



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1
REGISTRATION STATEMENT
UNDER THE SECURITIES REGULATION CODE

- SEC Identification Number: **39274**
- AC ENERGY CORPORATION**
Exact name of registrant as specified in its charter
- Philippines**
Province, country or other jurisdiction of incorporation or organization
- 000-506-020-000**
BIR Tax Identification Number
- Electricity, Energy, Power & Water**
General character of business of registrant.
- Industry Classification Code: (SEC Use Only)
- 35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas cor. Makati Avenue, Makati City 1226**
Address, including postal code

Telephone number: **(632) 7730-6300**
Fax number including area code, of registrant's principal offices: **(632) 7751-6511**
- N/A**
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.
- Fiscal Year Ending Date (Month and Day): **[December 31]**
- Computation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed maximum aggregate offering price	Amount of registration fee
For the Shelf Registration			
Debt Securities	Up to ₱30,000,000,000.00	₱30,000,000,000.00	₱8,143,125.00 ¹
For the First Tranche			
Fixed Rate Bonds	Up to ₱10,000,000,000.00	₱10,000,000,000.00	₱ 3,093,155.00 ²

PART I
INFORMATION REQUIRED IN PROSPECTUS

¹ Inclusive of 1% Legal Research Fee (LRF)

² Inclusive of 1% LRF and ₱30.00 Documentary Stamp Taxes (DST).

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

Please refer to cover page of the Preliminary Prospectus dated 6 July 2022 (the “Preliminary Prospectus”).

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

Please refer to pages i to iv of the Preliminary Prospectus.

Item 3. Risk Factors and Other Information

Please refer to pages 38 to 65 of the Preliminary Prospectus.

Item 4. Use of Proceeds.

Please refer to pages 65 to 69 of the Preliminary Prospectus.

Item 5. Determination of Offering Price.

Please refer to cover page of the Preliminary Prospectus.

Item 6. Dilution.

Not applicable.

Item 7. Selling Security Holders.

Not applicable.

Item 8. Plan of Distribution.

Please refer to pages 73 to 78 of the Preliminary Prospectus.

Item 9. Description of Securities to Be Registered.

Please refer to pages 81 to 105 of the Preliminary Prospectus.

Item 10. Interests of Named Experts and Independent Counsel

Please refer to page 318 of the Preliminary Prospectus.

Item 11. Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a) On Description of Business, please refer to pages 16 to 19 of the Preliminary Prospectus.*
- (b) On Description of Property, please refer to pages 171 to 175 of the Preliminary Prospectus.*
- (c) On Legal Proceedings, please refer to page 202 to 204 of the Preliminary Prospectus.*
- (d) On Management's Discussion and Analysis or Plan of Operation, please refer to page 106 to 145 of the Preliminary Prospectus.*
- (e) On Changes in and Disagreements with Accountants on Accounting and Financial Disclosure, please refer to page 319 of the Preliminary Prospectus.*
- (f) On Directors, Executive Officers, Promoters and Control Persons, please refer to pages 288 to 306 of the Preliminary Prospectus.*
- (g) On Executive Compensation, please refer to pages 301 to 303 of the Preliminary Prospectus.*
- (h) On Security Ownership of Certain Record and Beneficial Owners and Management, please refer to pages 303 to 304 of the Preliminary Prospectus.*
- (i) On Certain Relationships and Related Transactions, please refer to page 307 to 310 of the Preliminary Prospectus.*

Item 12. Financial Information

Interim financial statements for the quarterly period ended 31 March 2022
2021 Audited Financial Statements with Statement of Management's Responsibility
2020 Audited Financial Statements with Statement of Management's Responsibility
2019 Audited Financial Statements with Statement of Management's Responsibility

PART II
INFORMATION INCLUDED IN REGISTRATION STATEMENT BUT NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

Please refer to page 66 of the Preliminary Prospectus.

Item 14. Exhibits.

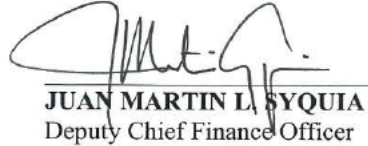
Exhibit	Description
1	Statement of Management Responsibility on Financial Statements
2	Consolidated Audited Financial Statements (AFS) with Supplementary Schedules
3	Parent Audited Financial Statements
4	Company's Website
5	Mandate Letter
6	Certification on Legal Proceedings
7	Certificate on AFS
8	Certificate re Permits and Licenses
9	Certifications re Due Diligence and Awareness
10	Undertaking to Publish
11	SEC Certification of Incorporation, Articles of Incorporation, and By-Laws
12	Summary of Material Contracts
13	Quarterly Report to Security Holders
14	Report Furnished to Security Holders
15	Other Documents or Statements to Security Holders
16	List of Subsidiaries
17	Published Report Regarding Matters Submitted to Vote of Security Holder
18	Curriculum Vitae of Directors and Officers
19	Authority to Examine Bank Accounts
20	Secretary's Certificate re Corporate Governance Principles
21	Secretary's Certificate re Approval of Offer
22	Certificate re: Online Filing
23	Undertaking to Pay Filing Fees
24	Income Tax Returns
25	Transaction Documents
26	Certificate of Eligibility of Trustee

SIGNATURE

Pursuant to the requirements of the Code, this registration statement was signed on behalf of the registrant by the undersigned, thereunto duly authorized, in Makati City on JUL 06 2022.

By:


JOHN ERIC T. FRANCIA
President & Chief Executive Officer


JUAN MARTIN L. SYQUIA
Deputy Chief Finance Officer


DODJIE D. LAGAZO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUL 06 2022 in Makati City, affiants exhibiting to me their respective competent evidence of identity as follows:

Name	Government Issued ID
JOHN ERIC T. FRANCIA	
JUAN MARTIN L. SYQUIA	
DODJIE D. LAGAZO	

Doc No.: 359 ;
Page No.: 73 ;
Book No.: XI ;
Series of 2022.




JORDAN MAE T. CHUA
Notary Public for Makati City
Appointment No. M-148 valid until 31 December 2023
Attorney's Roll No. 63561; 8 May 2014
PTR No. MKT 8853590/ 03 January 2022/Makati City
IBP Lifetime No. 012851/2 April 2015/Quezon City
MCLE Compliance No. VII-0017361 valid until 14 April 2025
35/F Ayala Triangle Gardens Tower 2
Makati Avenue corner Paseo de Roxas, Makati City
Tel No. 77306300