

COVER SHEET

1 7 5 1 4
S.E.C. Registration Number

R I Z A L C O M M E R C I A L B A N K I N G
C O R P O R A T I O N

(Company's Full Name)

6 8 1 9 A Y A L A A V E N U E C O R N E R G I L
P U Y A T A V E N U E M A K A T I C I T Y
(Business Address: No. Street City/ Town/ Province)

MA. CHRISTINA P. ALVAREZ
Contact Person

894-94-57
Company Telephone Number

SEC FORM 17-C

1 2 3 1
Month Day
Fiscal Year

FORM TYPE

0 6
Month Day
Annual Meeting

GSED

Secondary License Type, If Applicable

C F D
Dept. Requiring this Doc.

Amended Articles Number/Section

831
Total No. Of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks= pls. Use black ink for scanning purposes

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. March 6, 2013
Date of Report (Date of earliest event reported)
2. SEC Identification Number 17514 3. BIR TIN 320-000-599-760
4. RIZAL COMMERCIAL BANKING CORPORATION
Exact name of registrant as specified in its charter
5. Philippines 6. (Sec Use only)
Province, country or other jurisdiction of incorporation Industry Classification Code
7. 6819 Ayala cor. Gil J. Puyat Ave., Makati City 0727
Address of principal office Postal Code
8. 894-9000
Registrant's telephone number, including area code
9. Not Applicable
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock Outstanding and Amt. of Debt O/S</u>
Common Stock, P10.00 par value	1,140,857,133 (as of 6 Mar 2013)
11. Indicate the item numbers reported herein: Item 9

Item 9. Other Events.

The Board of Directors, in its special meeting held on 6 March 2013, approved the following:

- (a) An overnight and accelerated Top-Up Offering whereby Pan Malayan Management and Investment Corporation ("PMMIC"), the principal shareholder in the Bank, shall offer and sell up to US\$100 million worth of its common shares in the Bank (the "Offer Shares"): (i) primarily offshore by way of marketed placing to third party institutional 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, Rule 144A under the Securities Act; and (ii) to a limited extent domestically to (1) qualified buyers pursuant to Section 10.1(l) of the Securities Regulation Code ("SRC"); and (2) not more than 19 non-qualified buyers pursuant to Section 10.1(k) of the SRC (the "Placement Tranche"), under such terms and conditions as provided in the agreement to be

executed. The pricing of the Offer Shares will be determined following the completion of an overnight and book-building exercise by the placing agents to be appointed, provided that the minimum placing price per share shall be Php60.00

As part of the same transaction, PMMIC shall subscribe to, and the Bank shall issue, the exact same number of common shares as the Offer Shares that PMMIC sold in the Placement Tranche (and at the same price), which shall be issued by the Bank from its authorized but unissued capital stock (the "Subscription Tranche"), under such terms and conditions as provided in the agreement to be executed.

- (b) In relation to such Top-Up Offering, the appointment of Credit Suisse, Deutsche Bank, Macquarie, and Maybank ATR Kim Eng as the Joint Bookrunners for the Top-Up Offering as well as the Placing Agents to be nominated.

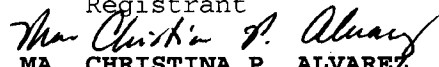
SIGNATURES

Pursuant to the requirements of the Revised Securities Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RIZAL COMMERCIAL BANKING CORP.

Registrant

Date : 6 March 2013


MA. CHRISTINA P. ALVAREZ
Corporate Information Officer