

COVER SHEET

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S.E.C. Registration Number

[illegible][illegible]

(Company's Full Name)

[illegible]

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

Rochezka Bianca R. Beltran

Contact Person

631-0981

Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

REGISTRATION STATEMENT

FORM TYPE

Last Friday of
June

Month Day

Annual Meeting

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

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Total No. of Stockholders

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Domestic

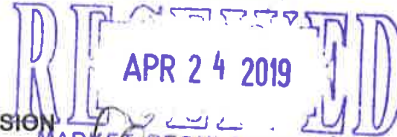
Foreign

Top be accomplished by SEC Personnel concerned

[illegible][illegible]

LCU

CASHIER



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

BY: [Signature] TIME: 4:40 P

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: AS094-007160
2. ARTHALAND CORPORATION
Exact name of registrant as specified in its charter
3. METRO MANILA, PHILIPPINES
Province, country or other jurisdiction of incorporation or organization
4. 126-004-450-721
BIR Tax Identification Number
5. The primary purpose of ARTHALAND CORPORATION is to principally engage in the realty development business, including home building and development, and to deal, engage, invest and transact, directly or indirectly, in all forms of business and mercantile acts and transaction concerning all kinds of real property, including but not limited to the acquisition, construction, utilization and disposition, sale, lease, exchange or any mode of transfer of residential, industrial or commercial property.
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. 7th FLOOR, ARTHALAND CENTURY PACIFIC TOWER, 5th AVENUE, CORNER 30TH STREET, BONIFACIO GLOBAL CITY, TAGUIG CITY, PHILIPPINES
Tel : (+632) 403-6910
Fax : (+632) 403-6908

Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. NOT APPLICABLE
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.
9. Fiscal Year Ending Date (Month and Day): December 31

Computation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Preferred Shares	<p>With aggregate principal amount of ₱3,000,000,000 consisting of:</p> <p>1. First Tranche of ₱2,000,000,000 preferred shares issued on December 6, 2016¹</p> <p>2. Second Tranche of ₱1,000,000,000 preferred shares</p>	₱100	₱2,000,000,000 (First tranche)	<p>₱ 812,500 + <u>250,000</u></p> <p>Total = ₱1,062,500 + 1% LRF ₱1,073,125.00</p> <p>₱250,000 + 1% LRF ₱252,500</p>
TOTAL SEC REGISTRATION FEE			₱3,000,000,000	₱1,325,625.00
AMOUNT DUE FOR SECOND TRANCHE			₱1,000,000,000	₱252,500.00

¹ Registered under SEC MSRD Order No. 36, Series of 2016 issued on November 22, 2016

PART I - INFORMATION REQUIRED IN PROSPECTUS

Item 1. Front of the Registration Statement and Outside Front Cover Page of Prospectus.

Please refer to the front page of the Prospectus and the Offer Supplement.

Item 2. Inside Front Cover and First Two or More Pages of Prospectus.

Please refer to the inside front cover page and the succeeding pages of the Prospectus and Offer Supplement.

Item 3. Risk Factors and Other Information.

Please refer to the section "Risk Factors" starting on page 29 of the Prospectus.

Item 4. Use of Proceeds.

Please refer to the section "Use of Proceeds" starting on page 40 of the Prospectus and page 33 of the Offer Supplement.

Item 5. Determination of Offering Price.

Please refer to the section "Terms of the Offer" starting on page 21 of the Prospectus.

Item 6. Dilution.

Not applicable.

Item 7. Selling Security Holders.

Not applicable.

Item 8. Plan of Distribution.

Please refer to the section "Plan of Distribution" starting on page 42 of the Prospectus and page 37 of the Offer Supplement.

Item 9. Description of the Securities to be Registered.

Please refer to the section "Description of the Securities" starting on page 22 of the Prospectus and the section "Description of the Series C Preferred Shares" starting on page 27 of the Offer Supplement.

Item 10. Interests of Named Experts and Independent Counsel.

