

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number **0000040590**
2. **METRO PACIFIC TOLLWAYS CORPORATION**
Exact name of registrant as specified in its charter
3. **PHILIPPINES**
Province, country or other jurisdiction of
incorporation or organization
4. **000-217-282**
BIR Tax Identification Number
5. **HOLDING COMPANY**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **5TH FLOOR, ROCKWELL BUSINESS CENTER TOWER 1, ORTIGAS AVENUE, PASIG CITY**
PHILIPPINES
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 (PHP)	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price (PHP)	Amount of registration fee (PHP)
BONDS	20,000,000,000.00	-	20,000,000,000.00	5,562,500.00
LR FEES				55,625.00
TOTAL				5,618,125.00
<i>Less 30% (SEC MC No. 09-2025)</i>				3,932,687.50

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 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 64 of the Draft Prospectus.

Item 4. Use of Proceeds.

The information required by Part VI, paragraph (E) of "Annex C, as amended" is found on pages 83 to 84 of the Draft Prospectus under the heading, "Use of Proceeds."

Item 5. Determination of Offering Price.

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

Item 6. Dilution.

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

Item 7. Selling Security Holders.

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

Item 8. Plan of Distribution.

The information required by Part VI, paragraph (I) of "Annex C, as amended" is found on pages 55 to 63 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 33 to 54 of the Draft Prospectus under the heading, "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 found on page 184 of the Draft Prospectus under the heading, "Independent Auditors and Counsel."

Item 11. Information with Respect to the Registrant.

Furnish the following 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 sections "The Group's Business" and "Business Overview" found on pages 87 to 121 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 Overview" with the subheading "Description of Properties" found on pages 114 to 115 of the Draft Prospectus.
- (c) Information required by Part I, paragraph (C) of "Annex C, as amended", Legal Proceedings;

Please refer to the section "Legal Proceedings" found on pages 178 to 183 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;

Not applicable
- (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 Discussion and Analysis" found on pages 148 to 163 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 "Management" and sub-headings "Directors" and "Management and Executive Officers" found on pages 165 to 171 of the Draft Prospectus.
- (h) Information required by Part IV, paragraph (B) of "Annex C, as amended", Executive Compensation;

Please refer to the section "Management" and sub-headings "Compensation of Executive Officers" and "Compensation of Directors" found on pages 174 to 175 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 section "Management" and subheading "Security Ownership of Directors and Management" found on page 175 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 section “Certain Relationships and Related Party Transactions” found on page 177 of the Draft Prospectus.

Item 12. Financial Information

The audited interim consolidated financial statements as of 30 June 2025 and 31 December 2024 and for the six-month periods ended 30 June 2025 and 30 June 2024, and the audited consolidated financial statements as of and for the years ended 31 December 2024, 2023 and 2022 will be submitted as annexes to the Draft Prospectus and 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 pages 83 to 84 of the Draft Prospectus.

Item 14. Exhibits.

Please refer to the SEC Form 12-1 Submission Checklist and Annex “A” of the Cover Letter.

Item 15.

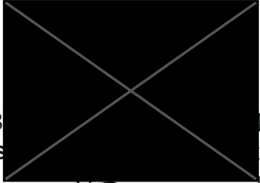
Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

Not applicable.

[Signature page follows.]

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 SEP 25 2025.


GILBERT GABRIEL F. SANTA MARIA
President and Managing Officer


DENNIS C. CO
AVP - Comptroller

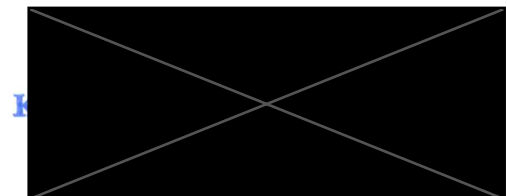

MARISA V. CONDE
Officer-in-Charge Chief Finance Officer and
Treasurer


ALEX ERLITO S. FIDER
Corporate Secretary *ks*

SUBSCRIBED AND SWORN to before me this SEP 25 2025 affiants exhibiting to me their Government-issued IDs, as follows:

Name	Government-Issued IDs	Date and Place of Issue
Gilbert Gabriel F. Santa Maria		
Marisa V. Conde		
Dennis C. Co		
Alex Erlito S. Fider		1

Doc. No.: 924;
Page No.: 67;
Book No.: VIII;
Series of 2025.



Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 87427
PTR No. 10468812/Makati City/01-03-2025
IBP No. 510904/Makati City/12-17-2024
Admitted to the bar in 2023
MCLE No. VIII-0012000/Aug. 19, 2024