



January 17, 2019

Securities and Exchange Commission
G/F Secretariat Bldg. PICC Complex
Roxas Blvd., Pasay City

Attention: **Vicente Graciano P. Felizmenio, Jr.**
Director – Market and Securities Regulation Division

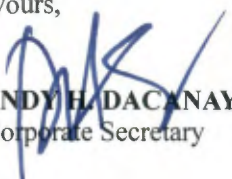
Subject: **PUREGOLD TOP-UP PLACEMENT**

GENTLEMEN:

Please see attached SEC 17-C of Puregold Price Club, Inc. re: Top-Up Placement.

Thank you.

Very truly yours,


ATTY. CANDY H. DACANAY-DATUON
Assistant Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES
REGULATIONS CODE AND SRC RULE 17.2 (C) THEREUNDER

Date of Report	January 17, 2019
SEC Identification Number	A199813754
BIR Tax Identification Number	201-277-095
Name of Issuer as specified in its charter	Puregold Price Club, Inc.
Address of principal office and postal code	No. 900 Romualdez St., Paco, Manila, 1007
Industry Classification Code	
Issuer's Telephone Number	(632) 522-8801
Former Name	None
Securities registered pursuant to Section 8 and 12 of the SRC or Sections 4 and 8 of the RSA	Number of Common Shares – 2,765,381,406 Treasury Shares – 19,981,471
Indicate the item numbers reported therein	Other Matters/Event

Other Event:

Puregold Price Club, Inc (“PGOLD”) announces that it conducted a Php4,693,500,000 billion top-up placement of approximately 104 million common shares at a price of Php45.00 per share. PGOLD completed the placement upon the approval by its Board of Directors.

Use of proceeds will be used for general corporate purposes, capital expenditure, and potential acquisitions. The sale shares represent approximately 3.8% of PGOLD’s total issued and outstanding stock.

The deal was done via an overnight book built offering with Mr. Lucio L. Co as the sole selling shareholder. Mr. Co also signed a Subscription Agreement for the same number of shares and price per share. The placement price is equivalent to a 6.8% discount from its last close of Php48.30 as at 16 January 2018.

Deutsche Bank AG acted as the placing agent for the transaction

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. Any offering of securities mentioned herein has not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any State of the United States or other jurisdiction.

The securities mentioned herein may not be offered or sold in the United States or in the Philippines, except pursuant to an exemption from, or in a transaction not subject to, the

registration requirements of the Securities Act, or the Securities Regulation Code, respectively. There will be no public offer of securities in the United States or in any other jurisdiction where such an offering is restricted or prohibited.

The securities referred to herein have not been and will not be registered with the Philippine Securities and Exchange Commission under the securities regulation code of the philippines (src). Any future offer or sale thereof is subject to registration requirements under the src unless such offer or sale qualifies as an exempt transaction.

SIGNATURE

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.

PUREGOLD PRICE CLUB, INC.

January 17, 2019

ATTY. CANDY B. DACANAY-DATUON
Assistant Corporate Secretary

