

PLDT INC.

FORM 6-K

(Report of Foreign Issuer Pursuant to Rule 13a-16 or 15d-16)

Filed 03/21/19 for the Period Ending 03/21/19

Telephone	0116328168553
CIK	0000078150
Symbol	PHI
SIC Code	4813 - Telephone Communications (No Radiotelephone)
Industry	Integrated Telecommunications Services
Sector	Telecommunication Services
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of March 2019

(Commission File No. 1-03006)

PLDT Inc.

(Translation of registrant's name into English)

Ramon Cojuangco Building
Makati Avenue
Makati City
Philippines

(Address of registrant's principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (1):

Yes ☐ No ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (7):

Yes ☐ No ☒

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some information in this report may contain forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934. We have based these forward-looking statements on our current beliefs, expectations and intentions as to facts, actions and events that will or may occur in the future. Such statements generally are identified by forward-looking words such as “believe,” “plan,” “anticipate,” “continue,” “estimate,” “expect,” “may,” “will” or other similar words.

A forward-looking statement may include a statement of the assumptions or bases underlying the forward-looking statement. We have chosen these assumptions or bases in good faith. These forward-looking statements are subject to risks, uncertainties and assumptions, some of which are beyond our control. In addition, these forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual results may differ materially from information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the risk factors set forth in “Item 3. Key Information – Risk Factors” in our annual report on Form 20-F for the fiscal year ended December 31, 2017. You should also keep in mind that any forward-looking statement made by us in this report or elsewhere speaks only as at the date on which we made it. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, update or revise the statements in this report after the date hereof. In light of these risks and uncertainties, you should keep in mind that actual results may differ materially from any forward-looking statement made in this report or elsewhere.

EXHIBIT INDEX

Copies of the disclosure letters that we filed today with the Securities and Exchange Commission and the Philippine Stock Exchange regarding the following matters:

<u>Exhibit</u>	<u>Description</u>
99.1	Press release regarding the audited consolidated financial results of PLDT Inc. (the “Company”) as at and for the year ended December 31, 2018;
99.2	Cash dividend declaration on the Company’s Common Stock; Appointment of a Lead Independent Director; Appointment of Head of People Group; and Appointment of Non-Voting Member of the Executive Compensation Committee and Governance and Nomination Committee.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

PLDT Inc.

By:	<u>/s/ Ma. Lourdes C. RAusa-Chan</u>
Name:	MA. LOURDES C. RAUSA-CHAN
Title:	Corporate Secretary

Date: March 21, 2019

EXHIBITS

Exhibit Number

Page

99.1

Press release regarding the audited consolidated financial results of PLDT Inc. (the "Company") as at and for the year ended December 31, 2018.

March 21, 2019

Philippine Stock Exchange
6/F Philippine Stock Exchange Tower
28th Street corner 5th Avenue
Bonifacio Global City, Taguig City

Attention : Ms. Janet A. Encarnacion
Head - Disclosure Department

Gentlemen:

In accordance with Section 17.1 (b) and Section 17.3 of the Securities Regulation Code, we submit herewith a copy of SEC Form 17-C with a press release attached thereto regarding the Company's audited consolidated financial results as at and for the year ended December 31, 2018.

This shall also serve as the disclosure letter for the purpose of complying with PSE Revised Disclosure Rules.

Very truly yours,

/s/Ma. Lourdes C. Rausa-Chan
MA. LOURDES C. RAUSA-CHAN
Corporate Secretary

March 21, 2019

Securities & Exchange Commission
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

Attention: Mr. Vicente Graciano P. Felizmenio, Jr.
Director – Markets and Securities Regulation Dept.

Gentlemen:

In accordance with Section 17.1 (b) of Securities Regulation Code and SRC Rule 17.1.1.1.3(a), we submit herewith two (2) copies of SEC Form 17-C with a press release attached thereto regarding the Company's audited consolidated financial results as at and for the year ended December 31, 2018.

