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## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Representative

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Company Information

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SEC Registration No. 0000160968  
Company Name PEPSI-COLA PRODUCTS PHILS. INC.  
Industry Classification  
Company Type Stock Corporation

Document Information

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Document ID 106112018005423  
Document Type Statement of Changes in the Beneficial Ownership  
Document Code 23B  
Period Covered April 30, 2018  
No. of Days Late 0  
Department CFD  
Remarks Amended  
filed by: lotte corporation



June 7, 2018

**MARKETS & SECURITIES REGULATION DEPARTMENT**  
SECURITIES AND EXCHANGE COMMISSION  
Secretariat Building, PICC Complex  
Roxas Boulevard, Pasay City 1307 Philippines

Attention: **DIRECTOR VICENTE GRACIANO P. FELIZMENIO, JR.**

RE: Amended SEC Form 23B for April 2018

Gentlemen:

We refer to the Statement of Changes in Beneficial Ownership of Securities (SEC Form 23B) covering our share acquisitions in the month of April 2018, which was filed with the Commission on 8 May 2018 ("Original 23B") and a copy of which is attached hereto, for your reference.

Please be advised that we are filing the attached Amended SEC Form 23B ("Amended 23B") to amend certain information in the Original 23B, particularly with respect to the total or cumulative number of shares owned by Lotte Corporation ("Lotte") in Pepsi-Cola Products Philippines, Inc. ("Company") as it stood at the end of April 2018 and the corresponding percentage of ownership of Lotte in the Company as of that date, which is reported in item 3 under Table 1 on page 1 of said report. The Original 23B inadvertently reflected in items 2 and 4 under Table 1 on Page 1 a transaction dated April 25, 2018 for 100,000 shares. This should be omitted and thus, the total or cumulative number of shares by Lotte during the month of April 2018 should be adjusted as well as the corresponding percentage thereof in relation to the total number of issued and outstanding shares of the Company.

We are filing this Amended 23B to immediately amend the report accurately disclosing Lotte's ownership in the Company as of that date as required by Rule 23.1.2 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code.

We assure you that Lotte and the Company have every intention of fully abiding by the rules and regulations of the Commission.

Very truly yours,

**LOTTE CORPORATION**  
**1 0 9 - 8 1 - 3 4 8 4 8**

by: **LOTTE CORPORATION** Kag-gyu Hwang

**KAG-GYU HWANG** Lotte World Tower 20th Floor, Songpa-ro, Songpa-gu, Seoul, Korea

CEO/Vice Chairman



# COVER SHEET

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S.E.C. Identification No.

**PEPSI-COLA PRODUCTS PHILIPPINES, INC.**

(Company's Full Name)

**Km. 29 National Road, Tunasan, Muntinlupa City**

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

**Ma. Rosario C.Z. Nava**

Contact Person

**750-9687**

Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

**Amended SEC Form 23-B**

FORM TYPE

**Last Friday of May**

Month Date

Annual Meeting

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Secondary License Type, If Applicable

**M S R D**

Dept. Requiring this Doc.

Amended Article Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

Total Amount of Borrowings

To be accomplished by SEC Personnel concerned

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File Number

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Cashier

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SECURITIES AND EXCHANGE COMMISSION  
Metro Manila, Philippines

**AMENDED FORM 23-B**

**AMENDED  
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

**REVISED**

Check box if no longer subject to filing requirement

Filed pursuant to Section 23 of the Securities Regulation Code

<b>1. Name and Address of Reporting Person</b>  <b>LOTTE CORPORATION</b>  (Last) (First) (Middle)  <b>Lotte World Tower, 300 Olympic-ro</b>  (Street)  <b>Songpa-gu, Seoul, 05551, South Korea</b>  (City) (Province) (Postal Code)			<b>2. Issuer Name and Trading Symbol</b>  <b>Pepsi-Cola Products Philippines, Inc (PIP)</b>  <b>3. Tax Identification Number</b>  <b>710-966-843</b>  <b>4. Citizenship</b>  <b>Korean</b>			<b>5. Statement for Month/Year</b>  <b>Apr-18</b>  <b>6. If Amendment, Date of Original (Month/Year)</b>  <b>Apr-18</b>			<b>7. Relationship of Reporting Person to Issuer</b>  (Check all applicable)  _____ Director <input checked="" type="checkbox"/> 10% Owner _____ Officer _____ Other (give title below) (specify below)		
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Table 1 - Equity Securities Beneficially Owned

