

COVER SHEET

CS200714445

TWO RIVERS PACIFIC HOLDINGS
CORPORATION

(Company's Full Name)

10TH FLOOR MGO BUILDING
LEGASPI CORNER DELA ROSA STREETS
MAKATI CITY

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

MARILYN A. VICTORIO-AQUINO

Contact Person

888-0888

Company Telephone Number

AMENDMENT

12 31
Month Day
Fiscal Year

SEC FORM 18-A

FORM TYPE

2nd Friday of May

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

PSE - DISCLOSURE DEPARTMENT

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SECURITIES AND EXCHANGE COMMISSION
SEC FORM 18-A
REPORT BY OWNER OF MORE THAN FIVE PERCENT

Check the appropriate box:

☐

Initial Filing

☒

Amendment

Item/s amended by the Filing Items 3, 4(a), 4(b), 4(c), 4(d) and 4(e)

1. Exact Name of Registrant as Specified in its Charter Philex Petroleum Corporation

a. 27 Brixton Street, Pasig City, Philippines
Address of Principal Offices

1600
Postal Code

b. SEC Identification Number CS 2007 19819

c. ☐ (SEC Use Only)

Industry Classification Code

d. BIR Tax Identification Number 006-940-588-000

2. Two Rivers Pacific Holdings Corporation

Name of Reporting Person

a. 10/F MGO Building, Dela Rosa corner Legazpi St., Legazpi Village, Makati City
Address of Reporting Person

0721
Postal Code

b. (63 2) 888-0888

Telephone Number of Reporting Person

c. Filipino/Philippines

Citizenship or Place of Organization of Reporting Person

Manuel V. Pangilinan (Chairman and President)

10/F MGO Building, Dela Rosa corner Legazpi St. Legazpi Village, Makati City 0721

Tel. No. (63 2) 8880888

Name, Address and Telephone Number of person authorized to receive notices and communications if reporting person is a partnership, corporation or other legal entity

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.

This form relates to common shares issued by Philex Petroleum Corporation ("PXP"), a corporation with business address at 27 Brixton Street, Pasig City.

Item 2. Identity and Background

If the person filing this Form or any person enumerated in subparagraph (d)(1) of the General Instructions to 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 or any person enumerated in (d)(1) of the General Instructions is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

(a) Name;

Two Rivers Pacific Holdings Corporation ("Two Rivers")

(b) Residence or business address;

10/F MGO Building, Dela Rosa corner Legazpi St., Legazpi Village, Makati City 0721

(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;

Property holding company

(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;

Not applicable

(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

Not applicable

(f) Citizenship.

Filipino

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:

Not applicable

- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;

Not applicable

- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;

Not applicable

- (c) A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;

Not applicable

- (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;

Not applicable

- (e) Any material change in the present capitalization or dividend policy of the issuer;

Not applicable

- (f) Any other material change in the issuer's business or corporate structure;

Not applicable

- (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;

Not applicable

- (h) Causing a class of securities of the issuer to be delisted from a securities exchange;

Not applicable

- (i) Any action similar to any of those enumerated above.

Not applicable

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.

84,973,638 common shares (4.998%) held by Two Rivers

- (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.

Sole power to vote 84,973,638 common shares

- (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.

Two Rivers sold an aggregate of 7,385,300 common shares on the stock exchange between February 11, 2015 and March 31, 2015 at an average price of P3.3488 per share

- (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.

Not applicable

- (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.

March 31, 2015

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.

Not applicable

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

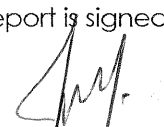
Not applicable

- (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.

Not applicable

SIGNATURE

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, Philippines on April 1, 2015.

By: 
Joan Mae S. To
Assistant Corporate Secretary
and Authorized Representative
(Name/Title)


The original report shall be signed by each person on whose behalf the report is filed or his authorized representative. If the report is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the report. The name and title of each person who signs the report shall be typed or printed beneath his signature.

SUBSCRIBED AND SWORN to before me this 1st day of April 2015 affiant Joan Mae S. To exhibiting to me her Tax Identification No. 288-528-189.

Doc. No. 352;
Page No. 2;
Book No. 348;
Series of 2015

SEC Form 18-A
February 2001




EMMANUEL C. PARAS
Notary Public for Makati City
Appointment No. M-56 until Dec. 31, 2016
Roll of Attorney No. 27192
PTR No. 4756278MC; 01/07/15; Makati City
ID No. 0979769; 01/05/15; Makati Chapter
SEC Compliance No. IV-000/364; 9/5/12 Makati
ByCipLaw Center, 105 Paseo de Roxas
Makati City, 1226 Metro Manila
Philippines

SECRETARY'S CERTIFICATE

The undersigned, MARIEVIC G. RAMOS-AÑONUEVO, being duly elected and qualified Corporate Secretary of **TWO RIVERS PACIFIC HOLDINGS CORPORATION**, a corporation organized under the laws of the Philippines with offices at 10/F MGO Building, Legazpi corner Dela Rosa Streets, Makati City (the "Corporation"), is authorized to certify, and hereby certifies on behalf of the Corporation, that:

1. The following is a true and correct copy of the resolution unanimously adopted and approved by the Board of Directors of the Corporation on March 30, 2015:

"RESOLVED, that the Board of Directors of **TWO RIVERS PAICIFIC HOLDINGS CORPORATION** (the 'Corporation') authorize, as it hereby authorizes, the Assistant Corporate Secretary, Ms. Joan Mae S. To, to (i) sign and execute, on behalf of the Corporation, SEC Form 18-A for the amendment of Items Nos. 3, 4(a), 4(b), 4(c), 4(d) and 4(e) as required under SRC Rule 18.1; and (ii) do any and all things necessary or appropriate to fully implement the foregoing resolution."

2. The above-quoted resolution has not been amended, modified or rescinded, and is in full force and effect as of the date hereof.
3. The foregoing statements are true and correct and in accordance with the records of the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 1st day of April 2015.

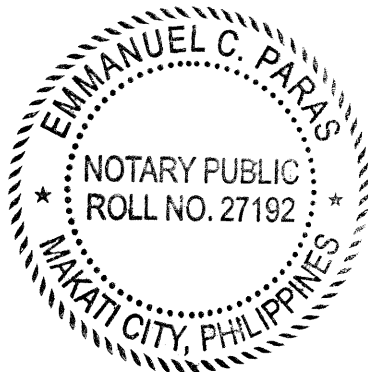

MARIEVIC G. RAMOS-AÑONUEVO
Corporate Secretary


REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI)SS.

Before me, a notary public in and for the city named above, personally appeared Marievic G. Ramos-Añonuevo with Passport No. EB9909812 issued at DFA Manila on 4 January 2014 expiring on 3 January 2019, who is personally known to me to be the same person who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this 1st day of April 2015.

Doc. No. 357
Page No. 72
Book No. 348
Series of 2015.




EMMANUEL C. PARAS
Notary Public for Makati City
Appointment No. M-56 until Dec. 31, 2016
Roll of Attorney No. 27192
PTR No. 4756278MC; 01/07/15; Makati City
IBP No. 0979769; 01/05/15; Makati Chapter
MCLE Compliance No. IV-0007064; 9/5/12 Makati
SyCipLaw Center, 105 Paseo de Roxas
Makati City, 1226 Metro Manila
Philippines