

3 1 1 6 8  
SEC Registration Number

A B R O W N C O M P A N Y , I N C .  
(Company's Full Name)

A I R P O R T R O A D U P T O W N

C A G A Y A N D E O R O C I T Y

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

Atty. Rosa Anna Duavit - Santiago  
Contact Person

02-6386832  
Company Telephone Number

1 2 / 3 1  
Month Day  
Fiscal Year

1 7 - C  
FORM TYPE

0 6  
Month Day  
Annual Meeting

Secondary License Type, if applicable

C F D  
Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign  
- 0 -

To be accomplished by SEC Personnel concerned

File number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

05 October 2012

- 1. .... 002-724-446-000
- 2. SEC Identification Number. 31168 3. BIR Tax Identification No. ....

**A BROWN COMPANY, INC.**

- 4. ....  
Exact name of issuer as specified in its charter  
Metro Manila
- 5. .... 6. \_\_\_\_\_ (SEC Use Only)  
Province, country or other jurisdiction Industry Classification Code:  
Airport Road Uptown, Cagayan de Oro City
- 7. ....  
Address of principal office  
Liaison Office - (02) 638-6832 / (02) 633-3135
- 8. ....
- 9. ....  
Former name or former address, if changed since last report

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
.....	.....
.....	.....

11. Indicate the item numbers reported herein: **Item No. 9**

Please refer to the attached letter to the Philippine Stock Exchange dated **October 05, 2012**.

**SIGNATURES**

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**A BROWN COMPANY, INC.**

05 October 2012



ATTY. ROSA ANNA DUAVIT-SANTIAGO  
Vice – President/ Chief Finance Officer/Treasurer



05 October 2012

**PHILIPPINE STOCK EXCHANGE, INC.**

3/F Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City, Metro Manila

Attention: **Ms. Janet A. Encarnacion**  
Head-Disclosure Department

Re: Private Placement of 250,000,000 Common Shares

Gentlemen:

Please be advised that the Corporation's Board of Directors has approved this afternoon the private placement of two hundred fifty million shares (250,000,000) of its listed Common Shares (the "Placement Tranche") consisting of:

Treasury Shares	-	173,633,704 Common Shares
Walter W. Brown Shares	-	<u>76,366,296 Common Shares</u>
		250,000,000 Common Shares

Each of the Placement Tranche shares has a par value of One Peso (₱1.00) per share and will be sold at a price of Two Pesos and 89/100 (P2.89) per share and will be crossed in the Exchange on October 08, 2012.

The Board likewise approved the issuance of an equal number of new shares of the Corporation (the "Subscription Tranche"), at an issue price equal to the net proceeds per share in favor of Dr. Walter W. Brown, the seller of the Placement Tranche and subscriber of the Subscription Tranche (the "Top-Up Placement"). The Subscription Tranche will be issued out of an increase in the Corporation's authorized capital stock from the present One Billion Three Hundred Twenty Million Pesos (₱1,320,000,000.00) to One Billion Six Hundred Twenty Million Pesos (₱1,620,000,000.00) which increase was approved by the Corporation's Board of Directors on 02 May 2012 and by the Shareholders on 01 June 2012. As soon as practicable, the increase in the Corporation's capital stock will be presented for approval by the Securities and Exchange Commission, simultaneous with the filing of the application to list the Subscription Tranche with the Philippine Stock Exchange. The Subscription Tranche will constitute Five and 51/100 Percent (5.5087%) of the Corporation's issued and outstanding capital stock after the completion of the Top-Up Placement.

The Corporation will not be directly receiving the proceeds from the sale of the Top Up Shares, but the Facilitating Stockholder has agreed to subscribe for, and the Corporation has agreed to issue, new shares in an amount equal to the aggregate number of shares sold by the Facilitating Stockholder, at a subscription price equal to the net proceeds per share.

The proceeds to be received by the Corporation from the sale of the treasury shares held by it, as well as from the subscription of the Facilitating Stockholder will be used by the Corporation to form part of its working capital as well as for investment in its present and future projects.

The Private Clients Group of COL Financial Group, Inc. has been engaged to act as Sole Coordinator and Private Arranger for the offering. The Top Up Shares are to be offered and sold in the Philippines pursuant to the exemption under Section 10.1(k) of the Securities Regulation Code.

Thank you for your kind attention.

Very truly yours,



ATTY. ROSA ANNA DUAVIT-SANTIAGO  
Vice – President/ Chief Finance Officer/Treasurer