



**UNIVERSAL ROBINA
CORPORATION**

110 E. RODRIGUEZ, JR. AVENUE, BAGUMBAYAN, QUEZON CITY, PHILIPPINES 1600, P.O. Box 3542 MM 2800 · P.O. BOX 99-AC CUBAO, QUEZON CITY
TEL. 635-0751 TO 85 ; 671-2935 TO 42

December 19, 2012

PHILIPPINE STOCK EXCHANGE, INC.
3rd Floor, Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Gentlemen:

Please find attached a copy of SEC Form 20-IS (Definitive Information Statement) of Universal Robina Corporation (the "Company") in connection with the Special Meeting of the Stockholders of the Company to be held on January 24, 2013 which we have filed with the Securities and Exchange Commission.

Thank you.

Very truly yours,

ROSALINDA F. RIVERA
Corporate Secretary

/mhd

COVER SHEET

								9	1	7	0
--	--	--	--	--	--	--	--	---	---	---	---

SEC Registration Number

U	N	I	V	E	R	S	A	L	R	O	B	I	N	A	C	O	R	P	O	R	A	T	I	O	N				

(Company's Full Name)

4	3	r	d	F	l	o	o	r	,	R	o	b	i	n	s	o	n	s	E	q	u	i	t	a	b	l	e	T
o	w	e	r	,	A	D	B	A	v	e	n	u	e	c	o	r	n	e	r	P	o	v	e	d	a	R	o	
a	d	,	O	r	t	i	g	a	s	C	e	n	t	e	r	,	P	a	s	i	g	C	i	t	y			

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

Atty. Rosalinda F. Rivera
Corporate Secretary

(Contact Person)

633-7631 to 40

(Company Telephone Number)

0	9	3	0
---	---	---	---

Month Day
 (Fiscal Year)

2 0 - I S

(Form Type)

Third Thursday of April

Month Day
 (Annual Meeting)

Definitive Information Statement

N/A

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

Total Amount of Borrowings

 To be accomplished by SEC Personnel concerned

--	--	--	--	--	--	--	--	--	--	--

File Number

LCU

--	--	--	--	--	--	--	--	--	--	--

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.



**UNIVERSAL ROBINA
CORPORATION**

43rd FLOOR ROBINSONS EQUITABLE TOWER ADB AVE. COR. POVEDA RD. ORTIGAS CENTER, PASIG CITY
TEL. NO.: 633-7631 to 40, 240-8801 FAX NO.: 633-9207, 240-9106

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
January 24, 2013**

Notice is hereby given that the Special Meeting of the Stockholders of UNIVERSAL ROBINA CORPORATION will be held on January 24, 2013 at 4:00 p.m. at the Sapphire A&B of CROWNE PLAZA MANILA GALLERIA, Ortigas Avenue corner Asian Development Bank Avenue, Quezon City.

The Agenda for the meeting is as follows:

1. Proof of notice of the meeting and existence of a quorum.
2. Approval to amend the Secondary Purpose in the Articles of Incorporation of the Corporation in order to include the business of power generation and engage in such activity.
3. Consideration of such other matters as may properly come during the meeting.
4. Adjournment.

For convenience in registering your attendance, please have available some form of identification, such as Voter's I.D., or Driver's License.

Pursuant to Section 9, Article II of the Amended By-Laws of Universal Robina Corporation, proxies must be received by the Corporate Secretary for inspection and recording not later than five (5) working days before the time set for the meeting, or not later than January 17, 2013. We are not, however, soliciting proxies.

Registration starts at 3:00 p.m. and will close at exactly 4:15 p.m. Only stockholders of record as of December 20, 2012 shall be entitled to vote.

By Authority of the Chairman

ROSALINDA F. RIVERA
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS
Information Statement Pursuant to Section 20
of the Securities Regulation Code

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement

2. Name of Registrant as specified in its charter : **UNIVERSAL ROBINA CORPORATION**
(“URC” or the “Corporation”)

3. Province, country or other jurisdiction of incorporation or organization : **Metro Manila, Philippines**

4. SEC Identification Number : **SEC Registration No. 9170**

5. BIR Tax Identification Code : **TIN No. 000-400-016-000**

6. Address of principal office : **43/F Robinsons Equitable Tower**
ADB Avenue corner Poveda Street
Ortigas Center, Pasig City, Metro Manila

7. Registrant’s telephone number, including area code : **(632) 633-7631 to 40**

8. Date, time and place of the meeting of security holders : **January 24, 2013**
4:00 P.M.
Sapphire A&B
Crowne Plaza Manila Galleria
Ortigas Avenue corner
Asian Development Bank Avenue
Quezon City, Metro Manila

9. Approximate date on which the Information Statement is first to be sent or given to security holders : **January 3, 2013**

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding (as of November 30, 2012)
Common Stock, P 1.00 par value	<u>2,181,501,933</u>

11. Are any or all of registrant's securities listed on a Stock Exchange?

Yes No

Universal Robina Corporation's common stock is listed on the Philippine Stock Exchange.

Date, Time and Place of Meeting of Security Holders

Date Time and Place of Meeting : **January 24, 2013**
4:00 P.M.
Sapphire A&B
Crowne Plaza Manila Galleria
Ortigas Avenue corner
Asian Development Bank Avenue
Quezon City, Metro Manila

Complete Mailing Address of Principal Office : **43/F Robinsons Equitable Tower**
ADB Avenue corner Poveda Street
Ortigas Center, Pasig City,
Metro Manila

Approximate date on which the Information : **January 3, 2013**
Statement is first to be sent or given to
security holders

Dissenters' Right of Appraisal

Any stockholder of the Corporation may exercise his appraisal right against the proposed actions which qualify as instances giving rise to the exercise of such right pursuant to and subject to the compliance with the requirements and procedure set forth under Title X of the Corporation Code of the Philippines.

