



METRO PACIFIC INVESTMENTS CORPORATION

23 January 2013

PHILIPPINE STOCK EXCHANGE

Disclosure Department
4/F PSE Center, Exchange Road
Ortigas Center, Pasig City

Attention: **MS. JANET A. ENCARNACION**
Head
Disclosure Department

RE: SEC FORM 17-C
METRO PACIFIC INVESTMENTS CORPORATION ("MPIC") (PSE:MPI)

In compliance with the Revised Disclosure rules of the Exchange, Metro Pacific Investments Corporation ("Company") submits the attached SEC-Form 17-C to disclose relevant matters taken up during the special meeting of the Board of Directors of MPIC held late afternoon of 22 January 2013 and the actions taken by the Company with respect thereto.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "Melody M. Del Rosario", with a long horizontal flourish extending to the right.

MELODY M. DEL ROSARIO
Corporate Information Officer
Media & Corporate Communications

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. **23 January 2013**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **CS200604494**
3. BIR Tax Identification No. **244-520-457-000**
4. **METRO PACIFIC INVESTMENTS CORPORATION**
Exact name of issuer as specified in its charter
5. **METRO MANILA, PHILIPPINES**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **10th Floor, MGO BUILDING, LEGAZPI COR. DELA ROSA STREETS, LEGAZPI VILLAGE, MAKATI CITY, METRO MANILA, PHILIPPINES**
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Address of principal office Postal Code
8. **(632) 888-0888**
Issuer's telephone number, including area code
9. **NA**
Former name or former address, if changed since last report
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 SHARES OF STOCK	24,613,723,752*

**as reported by the stock transfer agent as of 31 December 2012.*

11. Indicate the item numbers reported herein: **Item 9**

Item 9. Other Items

During the special meeting of the Board of Directors of Metro Pacific Investments Corporation (“MPIC”) held late in the afternoon of 22 January 2013, the Board of Directors passed and approved resolutions relating to the following matters:

1. The conduct of an equity fund raising exercise by MPIC (as described below) to be broadly implemented as follows:

An overnight and accelerated Top-Up Placement Transaction whereby Metro Pacific Holdings, Inc. (“MPHI”), the principal shareholder of MPIC, shall offer and agree to sell (the “Offer”) up to 1.33 billion common shares in MPIC owned by it (the “Offer Shares”): (i) primarily offshore by way of marketed placing to investors outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”) and within the United States to qualified institutional buyers as defined in, and in reliance on, Rules 144A under the Securities Act or another exemption from registration under the Securities Act; and (ii) to a limited extent domestically to (1) qualified buyers pursuant to Section 10(l) of the Philippine Securities Regulation Code (“SRC”); and (2) not more than 19 non-qualified buyers pursuant to Section 10(k) of the SRC, at the offering price of at least ₱4.60 per share (the “Offering Price”), in the manner and under such terms and conditions provided in a placement agreement to be executed for this purpose (“Placing Agreement”).

As part of the transaction, MPHI shall subscribe, and MPIC shall issue, (the “Subscription”) up to 1.33 billion common shares out of the MPIC’s current authorized and unissued capital stock at the issue price of at least ₱4.60 per share (the “Subscription Shares”), being equal to the number of Offer Shares and Offering Price, respectively, in the manner and under such terms and conditions provided in a subscription agreement to be executed for this purpose (“Subscription Agreement”).

In connection therewith, the Board authorized MPIC to engage and appoint CLSA Limited and UBS AG (the “Placement Agents”) to procure purchasers for, failing which, to purchase and pay for, the Offer Shares. Further, the Board authorized the execution of the Placing Agreement and Subscription Agreement, as well as the listing of the Subscription Shares with the Philippine Stock Exchange (“PSE”) at the appropriate time.

2. The setting of a special stockholders’ meeting on 8 March 2013 for the purpose of securing the approvals of the stockholders for the listing on the PSE of the Subscription Shares in accordance with current PSE rules and regulations for placing and subscription transactions, respectively, and such other matters as may properly come before such meeting. The record date for this special stockholders’ meeting was set for 6 February 2013.

Pursuant to the foregoing approvals, MPIC executed the Placing Agreement on 22 January 2013 and consequently, intends to cause the crossing of the Offer Shares on the PSE on 23 January 2013, following the approval by the PSE of the application for a block sale. Settlement for the Offer Shares is anticipated to occur three (3) trading days after such cross (“Settlement Date”). MPIC likewise executed the Subscription Agreement. The issuance of the shares by MPIC pursuant to the Subscription will be made on the Settlement Date.

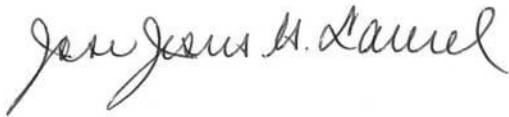
A copy of the Press Release relating to the above transaction is hereto attached.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

METRO PACIFIC INVESTMENTS CORPORATION
MPIC or Issuer

23 January 2013
Date



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JOSE JESUS G. LAUREL
General Counsel/Vice President - Legal
Compliance Officer



PRESSRELEASE

MPIC COMPLETES ₱ 6.12 BILLION EQUITY PLACEMENT

Manila, Philippines 23rd January, 2013 – Metro Pacific Investments Corporation (“MPIC” or the “Company”) today announced that it has placed 1.33 billion in new MPIC shares to raise funds for investments in infrastructure in the Philippines.

MPIC priced the 1,330 million shares it sold at ₱ 4.60 each in a placement managed by CLSA Limited and UBS AG. The placement price is at a discount of 2.86 % to MPIC’s 30 day volume weighted average share price as of Tuesday, 22nd of January 2013. The placement was conducted overnight and garnered strong interest from institutional investors in Asia especially within the Philippines, as well as Europe and the U.S. MPIC’s major shareholder, Metro Pacific Holdings, Inc. (“MPHI”) did not subscribe to the placement. Consequently MPHI’s economic interest in MPIC will be reduced from 58.97% to 55.95%.

MPIC, the leading infrastructure investment management and holding company in the Philippines, will invest the proceeds of the share placement primarily in its water, roads and hospitals businesses as well as in supporting bids for new business areas such as light rail and airports.

Jose Ma. K. Lim, President and Chief Executive Officer of MPIC said “We are continuing to work toward our proposed NLEX-SLEX Connector Project on which in principle agreement was reached with DOTC and we will be bidding on further road projects in the south of Metro Manila. In addition we have in front of us some significant new investments in water businesses outside the Maynilad concession as well as rapidly increasing capex for sewage coverage in Maynilad itself. This fund raising will help support these expansions.”

“We are beginning to see some momentum in the Government’s PPP initiative said MPIC Chairman Manuel V. Pangilinan, referring to public-private partnerships aimed at employing private funds to build and/or improve public infrastructure such as roads, railways and airports, “bidding processes including prequalification requirements are already running for LRT1 and Cebu-Mactan airport and we believe Government will soon commence bidding on the CALA Expressway. MPIC is now well placed to participate in these projects and other infrastructure expansion.”

Forward Looking Statements

This press release may contain “forward-looking statements” which are subject to a number of risks and uncertainties that could affect MPIC’s business and results of operations. Although MPIC believes that expectations reflected in any forward-looking statements are reasonable, it can give no guarantee of future performance, action or events.

For further information please contact:

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