**SEC FORM 12-1 ETF**

**REGISTRATION STATEMENT**

##### GENERAL INSTRUCTIONS

1. The SEC Form 12-1 ETF shall be used for the registration of Exchange Traded Funds (ETF) that shall be sold or offered for sale pursuant to SEC Memorandum Circular No. 10, Series of 2012 otherwise known as the Rules and Regulations on Exchange Traded Funds (ETF Rules), Investment Company Act (ICA), Securities Regulation Code (SRC) and their implementing rules and regulations.

2. Attention is directed to the following ETF and SRC Rules provisions which refer to the registration of ETFs, filings of periodic and current reports, proxy solicitations, officer and principal stockholder filings and financial statements required by Section 68 thereof.

1. Section 5 of the ETF Rules
2. Section 6 of the ETF Rules
3. Section 7 of the ETF Rules
4. Section 8 of the ETF Rules
5. Section 9 of the ETF Rules
6. Section 11 of the ETF Rules
7. Section 12 of the ETF Rules
8. Section 13 of the ETF Rules
9. Section 14 of the ETF Rules
10. Section 15 of the ETF Rules
11. Section 16 of the ETF Rules
12. Section 17 of the ETF Rules
13. Section 18 of the ETF Rules
14. Section 19 of the ETF Rules
15. Section 23 of the ETF Rules
16. Section 24 of the ETF Rules
17. Section 25 of the ETF Rules
18. SRC Rule 8.1
19. SRC Rule 8.3
20. SRC Rule 12.1
21. SRC Rule 12.2
22. SRC Rule 13
23. SRC Rule 14
24. SRC Rule 17.1
25. SRC Rule 18.1
26. SRC Rule 20
27. SRC Rule 23
28. SRC Rule 68, as amended
29. SRC Rule 72.1

3. Attention is particularly directed to SRC Rule 12.1 for the requirements applicable to the contents of the non-financial information portions of a registration statement under the SRC, and SRC Rule 68, as amended for the contents of the financial information portions of a registration statement. Where SEC Form 12-1 ETF directs the registrant to furnish information required by SRC Rule 12.1, “Annex C, as amended, and the item of that Rule so provides, information need only be furnished to the extent applicable. Prior to preparation of their filings, registrants should also review the provisions of SRC Rule 72.1, "General Rules and Regulations For Filing of SEC Forms With the Securities and Exchange Commission." Definitions contained in Section 5 of the ETF Rules, “Annex B” and SRC Rule 68, as amended, to the extent they are not defined herein, shall govern the meaning of similar terms used herein.

4. The registration statement shall be signed by the registrant’s principal executive officer or officers, its principal financial officer, its comptroller or principal accounting officer, and the majority of its board of directors or persons performing similar functions.

5. The name of each person who signs the registration statement shall be typed or printed beneath the signature. Any person who occupies more than one of the specified positions shall indicate the capacity in which he signs the registration statement. At least one copy of the documents filed shall be manually signed and the unsigned copies shall be conformed.

6. Every amendment to a registration statement shall be signed by the persons specified in subparagraph A of Section 7.3 of the ETF Rules or by any executive officer duly authorized by the Board of Directors. The final registration statement and the final prospectus shall, however, be signed by all required signatories under subparagraph A of Section 7.3 of the ETF Rules.

7. Three (3) copies of a duly accomplished SEC Form 12-1 ETF and Prospectus shall be filed, including exhibits and all other papers and documents filed as part thereof.

8. No pre-evaluation shall be conducted on the registration statement prior to filing and the Commission may reject any application for registration for technicalities.

9. In the event that the registration statement is rejected pursuant to Section 13 of the SRC, the fee paid thereon shall be forfeited.

SEC FORM 12-1 ETF

**REGISTRATION STATEMENT**

1. SEC Identification Number ................................

2. ..........................................................................................

Exact name of registrant as specified in its charter

3. ................................................................. 4. ...............................................

|  |  |
| --- | --- |
| Province, country or other jurisdiction of incorporation or organization | BIR Tax Identification Number |

5. ..........................................................................................

General character of business of registrant.

6. Industry Classification Code: (SEC Use Only)

7. ..........................................................................................

Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices

8. Fiscal Year Ending Date (Month and Day) : .................................

**Computation of Registration Fee**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Title of each class of ETF to be registered | Amount to be registered | Proposed Maximum offering price per unit | Proposed maximum aggregate offering price | Amount of registration fee |

Registration Statements filed pursuant to Section 12 of the SRC shall be accompanied by a fee as follows:

|  |  |
| --- | --- |
| Maximum aggregate price of securities to be offered | Amount of filing fee |
| Not more than P500 Million  | 0.10% of the maximum aggregate price of the securities to be offered |
| More than P500 Million but not more than P750 Million | P500,000 plus 0.075% of the excess over P500 Million |
| More than P750 Million but not more than P1 Billion | P687,500 plus 0.05% of the excess over P750 Million |
| More than P1 Billion | P812,500 plus 0.025% of the excess over P1 Billion  |

 A legal research fee of 1% of the filing fee paid for filings made pursuant to SRC Rule 8.1

 shall also be paid at the time of the filing.

**PART I - INFORMATION REQUIRED IN PROSPECTUS**

**Item 1**. Front of the Registration Statement and Outside Front Cover Page of Prospectus.

Set forth in the front of the registration statement and on the outside front cover page of the prospectus the information required by Part VI, paragraph (A) of “Annex C, as amended” and Section 6, of the ETF Rules.

