COVER SHEET

4 3 3 7 0

SEC Registration Number

F & J PRINCE

HOLDINGS CORPORATION

(Company's Full Name)

5TH FLOOR CITIBANK CENTER

8741 PASEO DE ROXAS MAKATI

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

Atty. Fina Bernadette D.C. Tantuico

Contact Person

8927133 · 8927137

Company Telephone Numbers

1 2	3 1
Month	Day

Fiscal Year

0 4	1 2
Month	Day

Annual Meeting

SEC FORM 23-B

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form Type

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total Number of Stockholders

Domestic

Foreign

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes.

F & J Prince Holdings Corporation

12 December 2017

SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex, Roxas Boulevard, Pasay City

Attention : ATTY. RACHEL ESTHER J. GUMTANG-REMALANTE
OIC-Corporate Governance and Finance Department

THE PHILIPPINE STOCK EXCHANGE, INC.
PSE Plaza, Ayala Triangle, Ayala Avenue, Makati City

Attention : MR. JOSE VALERIANO B. ZUÑO, III
OIC-Head, Disclosure Department

Subject : <u>Purchase by a Principal Stockholder/ Change in Beneficial Ownership</u>

Gentlemen:

Please be advised of the purchase by Pinamucan Industrial Estates, Inc., a principal stockholder of F & J Prince Holdings Corporation (the "Issuer") of 20,000 Common "A" shares of the Issuer at the price of ₱5.00 per share on December 8, 2017 and another 20,000 Common "A" shares at the price of ₱5.00 per share on December 11, 2017. The purchases were made through its stockbroker, HDI Securities, Inc. Transmitted herewith is SEC Form 23-B in compliance with SRC Rule 23.

We trust that you find the foregoing in order.

Very truly yours,

(ATTY.) FINA BERNADETTE D.C. TANTUICO
Corporate Secretary

My Docs>F&J>2017 Files>SEC Form 23-B>
Letter-FCT [PIEI December 8, 2017 and December 11, 2017]

5/F Citibank Center, 8741 Paseo de Roxas, Makati City 1226
Tel. Nos.: 8927133 • 8927137 • 8929443 • Fax Nos.: 8927127 • 8927150
Email Address: fjphco@gmail.com

SECURITIES AND EXCHANGE COMMISSION
Metro Manila, Philippines

REVISED

FORM 23-B

☐ Check box if no longer subject to filing requirement

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 23 of the Securities Regulation Code

1. Name and Address of Reporting Person	2. Issuer Name and Trading Symbol		7. Relationship of Reporting Person to Issuer (Check all applicable)
PINAMUCAN INDUSTRIAL ESTATES, INC. (Last) (First) (Middle)	F & J PRINCE HOLDINGS CORPORATION (FJP)		____ Director ✓ 10% Owner
5TH FLOOR, CITIBANK CENTER (Street)	3. Tax Identification Number 003-978-158	5. Statement for Month/Year DECEMBER 2017	____ Officer (give title below) ____ Other (Specify below)
8741 PASEO DE ROXAS, MAKATI CITY 1226 (City) (Province) (Postal Code)	4. Citizenship FILIPINO	6. If Amendment, Date of Original (Month/Year) N/A	PRINCIPAL STOCKHOLDER

Table 1 – Equity Securities Beneficially Owned

1. Class of Equity Security	2. Transaction Date (Month/Day/Year)	4. Securities Acquired Amount	(A) or (D)	Price	3. Amount of Securities Owned at End of Month %	Number of Shares	4. Ownership Form Direct (D) or Indirect (I)	5. Nature of Indirect Beneficial Ownership
	Beginning Balance:							
Common "A" shares at P1.00 par value Common "B" shares at P1.00 par value	12/07/2017				2.5% 7.8%	12,155,026[1] 37,754,979[1] (as of 12/07/2017)	(A shares) (B shares) D	Direct Direct
Common "A" shares at P1.00 par value	12/08/2017	20,000 (A shares)	(A)	₱5.00/share	2.5%	12,175,026[1] (as of 12/08/2017)		
	12/11/2017	20,000 (A shares)	(A)	₱5.00/share	2.5%	12,195,026[1] (as of 12/11/2017)		
	End Balance:							
Common "A" shares at P1.00 par value Common "B" shares at P1.00 par value	**12/11/2017** **12/11/2017**				**2.5%** **7.8%**	**12,195,026[1]** **37,754,979[1]** **(as of 12/11/2017)**	(A shares) (B shares) D	Direct Direct

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

[1] Includes shares held under stockbrokerage account.

FORM 23-B (continued)

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. Name of Derivative Securities Acquired (A) or Disposed (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 of Number of Shares				

Explanation of Responses

Date

Note: File three (3) copies of this form, one of which must be manually signed.
Attached 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 of 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 of 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 person;
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. Described 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 corporation 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 the City of Makati on December 12, 2017.

By: ____________________
(Signature of Reporting Person)

JOHNSON U. CO, President
____
(Name/Title)