

BY: fy TIME: 8:30

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: 108270
2. GOLDEN HAVEN MEMORIAL PARK, INC.
Exact name of registrant as specified in its charter
3. Metro Manila, Philippines
Province, country or other jurisdiction of incorporation or organization
4. 000-768-991
BIR Tax Identification Number
5. Management Company and development and sale of funeral plans, funeral services and merchandise, cemetery plots, funeral niches, urns, markers and all types of merchandise, equipment and services pertaining to the cemetery and mortuary business.
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. San Ezekiel, C5 Extension, Las Piñas City, Metro Manila
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 (Php)	Proposed maximum aggregate offering price (Php)	Amount of registration fee (Php)
COMMON SHARES (Primary Offer)	74,117,647	Php10.62	Php787,129,411.14	Php864,282.35
COMMON SHARES (Excluding Offer Shares)	420,000,002*	Php1.00**	Php420,000,002.00	
TOTAL	494,117,649	-	Php1,207,129,413.14	Php872,925.18

*Issued and outstanding common shares as of the date of this amended Registration Statement.

**Representing par value of the common shares

**Inclusive of Php8642.82

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.

Set forth in the front of the registration statement and on the outside front cover page of the prospectus the information required by Part VI, paragraph (A) of "Annex C, as amended".

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

Set forth on the inside front cover page of the prospectus and the first two or more pages, the information required by Part VI, paragraph (B) of "Annex C, as amended".

Item 3. Risk Factors and Other Information

Set forth on pages 24-36 are the information required by Part VI, paragraphs (C) and (D) of "Annex C, as amended".

Item 4. Use of Proceeds.

Set forth on pages 37-39 are the information required by Part VI, paragraph (E) of "Annex C, as amended".

Item 5. Determination of Offering Price.

Set forth on page 43 are the information required by Part VI, paragraph (F) of "Annex C, as amended".

Item 6. Dilution.

Set forth on page 45 are the information required by Part VI, paragraph (G) of "Annex C, as amended".

Item 7. Selling Security Holders.

Not Applicable.

Item 8. Plan of Distribution.

Set forth on pages 40-41 are the information required by Part VI, paragraphs (I), (J) and (K) of "Annex C, as amended".

Item 9. Description of Securities to Be Registered.

Set forth on pages 91-97 are the information required by Part II, paragraph (B) of "Annex C, as amended".

Item 10. Legal Matters and Independent Auditors

Set forth on pages 108-109 are the information required by Part VI, paragraph (L) of "Annex C, as amended".

Item 11. Information with Respect to the Registrant.

Information with respect to the registrant:

- (a) Set forth on pages 58-77 of the Prospectus are the information required by Part I, paragraph (A) of "Annex C, as amended", Description of Business;
- (b) Beginning on page 75 of the Prospectus are the information required by Part I, paragraph (B) of "Annex C, as amended", Description of Property;
- (c) Set forth on pages 83-84 of the Prospectus are the information required by Part I, paragraph (C) of "Annex C, as amended", Legal Proceedings;
- (d) Set forth on pages 49-57 of the Prospectus are the information required by Part III, paragraph (A) of "Annex C, as amended", Management's Discussion and Analysis or Plan of Operation;
- (e) Set forth on page 109 of the Prospectus are the information required by Part III, paragraph (B) of "Annex C, as amended", Changes in and Disagreements With Accountants On Accounting and Financial Disclosure;
- (f) Set forth on pages 82-87 of the Prospectus are the information required by Part IV, paragraph (A) of "Annex C, as amended", Directors, Executive Officers, Promoters and Control Persons;
- (g) Set forth on page 85 of the Prospectus are the information required by Part IV, paragraph (B) of "Annex C, as amended", Executive Compensation;
- (h) Set forth on pages 88-89 of the Prospectus are the information required by Part IV, paragraph (C) of "Annex C, as amended", Security Ownership of Certain Record and Beneficial Owners and Management;
- (i) Set forth on page 90 of the Prospectus are the information required by Part IV, Section (D) of "Annex C, as amended", Certain Relationships and Related Transactions.