**Item 2**. Inside Front Cover and First Two or More Pages of Prospectus.

Set forth on the inside front cover page of the prospectus and the first two or more pages, the information required by Part VI, paragraph (B) of “Annex C, as amended”.

See Annex “1” for the required details and information.

**Item 2-A**. First Three or More Pages of Prospectus.

Set forth on the first three or more pages of the prospectus the Table of Contents and the Glossary as required by Part VI, paragraph (B) of “Annex C, as amended”.

**Item 3.** Risk Factors and Other Information

Furnish the information required by Part VI, paragraph (C) and (D) of “Annex C, as amended”.

**Item 4.** Use of Proceeds.

Furnish the information required by Section 17 and 19 of the ETF Rules, Part VI, paragraph (E) of “Annex C, as amended”.

**Item 5.** Determination of Offering Price and/or the Net Asset Value per Share.

Furnish the information required by Part VI, paragraph (F) of “Annex C, as amended” and Sections 5(15 and 16), 8(3, 4 and 5) and 23 of the ETF Rules.

**Item 6.** Dilution.

Furnish the information required by Part VI, paragraph (G) of “Annex C, as amended”.

**Item 7.** Selling Security Holders.

Furnish the information required by Part VI, paragraph (H) of “Annex C, as amended”.

**Item 8**. Plan of Distribution.

Furnish the information required by Sections 15, 16, 18 and 19 of the ETF Rules, Part VI, paragraphs (I), (J) and (K) of “Annex C, as amended”.

**PART II – SECURITIES OF THE REGISTRANT**

**Item 9.** Description of Securities to Be Registered.

Furnish the information required by Section 5 and 19 of the ETF Rules, Part II, paragraph (B) of “Annex C, as amended”.

**Item 10.** Interests of Named Experts and Independent Counsel.

Furnish the information required by Part VI, paragraph (L) of “Annex C, as amended”.

**Item 11.** Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

(a) Information required by Part I, paragraph (A) of “Annex C, as amended”, Description of Business;

(b) Information required by Part I, paragraph (B) of “Annex C, as amended”, Description of Property;

(c) Information required by Part I, paragraph (C) of “Annex C, as amended”, Legal Proceedings;

1. Where common equity securities are being offered, information required by Section 19 (n) of the ETF Rules, Part II, paragraph (A)(1) through (4) of “Annex C, as amended”, Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters;
2. Information required by Part III, paragraph (A) of “Annex C, as amended”, Management's

 Discussion and Analysis or Plan of Operation;

1. Information required by Part III, paragraph (B) of “Annex C, as amended”, Changes in and Disagreements With Accountants On Accounting and Financial Disclosures;

**PART III – CONTROL AND COMPENSATION INFORMATION**

Provide the additional information with respect to the registrant:

1. Information required by Sections 14 and 15 of the ETF Rules , Part IV, paragraph (A) of “Annex C, as amended”, Directors, Executive Officers, Promoters, Index Provider and Control Persons;
2. Information required by Part IV, paragraph (B) of “Annex C, as amended”, Executive Compensation;

1. Information required by Section 19 of the ETF Rules, Part IV, paragraph (C) of “Annex C, as amended”, Security Ownership of Certain Record and Beneficial Owners and Management;
2. Information required by Part IV, Section (D) of “Annex C, as amended”, Certain Relationships and Related Transactions.

**Item 12.** Financial Information

Furnish financial information as required by SRC Rule 68, as amended.

**PART IV - THE FOLLOWING ADDITIONAL INFORMATION SHOULD BE PROVIDED IN THE PROSPECTUS**

Furnish the following information with respect to the registrant:

1. Information required by Section 7.5 of the ETF Rules on Investment Objectives and Policies.
2. Information required by Sections 14 and 23 of the ETF Rules on Index and Index Provider.
3. Information required by Section 23 of the ETF Rules on Premium and Discount Information.
4. Information required by Section 11 of the ETF Rules on In-Kind Issuance and Redemption of ETF Shares.
5. Information required by Section 12 of the ETF Rules on Issuance of ETF Shares in Exchange for Cash.
6. Information required by Section 13 of the ETF Rules on Direct Redemption.
7. Information required by Section 8 of the ETF Rules on Liquidity of the ETF Shares and the Underlying Securities.
8. Information required by Section 19 of the ETF Rules on Tracking Error.
9. Information required by Section 25 of the ETF Rules on Securities Lending Activity.

**PART V - INFORMATION INCLUDED IN REGISTRATION STATEMENT**

**BUT NOT REQUIRED IN PROSPECTUS**

**Item 13.** Other Expenses of Issuance and Distribution.

Furnish the information required by Part VI, paragraph (M) of “Annex C, as amended”.

**Item 14.** Exhibits.

Furnish or incorporate by reference the exhibits required by The ETF Rules and Part VII of “Annex C, as amended”, and any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

**SIGNATURES**

 Pursuant to the requirements of the ETF Rules, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ on\_\_\_\_\_\_\_\_\_\_, 20\_\_.

By:

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Principal Executive Officer Comptroller/ Principal Accounting Officer

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Principal Financial Officer Director

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Director Director

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Director Director

 **SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_ 200\_\_ affiant(s) exhibiting to me his/their Residence Certificates, as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| **NAMES** | **GOVT ISSUED ID and NO.** | **DATE OF ISSUE** | **PLACE OF ISSUE** |
|  |  |  |  |
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 **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

 **Notary Public**