

SECURITIES AND EXCHANGE COMMISSION
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 BY: BRM TIME: _____

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: **60566**
2. **CENTURY PROPERTIES GROUP INC.**
Exact name of registrant as specified in its charter
3. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation or organization
4. **004-504-281-000**
BIR Tax Identification Number
5. **HOLDING COMPANY AND REAL ESTATE BUSINESS**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **35th Floor Century Diamond Tower,
Century City, Kalayaan Avenue, Makati City 1210**
Telephone Number: (632) 7-7938905
Facsimile Number: (632) 7-7935542
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
First Tranche				
A. Filing Fees	₱3,000,000,000.00 ¹	Face Value	₱3,000,000,000.00	₱1,312,500.00
B. Legal research fee of 1%				₱13,125.00
Second Tranche				
A. Filing Fees	₱3,000,000,000.00	Face Value	₱3,000,000,000.00	₱1,312,500.00
B. Legal research fee of 1%				₱13,125.00
TOTAL REGISTRATION FEES			₱6,000,000,000.00	₱2,651,250.00
TOTAL REGISTRATION FEES PAYABLE FOR THE SECOND TRANCHE			₱3,000,000,000.00	₱1,325,625.00

¹ SEC Certificate of Permit to Offer Securities for Sale dated 10 February 2022 covering ₱2,000,000,000.00 Fixed-Rate Bonds with an Oversubscription Option of up to ₱1,000,000,000.00.

Registration Statements filed pursuant to Section 12 of the Securities Regulation Code (“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

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.

The information required by Part VI, paragraph (A) of “Annex C, as amended” is on page 1 of the Prospectus.

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

The information required by Part IV, paragraph (B), of “Annex C, as amended”:

- (1) The following information is found in the following pages of the Prospectus:
 - (a) Number of shares offered by current stockholders – Not applicable;
 - (b) Total number of shares outstanding after the offering – Not applicable;
 - (c) Total proceeds raised by the offering is on page 2 of the Prospectus;
 - (d) Brief description of use of proceeds from the offering is on page 2 of the Prospectus;
 - (e) Underwriters’ fees are on page 52 of the Prospectus;
 - (f) Dividend policy is on page 133 of the Prospectus;
 - (g) Address and telephone number of the company’s principal office is on page 2 of the Prospectus.
- (2) Table of Contents is on page 7 of the Prospectus;
- (3) Brief description of the company’s business is on page 20 of the Prospectus;
- (4) Summary paragraph or key points characterizing the risks of the offering under the caption “Risks of Investing” is on page 5 of the Prospectus;

- (5) Summary financial information in tabular or graphic form which is useful to potential investors is on page 26 of the Prospectus;
- (6) A Glossary is on page 9 of the Prospectus; and
- (7) The required Statement is on page 6 of the Prospectus.

Item 3. Risk Factors and Other Information.

The information required by Part VI, paragraphs (C) and (D) of “Annex C, as amended” is on page 38 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 page 48 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 51 of the Prospectus.

Item 6. Dilution.

The information required by Part VI, paragraph (D) of “Annex C, as amended” – Not applicable.

Item 7. Selling Security Holders.

The information required by Part VI, paragraph (H) of “Annex C, as amended” – Not applicable.

Item 8. Plan of Distribution.

The information required by Part VI, paragraphs (I), (J), and (K) of “Annex C, as amended” is on page 52 of the Prospectus.

Item 9. Description of the Securities to be Registered.

The information required by Part II, paragraph (B) of “Annex C, as amended” is on page 57 of the Prospectus, under the title, “Description of the Bonds”.

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 84 of the Prospectus.

Item 11. Information with respect to the Registrant.

- (1) Information required by Part I, paragraph (A) of “Annex C, as amended” is on page 86 of the Prospectus, under the title, “Description of Business”;
- (2) Information required by Part I, paragraph (B) of “Annex C, as amended” is on page 86 of the Prospectus, under the title, “Description of Properties”;
- (3) Information required by Part I, paragraph (C) of “Annex C, as amended” is on page 86 of the Prospectus, under the title, “Legal Proceedings”;

- (4) Information required by Part II, paragraph (A)(1) through (4) of “Annex C, as amended” is on page 132 of the Prospectus, under the title, “Market Price of and Dividends on Common Equity and Related Stockholder Matters”;
- (5) Information required by Part III, paragraph (A) of “Annex C, as amended” is on page 144 of the Prospectus, under the title, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”;
- (6) Information required by Part III, paragraph (B) of “Annex C, as amended”, under the title, “Changes in and Disagreements with Accountants on Accounting and Financial Disclosure” – Not applicable;
- (7) Information required by Part IV, paragraph (A) of “Annex C, as amended” is on page 182 of the Prospectus, under the title, “Management and Certain Shareholders”;
- (8) Information required by Part IV, paragraph (B) of “Annex C, as amended” is on page 181 of the Prospectus, under the title, “Compensation and Benefits of Key Management Personnel”;
- (9) Information required by Part IV, paragraph (A) of “Annex C, as amended” is on page 182 of the Prospectus, under the title, “Security Ownership of Management and Certain Record and Beneficial Owners”; and
- (10) Information required by Part IV, paragraph (D) of “Annex C, as amended” is on page 101 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 financial information as required by Part VI, paragraph (M) of “Annex C, as amended” is on page 48 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”:

Exhibit	Document
SHELF REGISTRATION & FIRST TRANCHE	
1	Undertaking to Publish Notice of Filing
2	Current Articles of Incorporation and By-laws
3	Previous Articles of Incorporation and By-laws
4	SEC Forms 17-A for 2020, 2019 and 2018 (including the Audited Consolidated Financial Statements as of December 31, 2020) with Statement of Management Responsibility
5	SEC Form 17-Q for 3Q 2021
6	List of all subsidiaries of CPGI
7	Reviewed Financial Statement as of September 30, 2021

