

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 7, 2016
2. SEC Identification Number
168063
3. BIR Tax Identification No.
000-065-142
4. Exact name of issuer as specified in its charter
PRYCE CORPORATION
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
17th Floor PRYCE CENTER 1179 Chino Roces Avenue corner Bagtikan Street, Makati
City
Postal Code
1203
8. Issuer's telephone number, including area code
(+632) 899-4401
9. Former name or former address, if changed since last report
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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	2,000,000,000
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.



Pryce Corporation PPC

PSE Disclosure Form LR-2 - Comprehensive Corporate Disclosure on Placing and Subscription Transactions

Reference: Rule on Additional Listing of Shares for a Placing and Subscription Transaction

Subject of the Disclosure

Placing and Subscription Transaction

Background/Description of the Disclosure

The Board of Directors approved today the Placing and Subscription Transaction whereby Josefina Multi-Ventures Corporation (the "Shareholder") will sell 24,500,000 PPC shares to an institutional buyer through an investment banker. The Shareholder will thereafter subscribe to the same number of shares after the approval of an increase in the capital stock of the Company.

Date of Approval by Board of Directors

Dec 7, 2016

Comprehensive Corporate Disclosure

Description of the transaction

The Placing Tranche involves the sale by the Shareholder to third party institutional investor/s of 24,500,000 PPC shares at Php 5.00 per share. The Placing Tranche is expected to be completed by December 12, 2016, or the date of the expected settlement/payment for the shares (three days after trading date).

The Subscription Tranche involves the subscription by the Shareholder to 24,500,000 shares of the Corporation at Php 5.00 per share, or the total subscription value of Php 122,500,000.00, to be paid by the deposit of the proceeds of the sale under the Placing Tranche for future subscription.

Name(s) of the related party(ies) who will place its existing listed shares to a third party(ies)

Name	Type of Security /Stock Symbol	Number
Josefina Multi-Ventures Corporation	Common / PPC	24,500,000

Number and class of shares in the subscription tranche

Number	Type of Security /Stock Symbol	%
24,500,000	Common / PPC	1.22

Placing price of the shares and the basis for setting such price

The Placing Price is Five Pesos (Php 5.00) per share which is determined as within plus or minus 1% of the previous day's closing price.

Subscription price of the shares under the subscription tranche and terms of payment

The subscription price for the shares is at Php 5.00 per share and will be paid in cash by the immediate deposit of the proceeds of the sale to the account of the Company pending the application for and the approval of the increase in its capital stock.

Total transaction value	Php 122,500,000.00
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Rationale of the transaction

The transaction will allow for the stimulation of liquidity in the market for the shares of the Company to benefit its stockholders by dispersing of a number of shares at a fair value. Furthermore, it will infuse fresh capital into the Company to fund its general working capital requirements.

Total funds to be raised and the proposed use of the proceeds, including a detailed work program

The total value of the subscription is Php 122,500,000.00. The Company will use the same to partly fund general working capital requirements.

Timetable of the placing and subscription transaction

The shares subject of the Placing Tranche is expected to be transacted through the Exchange on December 7, 2016, with settlement thereof three trading days after the cross, or on December 12, 2016.

After receipt of the payment for the shares, the Shareholder will immediately remit the same to the account of the Company as deposit for future subscription pending approval by the stockholders and by the Securities and Exchange Commission of the increase in capital stock of the Company. After such approval, the Company will issue the shares and apply the proceeds in payment thereof. Thereafter, the Company will apply for listing of the newly issued shares with the Exchange.

Applicable regulatory approvals

The Company will secure the approval of the Securities and Exchange Commission of the increase in its capital stock. Upon approval and the consequent issuance of the shares by the Company, the Company will apply for listing thereof with the Philippine Stock Exchange. The shares to be issued will be likewise treated as a transaction exempt from registration requirements and, as such, the Company will file a notice of exemption with the Securities and Exchange Commission under Section 10.1(e) of the Securities Regulation Code.

Table showing the ownership structure of the listed company before and after the placing and subscription transaction indicating the number of shares held and respective percentage ownership of the listed

company's shareholders. Such table must indicate the listed company's majority and minority shareholders, with the identities of controlling shareholders

Principal Shareholders	Before		After	
	Number of shares	%	Number of shares	%
Josefina Multi-Ventures Corporation	133,114,512	6.66	133,114,512	6.58
Pryce Securities, Inc.	53,608,000	2.68	53,608,000	2.65
Pryce Development Corporation	63,991,450	3.2	63,991,450	3.16
Hinundayan Holdings Corporation	160,708,000	8.04	160,708,000	7.94
Pryce Plans, Inc.	57,259,250	2.86	57,259,250	2.83
Mindanao Gardens, Inc.	44,000,000	2.2	44,000,000	2.17
Salvador P. Escaño	33,492,660	1.67	33,492,660	1.65
Salvador P. Escaño and/or Xerxes Emmanuel F. Escaño	26,513,250	1.33	26,513,250	1.31
Others/Public	1,427,312,878	71.37	1,451,812,878	71.71

Capital structure

Issued Shares

Type of Security /Stock Symbol	Before	After
Common Shares	2,000,000,000	2,024,500,000

Outstanding Shares

Type of Security /Stock Symbol	Before	After
Common Shares	2,000,000,000	2,024,500,000

Treasury Shares

Type of Security /Stock Symbol	Before	After
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Listed Shares

Type of Security /Stock Symbol	Before	After
Common	1,822,993,750	1,847,493,750

Effect(s) on the public float, if any	The public float will increase.
Effect(s) on foreign ownership level, if any	The foreign ownership level will increase.

Conditions precedent to closing of the transaction, if any
None.

Other Relevant Information
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Filed on behalf by:

Name	Erica Encabo
Designation	Corporate Information and Compliance