

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: **069-39274**
2. **AC ENERGY CORPORATION**
Exact name of registrant as specified in its charter
3. **MAKATI CITY, METRO MANILA,**
PHILIPPINES
Province, country or other jurisdiction of
incorporation or organization
4. **000-506-020-000**
BIR Tax Identification Number
5. **ENERGY COMPANY**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **4TH FLOOR, 6750 OFFICE TOWER**
AYALA AVENUE, MAKATI CITY 1226
Telephone Number: (63) 02 7730 6300
Facsimile Number: (63) 02 7752 6511
Address, including postal code, telephone number, FAX number including area code, of registrant's
principal offices
8. **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.
9. 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 offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
COMMON SHARES (Primary Offer)	₱2,000,000,000.00	₱8.20	₱16,400,000,000.00	₱5,544,509.67
				Computation: 812,500 (for the 1 st 1 Billion) + 4,732,009.67 (18,928,038,659.4 x .025%)
COMMON SHARES (Secondary Offer)	₱430,248,617.00	₱8.20	₱3,528,038,659.40	
Legal Research Fee				₱ 55,445.10 (1% of Total Reg. Fee)
TOTAL SEC FEES				₱ 5,599,954.75

PART I - INFORMATION REQUIRED IN PROSPECTUS

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

The information required by Part VI, paragraph (A) of "Annex C, as amended" is on the **cover page** and **page i - iv** of the Prospectus.

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

The information required by Part VI, paragraph (B) of "Annex C, as amended", to wit:

- (1) The following information is found on the following pages of the Prospectus:
 - (a) Number of shares offered by current stockholders is on **page i** of the Prospectus;
 - (b) Total number of shares outstanding after the offering is on **page ii** of the Prospectus;
 - (c) Total proceeds raised by the offering is on **page ii** of the Prospectus;
 - (d) Brief description of use of proceeds from the offering is on **page ii** of the Prospectus;
 - (e) Underwriters' fees is on **page iii** of the Prospectus;
 - (f) Dividend policy is on **page ii** of the Prospectus; and
 - (g) Address and telephone number of the corporation's principal office is on **page i** of the Prospectus.
- (2) Table of Contents is on **page vi** of the Prospectus.
- (3) Brief description of the corporation's business is on **pages 18-23** of the Prospectus.
- (4) Summary paragraph or key points characterizing the risks of the offering under the caption "*Risks of Investing*" is on **pages 48 - 67** of the Prospectus.
- (5) Summary financial information in tabular or graphic form which is useful to potential investors is on **pages 36 - 47** of the Prospectus.
- (6) A Glossary is on **pages 6 - 17** of the Prospectus.
- (7) The required statement is on **page iv** of the Prospectus.

Item 3. Risk Factors and Other Information

The information required by Part VI, paragraph (C) and (D) of "Annex C, as amended" is on **pages 48 - 67** of the Prospectus, under the title "*Risk Factors*".

Item 4. Use of Proceeds.

The information required by Part VI, paragraph (E) of "Annex C, as amended" is on **pages 68 - 72** of the Prospectus, under the title "*Use of Proceeds*".

Item 5. Determination of Offering Price.

The information required by Part VI, paragraph (F) of "Annex C, as amended" is on **page 79** of the Prospectus, under the title "*Determination of Offer Price*".

Item 6. Dilution.

The information is on **pages 80 - 81** of the Prospectus.

Item 7. Selling Security Holders.

The information is on **page 264** of the Prospectus.

Item 8. Plan of Distribution.

The information required by Part VI, paragraphs (I), (J) and (K) of "Annex C, as amended" is on **pages 73 - 77** of the Prospectus, under the title, "*Plan of Distribution*".

Item 9. Description of Securities to Be Registered.

The information required by Part II, paragraph (B) of "Annex C, as amended" is on **pages 274 - 283** of the Prospectus.

Item 10. Interests of Named Experts and Independent Counsel.

The information required by Part VI, paragraph (L) of "Annex C, as amended" is on **page 289** of the Prospectus.

Item 11. Information with Respect to the Registrant.