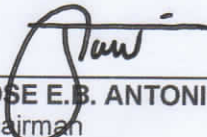
Exhibit	Document
8	Continuing Authorization for the SEC to Examine Bank Accounts
9	Secretary's Certificate on the following matters: (i) on the approval of the board of the offering of the bonds and authorizing the filing of the Registration Statement; (ii) submission of a Manual on Corporate Governance; (iii) adoption of a fit and proper rule for the selection of corporate directors and officers; and (iv) submission of an undertaking allowing the SEC to resolve conflicting issues regarding the selection of independent directors
10	Directors' Certificate on the approval by the board of directors of the disclosures contained in the Registration Statement and assuming responsibility for the information contained therein
11	Underwriter Certification
12	Mandate Letter
13	Certification of Eligibility of Trustee
14	Notarized Curriculum Vitae and Recent Photographs of the Officers and Members of the Board of Directors
15	Issue Management and Underwriting Agreement (draft)
16	Trust Indenture Agreement (draft)
17	Registry and Paying Agency Agreement (draft)
18	Suretyship Agreement (draft)
19	Undertaking to Pay Registration Fees
Additional Documents	
20	Affidavit of Publication in Manila Standard dated 30 December 2022
21	Affidavit of Publication in Manila Times dated 31 December 2021
22	Credit Rating Report issued by the Credit Rating and Investors Services Philippines, Inc. dated 7 January 2022
23	Certification of Material Contracts dated 10 January 2022
24	Certification of the List of Subsidiaries of CPGI dated 10 January 2022
25	Opinion Regarding Tax Matters issued by Flores Law Office dated 18 January 2022
26	Opinion Regarding Legality issued by Sarmiento Loriega Law Office dated 19 January 2022
27	Certification Regarding Legal Proceedings dated 19 January 2022
28	CPGI Parent Company Financial Statements as of 31 December 2020
29	Issue Management and Underwriting Agreement (Final)
30	Trust Indenture Agreement (Final)
31	Registry and Paying Agency Agreement (Final)
32	Suretyship Agreement (Final)
33	Prospectus dated 8 February 2022
SECOND TRANCHE	
34	Offer Supplement
35	Undertaking to Publish Notice of Filing and Registration (Affidavit with copy of the Publication of Notice)
36	Secretary's Certificate on the following matters: (i) on the approval of the board of the offering for the second tranche and authorizing the filing of the corresponding Registration Statement; (ii) submission of a Manual on Corporate Governance; (iii) adoption of a fit and proper rule for the selection of corporate directors and officers; and (iv) submission of an undertaking allowing the SEC to resolve conflicting issues regarding the selection of independent directors
37	Director's Certificate
38	Certification of No Material Change
39	Mandate Letter
40	Underwriter Certification
41	Certification of Eligibility of Trustee

Exhibit	Document
42	SEC Forms 17-A for 2021, 2020 and 2019 (including the Audited Consolidated Financial Statements as of December 31, 2021) with Statement of Management Responsibility
43	SEC Form 17-Q for 3Q 2022
44	Reviewed Financial Statement as of September 30, 2022
45	Issue Management and Underwriting Agreement (draft)
46	Trust Indenture Agreement (draft)
47	Registry and Paying Agency Agreement (draft)
48	Suretyship Agreement (draft)

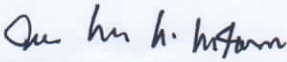
SIGNATURES

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 JAN 16 2023, 2023.

By:



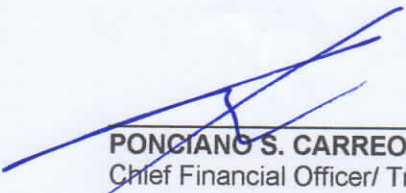
JOSE E.B. ANTONIO
Chairman



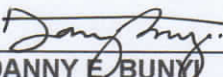
JOSE MARCO R. ANTONIO
President and CEO



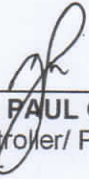
JOSE CARLO R. ANTONIO
Co-Managing Director



PONCIANO S. CARREON JR.
Chief Financial Officer/ Treasurer/
Investor Relations Officer



DANNY E. BUNYI
Corporate Secretary

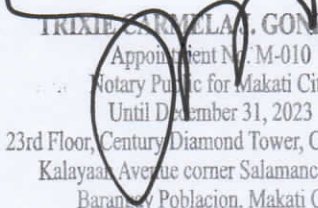


JOHN PAUL C. FLORES
Comptroller/ Principal Accounting
Officer

SUBSCRIBED AND SWORN to before me this JAN 16 2023 day of _____, 2023, affiants exhibiting to me their Passport Numbers as follows:

NAME	ID No.
JOSE E.B. ANTONIO	DL N03-12-045361
JOSE MARCO R. ANTONIO	Passport P2695556B
JOSE CARLO R. ANTONIO	DL N01-01-240611
PONCIANO S. CARREON	Passport P6959417B
DANNY E. BUNYI	SSS 33-0659721-4
JOHN PAUL C. FLORES	TIN ID 234-787-038

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Series of 2023.



TRIXIE SUMILANG GONZALES
Appointment No. M-010
Notary Public for Makati City
Until December 31, 2023
23rd Floor, Century Diamond Tower, Century City,
Kalayaan Avenue corner Salamanca Street,
Barangay Poblacion, Makati City
MCLE Compliance No. VII-0005431, 12.10.2021
PTR No. MKT9568051 MM, 01.04.2023 / Makati City
Roll No. 7043 / IBP No. 269765, 01.04.2023 / Manila IV