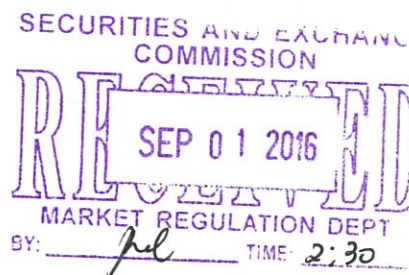


SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

AMENDED REGISTRATION STATEMENT UNDER THE SECURITIES
REGULATION CODE



1. SEC Identification Number **14829**
2. **PILIPINAS SHELL PETROLEUM CORPORATION**
Exact name of registrant as specified in its charter
3. **METRO MANILA**
Province, country or other jurisdiction of incorporation or organization
4. **000-164-757**
BIR Tax Identification Number
5. **Manufacturing, refining and marketing of petroleum products**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **Shell House, No. 156 Valero Street, Salcedo Village, Brgy. Bel-Air, Makati City 1227 Tel: +632 816-6501 Fax: +632 4994350**
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. **NOT APPLICABLE**
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
Issued and Outstanding Shares	1,285,944,202	₱1.00 (par value)	₱ 1,285,944,202.00	₱ 883,986.05
Offer Shares (made up of Primary Shares, Secondary Shares and inclusive of the Overallotment Option Shares)	330,000,000	Up to ₱90.00	₱ 29,700,000,000.00	₱7,425,000.00
Treasury Shares	67,614,089	₱1.00 (par value)	₱67,614,089.00	16,903.52

Sub-total	P8,325,889.57
LRI fees	P83,258.90
Total	P 8,409,148.47

Registration Statements filed pursuant to Section 12 of the Code 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

In the case of warrants which have no issue value, the filing fee shall be P50,000.

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.

The information required by Part VI, paragraph (A) of "Annex C, as amended" are found on the front of the registration statement and on the outside front cover page of the Draft Prospectus.

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

The following information required by Part VI, paragraph (B) of "Annex C, as amended" are found on the inside front cover page of the Draft Prospectus and the first two or more pages.

Item 3. Risk Factors and Other Information

Please refer to the section "Risk Factors" starting on page 29 of the Prospectus.

The information required by Part VI, paragraph (C) of "Annex C, as amended" is found on pages 29 to 42 of the Draft Prospectus under the heading "Risk Factors" and with respect to the discussions on how the Registrant shall manage such risks are found in the following sections: "Business — Strengths" beginning on page 9, "Business — Strategies" beginning on page 110, "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 77,

"Industry Overview" beginning on page 56 and "Board of Directors and Senior Management — Corporate Governance" on page 151.

Item 4. Use of Proceeds.

The information required by Part VI, paragraph (E) of "Annex C, as amended" is found on page 43 of the Draft Prospectus under the heading "Use of Proceeds."

Item 5. Determination of the Offer Price.

The information required by Part VI, paragraph (F) of "Annex C, as amended" is contained on page 48 under the heading "Determination of the Offer Price."

Item 6. Dilution.

The information required by Part VI, paragraph (G) of "Annex C, as amended" is found on page 50 of under the heading "Dilution".

Item 7. Principal and Selling Shareholders.

The information required by Part VI, paragraph (H) of "Annex C, as amended" is found on page 153 of under the heading "Selling Shareholders".

Item 8. Plan of Distribution.

The information required by Part VI, paragraph (I), "Annex C, as amended" is found on page 179 of the Draft Prospectus under the heading "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 found on pages 160 to 163 of the Draft Prospectus under the heading "Description of the Shares."

Item 10. Interests of Named Experts and Independent Counsel.

Part VI, paragraph (L) of "Annex C, as amended" is not applicable.

Item 11. Information with Respect to the Registrant.

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

Please refer to the information provided under the following headings: "Risk Factors" found on page 29 of the Draft Prospectus, "Business" found starting on page 104 of the Draft Prospectus, the discussion on the Regulatory and Environmental Matters including the effects of compliance with Environmental laws is found under the heading "Regulatory and Environmental Matters" found on page 139 of the Draft Prospectus, and "Related Party Transactions" found on page 156 of the Draft Prospectus.

The information required on the number of present employees is contained under the section "Business" with the subheading "Employees" on page 130 of the Draft Prospectus.

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

Please refer to the section "Business" with the subheading "Properties" found starting on page 132 of the Draft Prospectus.

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

Please refer to the information provided in under the heading "Business" with sub-heading "Legal Proceedings" found on page 135 of the Draft Prospectus.

- (d) Where common equity securities are being offered, information required by 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;

Please refer to the following sections of the Prospectus: "Dividends and Dividend Policy" (page 46), "Dilution" (page 50), "Principal and Selling Shareholders" (page 153) and "Description of the Shares" (page 160) and "Capitalization" (page 49).

- (e) Information required by Part III, paragraph (A) of "Annex C, as amended", Management's Discussion and Analysis or Plan of Operation;

Please refer to the section "Management's Discussion and Analysis of Financial Condition and Results of Operations" starting on page 77 of the Draft Prospectus.

- (f) Information required by Part III, paragraph (B) of "Annex C, as amended", Changes in and Disagreements With Accountants On Accounting and Financial Disclosure;

There are no Disagreements with Accountants on Accounting and Financial Disclosure.

- (g) Information required by Part IV, paragraph (A) of "Annex C, as amended", Directors, Executive Officers, Promoters and Control Persons;

Please refer to the section "Board of Directors and Senior Management" found on page 147 of the Draft Prospectus.

