

# 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. Date of Report (Date of earliest event reported)  
Dec 8, 2014
2. SEC Identification Number  
9170
3. BIR Tax Identification No.  
040-000-400-016
4. Exact name of issuer as specified in its charter  
UNIVERSAL ROBINA CORPORATION
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
110 E. Rodriguez Avenue, Bagumbayan, Quezon City, Metro Manila  
Postal Code  
1110
8. Issuer's telephone number, including area code  
(632) 633-7631 to 40
9. Former name or former address, if changed since last report  
N/A
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	2,181,501,933
11. Indicate the item numbers reported herein  
9

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



# Universal Robina Corporation

## URC

**PSE Disclosure Form 4-4 - Amendments to By-Laws**  
*References: SRC Rule 17 (SEC Form 17-C) and  
 Section 4.4 of the Revised Disclosure Rules*

**Subject of the Disclosure**

Amendments to By-Laws

**Background/Description of the Disclosure**

Approval by the Board of Directors of the following amendments to the By-Laws of URC:

1. Article IV, Section 1 - to include the Controller among the officers to be elected by the Board of Directors;
2. Article IV - to insert a new Section 10 to set forth the duties and responsibilities of the Controller and for the original Section 10 to be renumbered as Section 11; and
3. Article VI, Section 2 - to place the External Auditor under the direction of the Controller.

<b>Date of Approval by Board of Directors</b>	Dec 5, 2014
<b>Date of Approval by Stockholders</b>	N/A
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	TBA

**Amendment(s)**

Article and Section Nos.	From	To

Article IV, Section 1	SECTION 1. ELECTION, TERM OF OFFICE AND QUALIFICATIONS. At the organizational meeting referred to in Article III, Section 3 of these By-Laws, the Board of Directors shall elect a Chairman of the Board, a Vice-Chairman, a President and Chief Executive Officer, one or more Executive Vice-Presidents, one or more Senior Vice Presidents, one or more Vice Presidents, a Treasurer and a Secretary and may also from time to time appoint such other officers and agents as it may deem proper. The Board of Directors may create such other additional positions as it may consider proper. The Chairman of the Board, the Vice-Chairman and the President shall be stockholders and Directors.	SECTION 1. ELECTION, TERM OF OFFICE AND QUALIFICATIONS. At the organizational meeting referred to in Article III, Section 3 of these By-Laws, the Board of Directors shall elect a Chairman of the Board, a Vice-Chairman, a President and Chief Executive Officer, one or more Executive Vice-Presidents, one or more Senior Vice-Presidents, one or more Vice-Presidents, a Treasurer, a Contoller and a Secretary and may also from time to time appoint such other officers and agents as it may deem proper. The Board of Directors may create such other additional positions as it may consider proper. The Chairman of the Board, the Vice-Chairman and the President shall be stockholders and Directors.
Article IV, Section 1 (cont.)	Neither the Chairman of the Board, the Vice-Chairman, nor the President may concurrently act as Secretary or Treasurer of the Corporation. The Secretary shall be a resident and a citizen of the Philippines. Every officer shall hold office only during the pleasure of the Board of Directors, and all vacancies occurring among such officers by death, removal, resignation or disability shall be filled by the Board of Directors. Any such resignation shall take effect upon acceptance thereof by the Board of Directors.	Neither the Chairman of the Board, the Vice-Chairman, nor the President may concurrently act as Secretary or Treasurer of the Corporation. The Secretary shall be a resident and a citizen of the Philippines. Every officer shall hold office only during the pleasure of the Board of Directors, and all vacancies occurring among such officers by death, removal, resignation or disability shall be filled by the Board of Directors. Any such resignation shall take effect upon acceptance thereof by the Board of Directors.
Article IV, Section 1 (cont.)	In case of temporary absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to another qualified person. The Board of Directors may appoint such subordinate officers, agents and employees as it may deem advisable or convenient.	In case of temporary absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to another qualified person. The Board of Directors may appoint such subordinate officers, agents and employees as it may deem advisable or convenient.
Article IV, Section 1 (cont.)	The Board of Directors, and the President and Chief Executive Officer, from time to time shall prescribe the duties of the officers, agents and employees of the Corporation, and all officers and employees of the Corporation shall be subject to immediate removal by the Board of Directors with or without cause.	The Board of Directors, and the President and Chief Executive Officer, from time to time shall prescribe the duties of the officers, agents and employees of the Corporation, and all officers and employees of the Corporation shall be subject to immediate removal by the Board of Directors with or without cause.
Article IV, Section 10	SECTION 10. COMPENSATION. The Board of Directors shall determine the remuneration to be received by the officers designated in these By-Laws. All other officers of the Corporation shall receive such remuneration as the Board of Directors may determine, upon recommendation of the President. The fact that any officer is a director shall not preclude him from receiving a salary or bonus as officer or from voting upon the resolution fixing the same.	SECTION 10. CONTROLLER. The Controller shall serve as the chief financial reporting and accounting officer of the Corporation. He shall have the following duties and responsibilities: a) To prepare and maintain the Corporation's financial and accounting books and records; b) To prepare and report the Corporation's financial statements as well as its financial regulatory compliance; and c) To exercise such powers and perform such duties and functions as may be assigned to him by the Board of Directors.
Article IV, Section 11	-	SECTION 11. COMPENSATION. The Board of Directors shall determine the remuneration to be received by the officers designated in these By-Laws. All other officers of the Corporation shall receive such remuneration as the Board of Directors may determine, upon recommendation of the President. The fact that any officer is a director shall not preclude him from receiving a salary or bonus as officer or from voting upon the resolution fixing the same.

Article VI, Section 2	SECTION 2. EXTERNAL AUDITORS. An independent Auditor shall be designated by the Board of Directors prior to the close of the business in each fiscal year. The auditor shall audit and examine the books of account of the Corporation, and shall certify to the Board of Directors and shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director or officer of the Corporation, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of Auditor. The compensation of the Auditor shall be fixed by the Board of Directors.	SECTION 2. EXTERNAL AUDITORS. An independent Auditor shall be designated by the Board of Directors prior to the close of the business in each fiscal year. The auditor shall audit and examine the books of account of the Corporation, and shall certify to the Board of Directors and shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Controller. No director or officer of the Corporation, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of Auditor. The compensation of the Auditor shall be fixed by the Board of Directors.
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**Rationale for the amendment(s)**

To include the Controller among the officers to be elected by the Board of Directors, to set forth the duties and responsibilities of the Controller, and to place the External Auditor under the direction of the Controller.

**The timetable for the effectivity of the amendment(s)**

<b>Expected date of filing the amendments to the By-Laws with the SEC</b>	TBA
<b>Expected date of SEC approval of the Amended By-Laws</b>	TBA

**Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any**

N/A

**Other Relevant Information**

N/A

**Filed on behalf by:**

<b>Name</b>	Rosalinda Rivera
<b>Designation</b>	Corporate Secretary