1. Class of Equity Security	2. Transaction Date (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D)			3. Amount of Securities Owned at End of Month		4. Ownership Form: Direct (D) or Indirect (I) *	6. Nature of Indirect Beneficial Ownership
		Amount	(A) or (D)	Price	%	Number of Shares		
Common Shares	April 3, 2018	1,000,000	A	₱2.8352	41.350%	1,527,392,432	D	N/A
	April 4, 2018	1,500,000	A	₱2.8502				
	April 5, 2018	1,500,000	A	₱2.8826				
	April 23, 2018	575,000	A	₱2.4759				
	April 24, 2018	1,042,000	A	₱2.4764				
	<del>April 25, 2018</del>	<del>100,000</del>	<del>A</del>	<del>₱2.5902</del>				
	April 26, 2018	25,000	A	₱2.5276				
	April 27, 2018	73,000	A	₱2.6000				
	April 30, 2018	1,500,000	A	₱2.6181				

(Print or Type Responses)

**If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.**

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
  - (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
  - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
  - (A) held by members of a person's immediate family sharing the same household;
  - (B) held by a partnership in which such person is a general partner;
  - (C) held by a corporation of which such person is a controlling shareholder; or
  - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., warrants, options, convertible securities)

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yr)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)		5. Date Exercisable and Expiration Date (Month/Day/Year)		6. Title and Amount of Underlying Securities		7. Price of Derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security; Direct (D) or Indirect (I) *	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

4-Jun-18

Date

Note: File three (3) copies of this form, one of which must be manually signed.  
Attach additional sheets if space provided is insufficient.

**DISCLOSURE REQUIREMENTS  
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP  
(50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)**

**Item 1. Security and Issuer**

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities.

**Item 2. Identity and Background**

If the person filing this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- a. Name;
- b. Residence or business address;
- c. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;
- d. Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case;
- e. Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; and
- f. Citizenship.

**Item 3. Purpose of Transaction**

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- c. A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- d. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- e. Any material change in the present capitalization or dividend policy of the issuer;
- f. Any other material change in the issuer's business or corporate structure;
- g. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any
- h. Causing a class of securities of the issuer to be delisted from a securities exchange;
- i. Any action similar to any of those enumerated above.

**Item 4. Interest in Securities of the Issuer**

- a. State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.
- b. For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.
- c. Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.

- d. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified.
- e. If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced.

**Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

**Item 6. Material to be Filed as Exhibits**

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

- a. the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
- b. the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in Seoul, Korea on June 4, 2018.

By:   
KAG GYU HWANG  
CEO/Vice Chairman  
LOTTE CORPORATION

# COVER SHEET

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S.E.C. Identification No.

<b>PEPSI-COLA PRODUCTS PHILIPPINES, INC.</b>
--

(Company's Full Name)

<b>Km. 29 National Road, Tunasan, Muntinlupa City</b>
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(Business Address: No. Street City/Town/Province)

<b>Ma. Rosario C.Z. Nava</b>
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Contact Person

<b>750-9687</b>
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Company Telephone Number

1	2
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Month  
Fiscal Year

3	1
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Day

<b>SEC Form 23-B</b>
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FORM TYPE

<b>Last Friday of May</b>
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Month Date  
Annual Meeting

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Secondary License Type, If Applicable

<b>M</b>	<b>S</b>	<b>R</b>	<b>D</b>
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Dept. Requiring this Doc.