- (h) Information required by Part IV, paragraph (B) of "Annex C, as amended", Executive Compensation;

Please refer to the information provided under the heading "Board of Directors and Senior Management" and sub-heading "Executive Compensation Table" found on page 152 of the Draft Prospectus.

- (i) Information required by Part IV, paragraph (C) of "Annex C, as amended", Security Ownership of Certain Record and Beneficial Owners and Management;

Please refer to the information provided under the heading "Security Ownership of Record and Beneficial Owners" starting on page 154 of the Draft Prospectus.

- (j) Information required by Part IV, Section (D) of "Annex C, as amended", Certain Relationships and Related Transactions.

Please refer to the information provided under the heading "Related Party Transactions" found on page 156 of the Draft Prospectus.

Item 12. Financial Information

Furnish financial information as required by SRC Rule 68.

The audited consolidated financial statements for the years ended December 2013, 2014 and 2015 and the audited consolidated financial statement for the Company for the period ending 30 June 2016 will be submitted as exhibits to this Registration Statement and are to be incorporated by reference.

PART II - 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".

Please refer to the section "Use of Proceeds" found on page 43 of the Draft Prospectus.

Item 14. Exhibits.

Furnish or incorporate by reference the exhibits required by Part VII of "Annex C, as amended".

Description	Exhibit No.
Undertaking on Publication of Notice Re: Filing	1
Form of Domestic Underwriting Agreement	2
Mandate Letter from the Underwriter	3
Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession	Not Applicable
Amended Articles of Incorporation and By-laws of Pilipinas Shell Petroleum Corporation	4
Previous Articles of Incorporation and By-laws of Pilipinas Shell Petroleum Corporation	5
Financial Statements of Pilipinas Shell Petroleum Corporation for the year ended 31 December 2015, 2014, and 2013 and Reports of Independent Auditors and	6

Statements of Management's Responsibility for the relevant periods	
SEC Form 17-Q for the latest quarter	7
Instruments Defining the Rights of Security Holders, Including Indentures	Not Applicable
Opinion Re: Legality and Tax Matters	8
Voting Trust Agreements	Not Applicable
Material Foreign Patents	Not Applicable
Letter Re: Unaudited Interim Financial Information	Not Applicable
Letter Re: Change in Certifying Accountant	Not Applicable
Letter Re: Change in Accounting Principles	Not Applicable
Report Furnished to Security Holders	Not Applicable
Other Documents or Statements to Security Holders	Not Applicable
Subsidiaries of Pilipinas Shell Petroleum Corporation and Conglomerate Map	Information incorporated in the Draft Prospectus under the heading "Ownership, Group Structure and Joint Ventures" found on page 113 of the Draft Prospectus
Published Report regarding Matters Submitted to Vote of Security Holders	Not Applicable
Notarized Curriculum Vitae and Recent Photographs of Officers and Members of the Board of Directors of Pilipinas Shell Petroleum Corporation	9
Copy of Board of Investments Certificate	Not Applicable
Authorization re: Bank Accounts	10
Copy of the Board Resolution approving the securities offering and authorizing the filing of the Registration Statement of Pilipinas Shell Petroleum Corporation incorporating the approval of the disclosures contained in the Registration Statement and Assuming liability for the information contained therein	11
Copy of the Board Resolution approving the securities offering and authorizing the filing of the Registration Statement of the Selling Shareholder	12
Secretary's Certificate as to the adoption by the Board of Directors of Pilipinas Shell Petroleum Corporation of certain corporate governance principles	13
Certification on Legal Proceedings of Pilipinas Shell Petroleum Corporation and its Subsidiaries	14
Certification on Permits	15
Certification that Pilipinas Shell Petroleum Corporation has filed required Audited Financial Statements	16
Tax Compliance Report Issued by the Auditor on Pilipinas Shell Petroleum Corporation	17
Certification on Due Diligence and No Conflicts of Interest from the Underwriter	18
Material Contracts	19

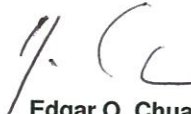
Item 15.


Furnish 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 Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of [Makati] on ___th day of July 2016.

By:


Edgar O. Chua
Principal Executive Officer/
Principal Operating Officer


Jose Jerome R. Pascual, III
Principal Financial Officer/ Controller/
VP-Finance/ Treasurer


Erwin R. Orcio
Corporate Secretary



Agnez Yap-Abina
Principal Accounting Officer/
Deputy Controller

SUBSCRIBED AND SWORN to before me this 26th day of August 2016 affiants exhibiting to me his/her competent evidence of identification, as follows:

Name	Passport No.	Date of Issue	Place of Issue
EDGAR O CHUA	EC1610571	10 July 2019	Manila, Philippines
JOSE JEROME R. PASCUAL III	EC6677175	06 February 2021	Manila, Philippines
ERWIN R. OROCIO	EC0601639	02 April 2019	Manila, Philippines
AGNEZ YAP - ABINA	EC4567715	06 July 2020	Manila, Philippines

Notary Public

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Book No. 34
Page No. I
Series of 2016


MA. LOURDES O. DINO
NOTARY PUBLIC FOR & IN MAKATI CITY
156 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
ROLL NO. 52857
IBP LIFETIME NO. 012486 - CALMANA CHAPTER
UNTIL DECEMBER 31, 2017/APPOINTMENT NO. M-111
PTR NO. MKT5330398 MAKATI CITY 08 JANUARY 2016
MCLE COMPLIANCE NO. M-00112271551-08-2016