

# 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)  
May 27, 2015
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) 6337631 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  
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*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 4-23 - Mergers and Consolidations**  
*References: SRC Rule 17 (SEC Form 17-C) and  
Section 4.4 and/or Section 5 of the Revised Disclosure Rules*

### Subject of the Disclosure

Merger of CFC Clubhouse Property, Inc. with and into Universal Robina Corporation

### Background/Description of the Disclosure

In the annual meeting of the stockholders of Universal Robina Corporation ("URC") held on May 27, 2015, stockholders representing at least two-thirds (2/3) of the outstanding capital stock of URC approved the merger of CFC Clubhouse Property, Inc. ("CCPI") with and into URC.

<b>Date of Approval by Board of Directors</b>	Mar 10, 2015
<b>Date of Approval by Stockholders</b>	May 27, 2015
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	TBA

### Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

CCPI is a wholly-owned subsidiary of URC and is one of the major suppliers of flexible packaging materials for URC's snacks and beverages division. The proposed merger is expected to benefit URC in the reduction of expenses through the economies of scale, centralized administration and greater efficiency.

### Description of the transaction including the timetable for implementation and related regulatory requirements, if any

URC will provide further updates on the final merger consideration and timing of closing and funding sources when they are finalized.

**Identities of the parties to the transaction**

Name	Nature of Business	Nature of any material relationship with the Issuer, their directors/officers or any of their affiliates
Universal Robina Corporation	Food manufacturing	N/A
CFC Clubhouse Property, Inc.	Manufacturing	CCPI is a wholly-owned subsidiary of URC.

**Terms and conditions of the transaction**

<b>Plan of merger</b>
TBA
<b>Ratio of exchange of shares</b>
Since CCPI is a wholly-owned subsidiary of URC, no shares of stock of URC will be issued.
<b>Basis upon which the exchange ratio was determined</b>
Not applicable
<b>Number of shares subject of the merger</b>
Not applicable
<b>Timetable</b>
TBA
<b>Conditions precedent to closing of the transaction, if any</b>
None
<b>Procedures for exchange</b>
Not applicable

**Description of the company subject of the transaction**

<b>Nature and business</b>
CCPI is engaged in the production of flexible packaging materials in the Philippines. CCPI started the ground work on December 15, 2005 and commercial production on April 1, 2007. CCPI is one of the major suppliers of flexible packaging materials for URC's snacks and beverages division.
<b>Discussion of major projects and investments</b>
CCPI is expanding its capacity to accommodate URC's increase in demand for dry laminated and extruded wrappers.

**List of subsidiaries and affiliates, with percentage holdings**

Name	% Ownership
CCPI is a wholly-owned subsidiary of URC and its ultimate parent company is JG Summit Holdings, inc.	N/A

## Capital structure

### Authorized capital stock

Type of Security /Stock Symbol	Amount	Number of Shares
Common shares	P500,000,000	500,000,000

### Subscribed Shares

Type of Security /Stock Symbol	Amount	Number of Shares
Common shares	P442,420,000	442,420,000

### Paid-Up Capital

Amount	P461,325,149
Number of Shares	442,420,000

### Issued Shares

Type of Security /Stock Symbol	Amount	Number of Shares
Common shares	P442,420,000	442,420,000

### Outstanding Shares

Type of Security /Stock Symbol	Amount	Number of Shares
Common shares	P442,420,000	442,420,000

### Par Value

Type of Security /Stock Symbol	Amount
Common shares	P1.00

### Ownership Structure (including percentage holdings)

Name	Number of Shares	% Ownership
Universal Robina Corporation	442,419,500	99.99
John L. Gokongwei, Jr.	100	0
James L. Go	100	0
Lance Y. Gokongwei	100	0
Robina Gokongwei-Pe	100	0
Patrick Henry C. Go	100	0

### Board of Directors

Name	(Regular or Independent)
John L. Gokongwei, Jr.	Regular
James L. Go	Regular
Lance Y. Gokongwei	Regular
Robina Gokongwei-Pe	Regular

Patrick Henry C. Go	Regular	
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**Principal Officers**

Name	Position/Designation
Lance Y. Gokongwei	Chairman and President
Ester T. Ang	Treasurer
Elaine G. Miranda-Araneta	Corporate Secretary
Constante T. Santos	SVP-Controller / Chief Finance Officer

**Effect(s)/impact on the business, financial condition and operations of the Issuer**

The proposed merger is expected to benefit URC in the reduction of expenses through the economies of scale, centralized administration and greater efficiency.

**Other Relevant Information**

This PSE Disclosure Form 4-23 is being amended in order to include the following:  
 1. date of approval by the stockholders of URC of the merger of CFC Clubhouse Property, Inc. with and into URC; and  
 2. update of information on the Ratio of exchange of shares.

**Filed on behalf by:**

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