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Amended Article Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

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To be accomplished by SEC Personnel concerned

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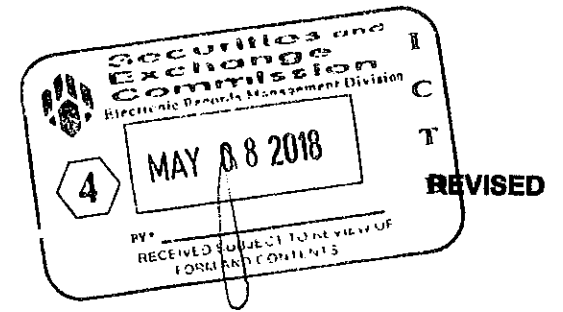
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**FORM 23-B**

SECURITIES AND EXCHANGE COMMISSION  
Metro Manila, Philippines



**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**  
Filed pursuant to Section 23 of the Securities Regulation Code

Check box if no longer subject to filing requirement

1. Name and Address of Reporting Person <b>LOTTE CORPORATION</b>			2. Issuer Name and Trading Symbol <b>Pepsi-Cola Products Philippines, Inc. (PIP)</b>		7. Relationship of Reporting Person to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. Tax Identification Number <b>710-966-843</b>	5. Statement for Month/Year <b>Apr-18</b>	<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)	<input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
Lotte World Tower, 300 Olympic-ro (Street)			4. Citizenship <b>Korean</b>	6. If Amendment, Date of Original (Month/Year) <b>N/A</b>		
Songpa-gu, Seoul, 05551, South Korea (City) (Province) (Postal Code)						

Table 1 - Equity Securities Beneficially Owned

1. Class of Equity Security	2. Transaction Date (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D)			3. Amount of Securities Owned at End of Month		4. Ownership Form: Direct (D) or Indirect (I) *	6. Nature of Indirect Beneficial Ownership
		Amount	(A) or (D)	Price	%	Number of Shares		
Common Shares	April 3, 2018	1,000,000	A	₱2.8352	41.353%	1,527,492,432	D	N/A
	April 4, 2018	1,500,000	A	₱2.8502				
	April 5, 2018	1,500,000	A	₱2.8826				
	April 23, 2018	575,000	A	₱2.4759				
	April 24, 2018	1,042,000	A	₱2.4764				
	April 25, 2018	100,000	A	₱2.5902				
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	April 27, 2018	73,000	A	₱2.6000				
	April 30, 2018	1,500,000	A	₱2.6181				

(Print or Type Responses)

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Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

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  - (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
  - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
  - (A) held by members of a person's immediate family sharing the same household;
  - (B) held by a partnership in which such person is a general partner;
  - (C) held by a corporation of which such person is a controlling shareholder; or
  - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.



**DISCLOSURE REQUIREMENTS  
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP  
(50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)**

**Item 1. Security and Issuer**

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities.

**Item 2. Identity and Background**

If the person filing this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- a. Name;
- b. Residence or business address;
- c. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;
- d. Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case;
- e. Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; and
- f. Citizenship.

**Item 3. Purpose of Transaction**

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- c. A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- d. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- e. Any material change in the present capitalization or dividend policy of the issuer;
- f. Any other material change in the issuer's business or corporate structure;
- g. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any
- h. Causing a class of securities of the issuer to be delisted from a securities exchange;
- i. Any action similar to any of those enumerated above.

**Item 4. Interest in Securities of the Issuer**

- a. State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.
- b. For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.
- c. Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.

- d. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified.
- e. If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced.

**Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

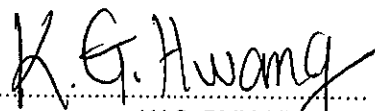
Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included

**Item 6. Material to be Filed as Exhibits**

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

- a. the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
- b. the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate.  
This report is signed in Seoul, Korea on May 5, 2018.

By: .....  .....

KAG GYU HWANG  
CEO/Vice Chairman  
LOTTE CORPORATION