

C02898-2018

**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)
Apr 27, 2018
2. SEC Identification Number
11840
3. BIR Tax Identification No.
000-100-341-000
4. Exact name of issuer as specified in its charter
SAN MIGUEL FOOD AND BEVERAGE, INC.
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
23/F, The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City, Metro
Manila
Postal Code
1605
8. Issuer's telephone number, including area code
(632) 317-5000
9. Former name or former address, if changed since last report
N/A
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 (FB)	1,666,670,960
PREFERRED (FBP2)	15,000,000
11. Indicate the item numbers reported herein
Item 9. Other Events

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.



**San Miguel Food and Beverage, Inc.
FB**

PSE Disclosure Form 4-13 - Clarification of News Reports

**References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure

Clarification of news article entitled "SEC exempts Pure Foods from tender offer rule".

Source	ManilaStandard.net
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Subject of News Report	SEC exempts Pure Foods from tender offer rule
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Date of Publication	Apr 26, 2018
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Clarification of News Report

Please see attached.

Other Relevant Information

None.

Filed on behalf by:

Name	Zenaida Postrado
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Designation	VP & Chief Finance Officer
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April 27, 2018

The Philippine Stock Exchange, Inc.

9th Floor, PSE Tower
28th Street cor. 5th Avenue
BGC, Taguig City

Attention: **MR. JOSE VALERIANO B. ZUÑO**
OIC-Head – Disclosure Department

Ladies and Gentlemen:

We write in response to your request for clarification and/or confirmation of the news article entitled “SEC exempts Pure Foods from tender offer rule” posted in manilastandard.net on April 26, 2018. The article reported in part that:

“The Securities and Exchange Commission said San Miguel Pure Foods Co. Inc. is exempted from conducting a tender offer to minority shareholders of Ginebra San Miguel Inc. and San Miguel Brewery Inc. under a planned consolidation.

The SEC said in a letter to SMPFC the company’s planned acquisition of a controlling stake in GSMI and SMB would not result in change of ownership and that the deal, which is considered a merger and consolidation, was exempted from mandatory tender offer rules of the Securities Regulation Code.

‘San Miguel Purefoods Co. Inc. is not required to conduct a tender offer considering that the said transaction will not result in change in ownership control and is likewise exempted from the said mandatory tender offer required pursuant to Section 19.3.17 go (sic) the Securities Regulation Code,’ the SEC said.

....”

We confirm that the SEC said in a letter that the Company is exempted from conducting a mandatory tender offer to minority shareholders of SMB and GSMI for the reasons cited in the above article.

Very truly yours,


ALEXANDRA BENGSON TRILLANA
Corporate Secretary

San Miguel Pure Foods Company, Inc

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