The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares: *Provided*, That failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or affected, the corporation shall pay to such stockholder, upon surrender of the certificate or certificates of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: *Provided*, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: and *Provided, further*, That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

THE STOCKHOLDER MUST VOTE AGAINST THE PROPOSED CORPORATE ACTION IN ORDER TO AVAIL HIMSELF OF THE APPRAISAL RIGHT.

Interest of Certain Persons in or Opposition to Matters to be acted upon

None of the following persons have any substantial interest, direct or indirect, in any matter to be acted upon other than election to office:

1. Directors or officers of the Corporation at any time since the beginning of the last fiscal year;
2. Nominees for election as directors of the Corporation;
3. Associate of any of the foregoing persons.

Voting Securities and Principal Holders Thereof

- (a) The Corporation has 2,181,501,933 outstanding shares as of November 30, 2012. Every stockholder shall be entitled to one vote for each share of stock held as of the established record date.
- (b) All stockholders of record as of December 20, 2012 are entitled to notice and to vote at the Corporation's Special Meeting of Stockholders.
- (c) Section 10, Article II of the By-Laws of the Corporation states that, for purposes of determining the stockholders entitled to notice of, or to vote or be voted at any meeting of stockholders or any adjournments thereof, or entitled to receive payment of any dividends or other distribution or allotment of any rights, or for the purpose of any other lawful action, or for making any other proper determination of stockholders, the Board of Directors may provide that the stock and transfer books be closed for a stated period, which shall not be more than sixty (60) days nor less than thirty (30) days before the date of such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders. A determination of stockholders of record entitled to notice of or to vote or be voted at a meeting of stockholders shall apply to any adjournment of the meeting; *provided, however,* that the Board of Directors may fix a new record date for the adjourned meeting.

Directors and Executive Officers

There is no action to be taken at the special meeting of the stockholders with respect to the election of directors.

Action with respect to reports

The amendment to the Articles of Incorporation shall be submitted for the approval of the stockholders during the special meeting on January 24, 2013.

Matters Not Required to be Submitted

There is no action to be taken at the special meeting of the stockholders with respect to any matter which is not required to be submitted to a vote of the stockholders.

Amendment of Charter, By-Laws or Other Documents

On November 26, 2012, the Board of Directors approved the amendment of the Secondary Purpose in the Articles of Incorporation of the Corporation in order to include the business of power generation and engage in such activity. These resolutions shall be presented to the stockholders for ratification at the special meeting of the stockholders on January 24, 2013.

The amendment is intended to complement the sugar business of the Corporation and will allow the Corporation to maximize the productive usage of its resources. This will likewise permit the Corporation to qualify for incentives available for renewable energy projects under pertinent laws.

Voting Procedures

The vote required for approval or election:

Pursuant to Article II, Section 6 of the By-Laws of the Corporation, a majority of the subscribed and outstanding capital, present in person or represented by proxy, shall be sufficient in a stockholders' meeting to constitute a quorum for the election of directors and for the transaction of any business whatsoever, except in those cases in which the Corporation Code requires the affirmative vote of a greater proportion.

The vote of the stockholders representing a majority of a quorum shall be required to approve any action submitted to the stockholders for approval, except in those cases where the Corporation Code requires the affirmative vote of a greater proportion.

Unless otherwise prescribed by the Corporation Code or by special law, and for legitimate purposes, any provision or matter stated in the articles of incorporation may be amended by a majority vote of the board of directors and the vote or written assent of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock, without prejudice to the appraisal right of dissenting stockholders in accordance with the provisions of the Corporation Code.

The method by which votes will be counted:

In accordance with Article II, Section 7 of the By-Laws, every stockholder shall be entitled to vote, in person or by proxy, for each share of stock held by him, which has voting power upon the matter in question. The votes for the election of directors, and except upon demand by any stockholder, the votes upon any question before the meeting, except with respect to procedural questions determined by the Chairman of the Meeting, shall be by *viva voce* or show of hands.

Article II, Section 9 of the By-Laws also provides that stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy, duly given in writing and duly presented to and received by the Secretary for inspection and recording not later than five (5) working days before the time set for the meeting, except such period shall be

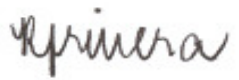
reduced to one (1) working day for meetings that are adjourned due to lack of the necessary quorum. No proxy bearing a signature which is not legally acknowledged by the Secretary shall be honored at the meetings. Proxies shall be valid and effective for five (5) years, unless the proxy provides for a shorter period, and shall be suspended for any meeting wherein the stockholder appears in person.

Pursuant to Article IV, Section 9 of the By-Laws, the Secretary shall record all the votes and proceedings of the stockholders and of the directors in a book kept for that purpose.

SIGNATURE PAGE

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 correct. This report is signed in the City of Pasig on December 12, 2012.

UNIVERSAL ROBINA CORPORATION

A handwritten signature in cursive script, appearing to read "R. Rivera", is written in dark ink. A vertical line is drawn to the right of the signature, extending from the top of the signature down to the printed name below.

ROSALINDA F. RIVERA
Corporate Secretary

/mhd