

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)
Feb 2, 2017
2. SEC Identification Number
15-A
3. BIR Tax Identification No.
000-290-538
4. Exact name of issuer as specified in its charter
Roxas Holdings, Inc.
5. Province, country or other jurisdiction of incorporation
Metro Manila
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
14F Net One Center, 26th corner 3rd Avenue, Bonifacio Global City, Taguig, Metro
Manila
Postal Code
1634
8. Issuer's telephone number, including area code
771-7800
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	1,421,798,681
11. Indicate the item numbers reported herein
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Roxas Holdings, Inc.

ROX

PSE Disclosure Form 4-16 - Issuance of Debt Securities
*References: SRC Rule 17 (SEC Form 17-C) and
 Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Convertible Note

Background/Description of the Disclosure

Convertible Note between Roxas Holdings, Inc. (RHI) and First Pacific Natural Resources Holdings, B.V.

Date of Approval by Board of Directors

Feb 1, 2017

Reason or purpose of the issuance, use of proceeds

To raise funds for operations

Terms and conditions

Principal amount or face value of the issue	Php 523,750,000.00
Coupon/interest rate	-
Conversion ratio	to be finalized
Conversion period	to be finalized
Conversion price	Php 4.19
Number of underlying shares to be issued upon conversion	125,000,000
Percentage to total outstanding shares	-

Any provision in the adjustment(s) of the conversion price or number of underlying shares

To be disclosed, once approved and finalized

Terms of payment

To be finalized

Any provision(s) on events and/or consequences of default

To be finalized

Any other relevant details

To be finalized

Corporate background of note/bond holders

First Pacific Natural Resources Holdings, B.V. (FPNBV) is one of the major existing shareholders of RHI. FPNBV is wholly-owned by FP Natural Resources Holdings Limited.

Effect(s) on the ownership structure, including the list of principal shareholders with their corresponding shareholdings and percentage ownership to total outstanding shares before and after the transaction

Principal Shareholders	Before		After	
	Number of shares	%	Number of shares	%
to be disclosed on approval of the increase and conversion	-	-	-	-

Effect(s) on the capital structure

Issued Shares

Type of Security/Stock Symbol	Before	After
Common/ROX	1,439,442,161	1,564,442,161

Outstanding Shares

Type of Security/Stock Symbol	Before	After
Common/ ROX	1,421,798,681	1,546,798,681

Treasury Shares

Type of Security/Stock Symbol	Before	After
common/ROX	17,643,480	17,643,480

Listed Shares

Type of Security/Stock Symbol	Before	After
common/ ROX	1,439,442,161	1,564,442,161

Effect(s) on the public float, if any	To be disclosed on conversion
Effect(s) on foreign ownership level, if any	To be disclosed on conversion

Other Relevant Information

The Convertible Note shall have an aggregate principal amount of Five Hundred Twenty Three Million Seven Hundred Fifty Thousand Pesos (Php523,750,000.00).

The Convertible Note shall be convertible to One Hundred Twenty Five Million (125,000,000) new common shares of the Company to be issued out of an increase in its authorized capital stock from One Billion Five Hundred Million Pesos (Php1,500,000,000.00) divided into One Billion Five Hundred Million (1,500,000,000) common shares, each with a par value of One Peso (Php1.00) per share, to Two Billion Pesos (Php2,000,000,000.00) divided into Two Billion (2,000,000,000) common shares, each with a par value of One Peso (Php1.00) per share.

The issuance of shares to FPNRHBV and the increase in authorized capital stock are subject to shareholders' and SEC approval.

The shareholders' approval shall be solicited in the annual shareholders' meeting on February 15, 2017.

Filed on behalf by:

Name	Ma Hazel Rabara-Retardo
Designation	AVP Governance and Deputy Compliance Officer