Very truly yours,

/s/Ma. Lourdes C. Rausa-Chan
MA. LOURDES C. RAUSA-CHAN
Corporate Secretary

COVER SHEET

SEC Registration Number

P W - 5 5

Company Name

[illegible]

Principal Office (No./Street/Barangay/City/Town/Province)

[illegible]

Form Type

17	-	C	
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Department requiring the report

M	S	R	D
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Secondary License Type, If
Applicable

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COMPANY INFORMATION

Company's Email Address

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Company's Telephone Number/s

8168534

Mobile Number

No. of Stockholders

11,656
As of February 28, 2019

Annual Meeting
Month/Day

Every 2nd Tuesday of June

Fiscal Year
Month/Day

December 31

CONTACT PERSON INFORMATION

The designated contact person ***MUST*** be an Officer of the Corporation

Name of Contact Person

Ma. Lourdes C. Rausa-Chan

Email Address

lrchan@pldt.com.ph

Telephone Number/s

8168553

Mobile Number

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

Contact Person's Address

MGO Building, Legaspi St. corner Dela Rosa St., Makati City

Note : In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

SECURITIES AND EXCHANGE COMMISSION

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.1

1. March 21, 2019
Date of Report (Date of earliest event reported)
2. SEC Identification Number PW-55
3. BIR Tax Identification No. 000-488-793
4. PLDT Inc.
Exact name of issuer as specified in its charter
5. PHILIPPINES
Province, country or other jurisdiction of Incorporation
6. _____ (SEC Use Only)
Industry Classification Code
7. Ramon Cojuangco Building, Makati Avenue, Makati City
Address of principal office 1200
Postal Code
8. (632) 816-8553
Issuer'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 8 and 12 of the Securities Regulation Code and Sections 4 and 8 of the Revised Securities Act

Title of Each Class

Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding

PLDT 2018 Audited Financial Results: Consolidated Core Income of P25.9bn

MANILA, Philippines 21st March 2019 – The Board of Directors of PLDT Inc. (“PLDT”) (PSE: TEL) (NYSE: PHI) today approved its audited financial and operating results for the full year 2018 with Consolidated Core Income amounting to Php25.9 billion, Telco Core Income of Php24.0bn billion and Reported Net Income of Php18.9 billion.

Except for some reclassifications, the audited financial results are in line with the unaudited results disclosed on 7th March 2019.

PLDT’s 2018 financial results reflect the adoption of new Philippine Financial Reporting Standards (PFRS), namely: PFRS15 and PFRS9, effective 1st January 2018.

Consistent with PLDT’s policy to pay 60% of core income as dividends, the Board declared a Final Regular Dividend of Php36 per share which will be paid on 23rd April 2019 to shareholders on record as of 4th April 2019. Together with the interim regular dividend of Php36 per share paid in August 2018, total dividends per share for 2018 is Php72.

The Board also approved the Company’s annual report on Form 17-A for the fiscal year ended 31st December 2018 for filing with the Philippine Securities and Exchange Commission.

END

This press release may contain some statements which constitute “forward-looking statements” that are subject to a number of risks and uncertainties that could affect PLDT’s business and results of operations. Although PLDT believes that expectations reflected in any forward-looking statements are reasonable, it can give no guarantee of future performance, action or events.

For further information, please contact:

Anabelle L. Chua
Tel. No: 816-8213
Fax No: 844-9099

Melissa V. Vergel de Dios
Tel. No: 816-8024
Fax No: 810-7138

Ramon R. Isberto
Tel. No: 511-3101
Fax No: 893-5174

About PLDT

PLDT is the leading telecommunications provider in the Philippines. Through its principal business groups – fixed line and wireless– PLDT offers a wide range of telecommunications services across the Philippines’ most extensive fiber optic backbone and fixed line, and mobile network.

PLDT is listed on the Philippine Stock Exchange (PSE: TEL) and its American Depositary Shares are listed on the New York Stock Exchange (NYSE:PHI). PLDT has one of the largest market capitalizations among Philippine listed companies.

Further information can be obtained by visiting the web at www.pldt.com

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PLDT Inc.