Item 12. Financial Information

Audited Financial Statements of the Registrant for the years ended December 31, 2015, December 31, 2014 and December 31, 2013 of the Registrant are included as Appendices to the Prospectus.

**PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT
BUT NOT REQUIRED IN PROSPECTUS**

Item 13. Other Expenses of Issuance and Distribution.

Set forth on page 40 of the Prospectus are the information required by Part VI, paragraph (M) of "Annex C, as amended".

Item 14. Exhibits.

Incorporated herein are the following exhibits required by Part VII of "Annex C, as amended".

Exhibit	Document
1-A	Proof of Publication of Notice re Filing of Registration Statement (Business Mirror)
1-B	Proof of Publication of Notice re Filing of Registration Statement (Manila Times)
1-C	Revised Notice re Filing of Amended Registration Statement
1-D	Undertaking to Submit Proof of Publication of Notice Re: Filing of Amended Registration Statement
2	Revised draft Underwriting Agreement
3-A	Articles of Incorporation
3-B	Amended Articles of Incorporation
3-C	Certificate of Approval of Increase of Capital Stock
4	By-laws
5	Application to Amend the Registrant's Articles of Incorporation and By-laws
6	Instruments Defining the Rights of Security Holders
7	Opinion re Legality and Tax Matters
8	Summary of Material Contracts
9	Summary of Material Permits and Licenses
9-A	Certification re Permits and Licenses
10	Notarized Curriculum Vitae and Photographs of Officers and Members of the Board of Directors: (a) Jerry M. Navarrete (b) Joy J. Fernandez (c) Rosario H. Javier (d) Maribeth C. Tolentino (e) Michael G. Regino (f) Ana Marie V. Pagsibigan (g) Garth F. Castañeda (h) Roy Joseph S. Fernandez (i) Timothy Joseph M. Mendoza (j) Mark B. Dantes
11	Authorization Re: Registrant's Bank Accounts
11-A	Undertaking to Disclose re Bank Accounts
11-B	Secretary's Certificate re Authority to Undertake to Disclose re Bank Accounts
12	Duly verified resolution of the Registrant's board of directors: (a) approving the securities offering and authorizing the filing of the Registration Statement and (b) approving the disclosures contained in the registration statement and assuming liability for the information contained therein
13	Amended Manual on Corporate Governance
14	Secretary's Certificate as to the following matters: (a) the adoption by the Registrant's board of directors of certain corporate governance principles and (b) adoption of the Fit and Proper Rule for the selection of corporate directors and officer
15	Undertaking to (a) comply with the Manual on Corporate Governance and (b) allowing the SEC to resolve conflicting issues regarding the selection of independent directors
16	Secretary's Certificate re: Pending Material Litigation
17	Undertaking to Appoint Independent Directors

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 MAKATI CITY Metro Manila on 31 MAY 2016.

By:


JERRY M. NAVARRETE
Chairman of the Board and President


MARIBETH C. TOLENTINO
Chief Operating Officer


ROY JOSEPH S. FERNANDEZ
Chief Financial Officer


TIMOTHY JOSEPH M. MENDOZA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 31 MAY 2016 in MAKATI CITY, Philippines, affiants exhibiting to me the following as competent evidence of their identities:

<u>Name</u>	<u>Government ID/ Passport No.</u>	<u>Date and Place of Issue</u>
Jerry M. Navarrete	EC4138755	11 May 2015/DFA Manila
Maribeth C. Tolentino	EC2712507	13 November 2014/ DFA NCR East
Roy Joseph S. Fernandez	EB7903556	17 April 2013/DFA Manila

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 Series of 2016.



SOPHIA M. KIRO
 Appointment No. KC-105
 Mayor Public Office, Makati City
 104 P. V. Arborescence Drive
 104 P. V. Arborescence Drive, Makati City
 Makati City, Philippines
 PTR No. 105-105-105-105-105
 ID No. 105-105-105-105-105