Please refer to the section "Interest of Named Experts and Counsel" starting on page 119 of the Prospectus.

Item 11. Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a) *On Description of Business, please refer to the section "The Company" starting on page 43 of the Prospectus.*
- (b) *On Description of Properties, please refer to the section "Description of Property" starting on page 73 of the Prospectus.*
- (c) *On Certain Legal Proceedings, please refer to the section "Legal Proceedings" starting on page 76 of the Prospectus.*
- (d) *On Management's Discussion and Analysis and Analysis of Financial Condition and Result of Operations, please refer to the section so titled starting on page 102 of the Prospectus.*
- (e) *On Changes in and Disagreements with Accountants on Accounting and Financial Disclosure, please refer to the section "Changes in and Disagreements with Accountants" starting on page 118 of the Prospectus.*

- (f) *On Directors, Executive Officers, Promoters and Control Persons, please refer to the section "Directors and Executive Officers & Key Officers" starting on page 85 of the Prospectus.*
- (g) *On Executive Compensation, please refer to the section "Directors and Executive Officers & Key Officers" starting on page 96 of the Prospectus.*
- (h) *On Security Ownership of Management and Certain Record and Beneficial Owners, please refer to the section "Ownership and Capitalization" starting on page 78 of the Prospectus.*
- (i) *On Certain Relationships and Related Transactions, please refer to the section so titled starting on page 99 of the Prospectus.*

Item 12. Financial Information

Please refer to the section "Summary Financial Information" starting on page 16 of the Prospectus and "Management's Discussion and Analysis of Financial Position and Results of Operations and Financial Condition" starting on page 102 of the Prospectus, and their reference to the audited consolidated financial statements for the years ended 31 December 2018.

PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT BUT NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

Please refer to the section "Use of Proceeds" section on pages 33 of the Offer Supplement.

Item 14. Prospectus and Financial Statements; Exhibits.

Incorporated herein by reference are additional exhibits required by Part VI of "Annex C, as amended". (Please refer to the Exhibit Table preceding the supporting documents.)

[Item 15.]

[Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.]

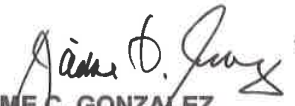
[Signature page follows.]

SIGNATURES

Pursuant to the requirements of Republic Act No. 8799, otherwise known as the Securities and Regulation Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Taguig, on April 2019.

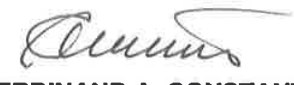
ARTHALAND CORPORATION

By:


JAIME C. GONZALEZ
Vice Chairman and President


LEONARDO ARTHUR T. PO
Executive Vice President and Treasurer


RIVA KHRISTINE V. MAALA
Corporate Secretary


FERDINAND A. CONSTANTINO
Chief Finance Officer

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
TAGUIG CITY) SS.


Before me, a notary public in and for the city named above, personally appeared

Name	Government Issued ID No.	Date and Place of Issue
Jaime C. Gonzalez	Passport No. P5521740A	05 January 2018 DFA NCR East
Leonardo Arthur T. Po	Passport No. P5812137A	29 January 2018 DFA Manila
Riva Khristine V. Maala	Passport No. EC5989640	14 November 2015 DFA NCR East
Ferdinand A. Constantino	Passport No. EC5969532	13 November 2015 DFA NCR South

who were identified by me, through competent evidence of identity, to be the same persons described in the foregoing instrument, and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal day of April 2019 in Taguig City.

Doc. No. 282;
Page No. 58;
Book No. 11;
Series of 2019.


GAUDENCIO A. BARBOZA JR.
NOTARY PUBLIC
UNTIL DEC. 31, 2020
PTR NO. A-4252429 / 1-3-19 TAGUIG CITY
IBP NO. 053715 / 11-6-2016 RSM (FOR YR. 2019)
ROLL NO. 41969
MCLE COMP. V No. 0021481
MAY 2, 2016
APP No. 32(2019-2020,