By	:	<u>/s/Ma. Lourdes C. Rausa-Chan</u>
Name	:	Ma. Lourdes C. Rausa-Chan
Title	:	Corporate Secretary

Date: March 21, 2019

Exhibit No.	Exhibits
99.2	Cash dividend declaration on the Company's Common Stock; Appointment of a Lead Independent Director; Appointment of Head of People Group; and Appointment of Non-Voting Member of the Executive Compensation Committee and Governance and Nomination Committee.

March 21, 2019

Philippine Stock Exchange
6/F Philippine Stock Exchange Tower
28th Street corner 5th Avenue
Bonifacio Global City, Taguig City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Gentlemen:

In compliance with Section 17.1 (b) of the Securities Regulation Code and SRC Rule 17.1.1.1.3(b).2, we submit herewith a copy of SEC Form 17-C with respect to certain discloseable events/information.

This shall also serve as the disclosure letter for the purpose of complying with PSE Revised Disclosure Rules.

Very truly yours,

/s/Ma. Lourdes C. Rausa-Chan
MA. LOURDES C. RAUSA-CHAN
Corporate Secretary

March 21, 2019

Securities & Exchange Commission
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

Attention: Mr. Vicente Graciano P. Felizmenio, Jr.
Director – Markets and Securities Regulation Dept.

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MA. LOURDES C. RAUSA-CHAN
Corporate Secretary

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SEC Registration Number

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Form Type

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Department requiring the report

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Fiscal Year
Month/Day

December 31

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Title of Each Class

Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding

11. Item 9 (Other Events) and Item 4 (Election or Appointment of Director and Officer)

We disclose that at the meeting of the Board of Directors of PLDT Inc. (respectively, the “Board” and the “Company”) held on March 21, 2019, the Board approved or confirmed the following actions:

- (a) Declaration of a final regular dividend of Php36.00 per outstanding share of the Company’s Common Stock, payable on April 23, 2019 to the holders of record on April 4, 2019.

The cash dividend was declared out of the audited unrestricted retained earnings of the Company as at December 31, 2018, which are sufficient to cover the total amount of dividend declared.

- (b) Appointment of Former Chief Justice Artemio V. Panganiban as Lead Independent Director.

This appointment is pursuant to Recommendation 5.5 of the Code of Corporate Governance for Publicly-Listed Companies, which provides that the Board should designate a lead director among the independent directors if the Chairman of the Board is not independent, including if the positions of the Chairman of the Board and Chief Executive Officer are held by one person.

- (c) Appointment of Ms. Gina Marina P. Ordoñez as Head of People Group, PLDT Group, effective immediately.

Ms. Ordoñez is concurrently leading HR Operations and Process Quality Management Groups. She joined the PLDT Group in 2016 under the Business Transformation Office (BTO) and later assumed headship role of Smart Communications, Inc.’s People Group in May of the same year before moving back to BTO in 2018 to head Process Quality Management.

Ms. Ordoñez previously served as Vice President for Service Operations and Quality Management at Makati Medical Center from 2009 – 2015. She was a Service Quality Consultant of Security Bank from 2014 – 2016. Most of her professional life had been spent with Citibank where she served as Head of Customer Experience for Consumer Banking and held other leadership positions.

Ms. Ordoñez is also a professional and registered Corporate Coach certified to run Coaching Clinics. She completed her Coach training from Coach U and is currently a member of the International Coach Federation and Asia Pacific Alliance of Coaches.

She finished BS Environmental Planning in Maryknoll College and has strong preparation and education on leadership, customer service and operations management here and abroad.

- (d) Appointment of Ms. Gina Marina P. Ordoñez as Non-Voting Member of the Executive Compensation Committee and Governance and Nomination Committee, effective immediately.

Pursuant to the requirements of the Securities Regulation Code, the Company has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

PLDT Inc.

By:

/s/Ma. Lourdes C. Rausa-Chan
MA. LOURDES C. RAUSA-CHAN
Corporate Secretary

March 21, 2019

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PLDT Inc.

By	:	<u>/s/ Ma. Lourdes C. Rausa-Chan</u>
Name	:	Ma. Lourdes C. Rausa-Chan
Title	:	Corporate Secretary

Date: March 21, 2019