will not be secured as the Issuer is not required to secure the same.

THE SECURITIES BEING OFFERED OR SOLD HEREIN HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES REGULATION CODE. ANY FUTURE OFFER OR SALE THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE CODE UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.



THIS APPLICATION IS NON-TRANSFERABLE AND NOT ACCEPTABLE FOR TRADING WITH THE PHILIPPINE STOCK EXCHANGE

GT CAPITAL HOLDINGS, INC.

APPLICATION TO SUBSCRIBE AND PURCHASE

Stock Rights Offering of 174,300,000 Voting Preferred Shares

This Application must be prepared and completed in all parts. This form, together with your payment and the attachments specified below, must be received at the office of Metropolitan Bank and Trust Company – Trust Banking Group (“Metrobank-TBG”) at 17th Floor, GT Tower International, Ayala Avenue corner H.V. Dela Costa Street, Makati City not later than 12:00 noon of April 8, 2015. Applications received thereafter, those without the correct payment, or lacking the required attachments will be rejected and deemed a failure of the shareholder to exercise his right to subscribe to the Offer Shares. Applications for less than the corresponding Rights Shares exercisable by each shareholder may be accepted and any portion that remains unsubscribed shall be deemed waived. This Application is irrevocable and, once received, may not be withdrawn.

ENTITLEMENT

The undersigned (the “Applicant”), being a stockholder of record of GT Capital Holdings, Inc. (the “Issuer” or the “Company”) as of March 25, 2015 (the “Record Date”), hereby exercises the pre-emptive right to one (1) Offer Share for every one (1) common share held in the Applicant’s name as of the Record Date at ₱0.10 per Offer Share (the “Exercise Price”) and in full payment.

NUMBER OF ENTITLEMENT SHARES	RIGHTS OFFER PRICE PER SHARE	TOTAL RIGHTS OFFER PRICE	TOTAL AMOUNT DUE UPON APPLICATION (FULL PAYMENT FOR ENTITLEMENT SHARES)
	₱0.10		

ADDITIONAL SUBSCRIPTION

Should there be unsubscribed Offer Shares on account of the failure of the other shareholders to fully exercise their Rights Entitlement, the undersigned Applicant hereby applies to subscribe for additional number of Rights Shares indicated below and pays the full payment of the Additional Rights Shares together with the Rights Entitlement. The undersigned Applicant further understands that the Additional Offer Shares to which it is entitled to subscribe shall be in proportion to the undersigned’s original shareholdings as of the Record Date, excluding: (a) eligible shareholders who do not subscribe to the Rights Shares; (b) Applicants who do not fully subscribe to their Entitlement Shares; and (c) Applicants who do not subscribe for Additional Rights Shares.

NUMBER OF ADDITIONAL SHARES	RIGHTS OFFER PRICE PER SHARE	TOTAL RIGHTS OFFER PRICE FOR ADDITIONAL SHARES	TOTAL AMOUNT DUE UPON APPLICATION (FULL PAYMENT FOR ADDITIONAL SHARES)
	₱0.10		

TOTAL NUMBER OF ENTITLEMENT AND ADDITIONAL RIGHTS SHARES APPLIED

TOTAL NUMBER OF ENTITLEMENT AND ADDITIONAL SHARES	RIGHTS OFFER PRICE PER SHARE	TOTAL RIGHTS OFFER PRICE FOR ENTITLEMENT AND ADDITIONAL SHARES	TOTAL AMOUNT DUE UPON APPLICATION (FULL PAYMENT FOR ENTITLEMENT AND ADDITIONAL SHARES)
	₱0.10		

PAYMENT

The Offer Shares covered by the Rights Entitlement and Additional Offer Shares subscription, if any, must be paid by way of a personal or corporate check, manager’s check, or a cashier’s check drawn against a Bangko Sentral ng Pilipinas-authorized agent bank, or any branch thereof, located in Metro Manila. Checks should be dated as of the date of the submission of this Application, made payable to “GT Capital Holdings, Inc. Stock Rights Offer”, and crossed “Payee’s Account Only”.

TYPE OF CHECK	DRAWEE BANK/BRANCH	CHECK NO.	AMOUNT
<input type="checkbox"/> Personal <input type="checkbox"/> Corporate <input type="checkbox"/> Manager’s/Cashier’s			

WARRANTY

The Applicant warrants that all information contained herein and in the attached documents are true and correct. The Applicant warrants having read and understood the attached procedures and implementing guidelines for the Voting Preferred Stock Rights Offering and the terms and features of the Voting Preferred Shares in the Amended Articles of Incorporation of GT Capital Holdings, Inc., and unconditionally accepts said procedures, guidelines, terms and conditions. The Applicant understands that no person has been authorized to give information or to make any representation with respect to the Offer Shares other than those specified in the attached procedures and implementing guidelines.

implementing guidelines.