- (a) Information required by Part I, paragraph (A) of "Annex C, as amended" is on **pages 113 - 168** of the Prospectus under the title "*BUSINESS*";
- (b) Information required by Part I, paragraph (B) of "Annex C, as amended" is on **pages 132 - 133** of the Prospectus under the title "*Description of Properties*";
- (c) Information required by Part I, paragraph (C) of "Annex C, as amended" is on **pages 156 - 158** of the Prospectus under the title "*Legal Proceedings*";
- (d) Information required by Part II, paragraph (A)(2) of "Annex C, as amended" is on **pages 262 - 264** of the Prospectus under the title "*Principal Shareholders and Selling Shareholders*";
- (e) Information required by Part III, paragraph (A) of "Annex C, as amended" is on **pages 84 - 112** of the Prospectus under the title "*Management's Discussion and Analysis of Financial Condition and Results of Operations*";
- (f) Information required by Part III, paragraph (B) of "Annex C, as amended" is on **page 290** of the Prospectus under the title on the "*Independent Auditors*";

- (g) Information required by Part IV, paragraph (A) of "Annex C, as amended" is on **pages 244 - 252** of the Prospectus under the title "*Management - Board of Directors and Key Officers*";
- (h) Information required by Part IV, paragraph (B) of "Annex C, as amended", is on **pages 255 and 258** of the Prospectus under the title "*Management - Executive Compensation of Directors and Executive Officers Summary*";
- (i) Information required by Part IV, paragraph (C) of "Annex C, as amended" is on **pages 255 - 258** of the Prospectus, under the title "*Management - Security Ownership of Certain Record and Beneficial Owners and Management*"; and
- (j) Information required by Part IV, Section (D) of "Annex C, as amended" is on **pages 259 - 261** of the Prospectus under the title "*Related Party Transactions*".

Item 12. Financial Information

The financial information as required by SRC Rule 68 is attached to the Prospectus as Annexes.

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

Item 13. Other Expenses of Issuance and Distribution.

The information required by Part VI, paragraph (M) of "Annex C, as amended" is on **pages 68 - 70** of the Prospectus under the title "*Use of Proceeds*".

Item 14. Exhibits

Incorporated herein by reference are additional exhibits required by Part VII of "Annex C, as amended", to wit:

Exhibit Reference	Exhibit Title
A	Consolidated Audited Financial Statements for the years 2018 and 2019 ("AFS") with Statement of Management Responsibility (SMR) on the Financial Statements
B	Reviewed Interim Financial Statements as of 30 September 2020 with Statement of Management Responsibility
C	Pro Forma Financial Information and Financial Statements
D	Bureau of Internal Revenue Tax-Free Exchange Ruling on the ACEIC Philippine Transaction
E	Mandate Letter
F	Certification on Non-Material Legal Proceedings
G	Certification that its Philippine subsidiaries have filed their respective Audited Financial Statements with the SEC
H	Certification that all material permits and licenses necessary for its business has been secured and are valid

SIGNATURES

Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in MAKATI CITY on FEB 15 2021.

By:


JOHN ERIC T. FRANCIA
President


MARIA CORAZON G. DIZON
Treasurer & Chief Finance Officer


DODJIE D. LAGAZO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this FEB 15 2021 in MAKATI CITY, affiants exhibiting to me their respective competent evidence of identity as follows:

Name	Government Issued I.D.
JOHN ERIC T. FRANCIA	Philippine Passport No. [REDACTED] Issued on [REDACTED] / DFA Manila
MARIA CORAZON G. DIZON	Philippine Passport No. [REDACTED] Issued on [REDACTED] / DFA NCR East
DODJIE D. LAGAZO	Driver's License No. [REDACTED] / Issued on [REDACTED] [REDACTED] / Land Transportation Office

Doc. No. 60
Page No. 13
Book No. III
Series of 2021.




ATTY. MARK DEAN D.R. ITARALDE

Notary Public - Makati City
Appt. No. M-163 until December 31, 2021
Roll of Attorneys No. 71073
IBP OR No. 144650; January 7, 2021
PTR No. MKT-8534431; 01/05/2021; Makati City
MCLE Compliance No. V1-0028680; valid until 04/14/ 2022
7727 E. Jacinto cor. Medina St.
Barangay Pio Del Pilar, Makati City