NAME OF APPLICANT (IN PRINT)		SIGNATURE OF APPLICANT		DATE
ADDRESS AND CONTACT NUMBER/S		NATIONALITY	TEL. NO/S.	TAX IDENTIFICATION NUMBER

ACKNOWLEDGMENT (Applicants should not fill in this section)

RECEIVED ON (Date/Time): _____	APPROVED AND ACCEPTED as to: Entitlement Shares: _____ shares Additional Shares: _____ shares
Metropolitan Bank and Trust Company – Trust Banking Group	GT Capital Holdings, Inc.
By: _____	By: _____

REQUIRED ATTACHMENTS TO THIS APPLICATION

- ☐ Check payment
- ☐ A duly executed signature card in the form attached to this Application
- ☐ For individual applicants, copy of two (2) valid government IDs with the Applicant’s picture and signature;
- ☐ For corporate applicants:
 - ☐ A duly notarized corporate secretary’s certificate that sets out: (a) Setting forth the resolution of the Eligible Shareholder’s board of directors or equivalent body authorizing the purchase of its Rights Entitlement and Additional Rights Shares indicated in the Application; (b) Identifying the designated signatories authorized to sign the Application and any and all documents in connection with the Offer; (c) Certifying incumbency and the specimen signatures of the authorized signatories, including his or her specimen signature; and (d) Certifying to the percentage of the Eligible Shareholder’s capital or capital stock held by Philippine nationals.
- ☐ For non-Filipino applicants (whether individual shareholder, corporation, partnership or trust account), the Application must also be accompanied by a certification and letter representing and warranting that: (a) the applicant is not a resident in the United States; and (b) the applicant’s purchase of the Rights Shares will not violate the laws of their resident jurisdiction.



STOCKHOLDER'S INFORMATION AND SPECIMEN SIGNATURE CARD		SVS NO.	DATE
		STOCKHOLDER'S NO.	<input type="checkbox"/> NEW ACCOUNT <input type="checkbox"/> UPDATING
ACCOUNT TYPE		CIVIL STATUS	
INDIVIDUAL <input type="checkbox"/> CORPORATE <input type="checkbox"/>		E-MAIL	
NAME (Family Name, First Name, Middle Name or Company Name)		TEL./CELL. NO.(s)	
PERMANENT ADDRESS / PLACE OF BUSINESS (Number, Street, City/Municipality/Province)		PROFESSION/OCCUPATION	
DATE & PLACE OF BIRTH	IDS PRESENTED	TIN	
CITIZENSHIP	FOR FOREIGNER <input type="checkbox"/> Resident <input type="checkbox"/> Resident Foreign Corporation PLS. CHECK ONE <input type="checkbox"/> Non-Resident Foreign Corporation	SSS/GSIS	
MAILING ADDRESS (Number, Street, City/Municipality/Province)		PHOTO Passport Size	
Important: Certificates will not be transferred unless a specimen signature of the stockholder is on file with the stock transfer agent of the company. For your protection, please fill out this card and return it with your application to the transfer agent as indicated at the back.			
Signature Authenticated by:			
_____ Authorized Signature (Signature over Full Printed Name)			

MB-IV-TR-107/Oct. '05

STOCKHOLDER'S NAME (CORPORATE / INDIVIDUAL)	STOCKHOLDER'S NO.	SVS NO.
METROBANK STOCK TRANSFER AGENT will recognize the following signature(s) () ANY ONE () ANY TWO () ALL Fill-up 2 signatures for each signatory. Unused signature portion should be stamped "Unused Space - No Insertion Allowed" by authenticating officer. Individual /Corporate Officers authorized to sign and endorse stock certificate(s):		
NAME OF INDIVIDUAL / OFFICER(S) AND POSITION	SPECIMEN SIGNATURE(S)	
1. _____	1. _____	
2. _____	2. _____	
3. _____	1. _____	
	2. _____	
PLEASE ATTACH ALL THE RELEVANT DOCUMENTS AUTHORIZING THE ABOVE TO SIGN.		
STOCK TRANSFER AGENT Metrobank- Trust Banking 17 th Flr., GT Tower International 6813 Ayala Ave., corner H.V. dela Costa St., Makati City Tel. Nos. (632) 580-9577, 580-9563 Tel. Fax (632) 858-8010	DOCUMENTS SUBMITTED / REMARKS	