

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

SECURITIES AND EXCHANGE
COMMISSION

RECEIVED
JUL 13 2015

1. SEC Identification Number: **00031050**
2. **STA. LUCIA LAND, INC.**
Exact name of registrant as specified in its charter
3. **Manila, Philippines**
Province, country or other jurisdiction of incorporation or organization

4.152-291-000 MARKET REGULATION DEPT.
BIR Tax Identification Number *Frank* TIME: *9:46*

5. **Real estate development**
General character of business of registrant.

6. Industry Classification Code: (SEC Use Only)

7. Penthouse, Building III, Sta. Lucia East Grand Mall, Cainta, Rizal
Address, including postal code,
Telephone number: 6817332
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

10. Computation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Fixed Rate Bonds	Up to ₱5,000,000,000,	Denominations of ₱50,000 each, as a minimum and in multiples of ₱10,000 thereafter	Up to ₱5,000,000,000	₱1,830,625.00

PART I
INFORMATION REQUIRED IN PROSPECTUS

Item 1. Front of the Registration Statement and Outside Front Cover Page of Prospectus.

Please refer to the Prospectus.

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

Please refer to the Prospectus.

Item 3. Risk Factors and Other Considerations.

Please refer to page 21 of the Prospectus.

Item 4. Use of Proceeds.

Please refer to page 39 of the Prospectus.

Item 5. Determination of Offering Price.

Please refer to page 43 of the Prospectus.

Item 6. Dilution.

Not applicable

Item 7. Selling Security Holders.

Not applicable

Item 8. Plan of Distribution.

Please refer to page 31 of the Prospectus.

Item 9. Description of Securities to Be Registered.

Please refer to page 48 of the Prospectus.

Item 10. Interests of Named Experts.

Please refer to page 65 of the Prospectus.

Item 11. Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a) On Description of Business, please refer to page 66 of the Prospectus.
- (b) On Description of Properties, please refer to page 87 of the Prospectus.
- (c) On Certain Legal Proceedings, please refer to page 103 of the Prospectus.
- (d) On Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters, please refer to page 104 of the Prospectus.
- (e) On Management's Discussion and Analysis and Analysis of Financial Condition and Result of Operations, please refer to page 106 of the Prospectus.

- (f) On Changes in and Disagreements With Accountants On Accounting and Financial Disclosure, please refer to page 115 of the Prospectus.
- (g) On Directors, Executive Officers, Promoters and Control Persons, please refer to page 116 of the Prospectus.
- (h) On Executive Compensation, please refer to page 120 of the Prospectus.
- (i) On Security Ownership of Management and Certain Record and Beneficial Owners, please refer to page 122 of the Prospectus.
- (j) On Certain Relationships and Related Transactions, please refer to page 123 of the Prospectus.

Item 12. Financial Information

- A-1 Consolidated financial statements for the fiscal years ended September 30, 2014, 2013, 2012 and 2011 and Report of Independent Auditors
- A-2 Statement of Management's Responsibility for the audited financial statements for the fiscal years ended September 30, 2014, 2013, 2012 and 2011
- A-3 Consolidated financial statements for the fiscal years ended September 30, 2014, 2013, 2012 and 2011 and Report of Independent Auditors

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

Item 13. Other Expenses of Issuance and Distribution.

Please refer to page 27 of the Prospectus.


Item 14. Exhibits.


Exhibit #	Description
Exhibit 1	Publication of Notice re: Filing
Exhibit 2	Underwriting Agreement (Draft)
Exhibit 3	Trust Agreement (Draft)
Exhibit 4	Registry and Paying Agency Agreement (Draft)
Exhibit 5	Statement of Eligibility of Trustee
Exhibit 6	Certified true copies of Articles of Incorporation and By-Laws
Exhibit 7	Opinion re: Legality and Tax Matters
Exhibit 8	Material Contracts
Exhibit 9	Consolidated Financial Statements for the fiscal years ended 31 December 2014, 2013, 2012, and Reports of Independent Auditors and Statements of Management's Responsibility for the relevant periods.
Exhibit 10	SEC Form 20-IS for the 2015 Annual Meeting of Stockholders
Exhibit 11	SEC Form 17-Q for the latest quarter, and attached interim financial statements for the same period
Exhibit 12	SEC Form 17-A for the last fiscal year
Exhibit 13	List of subsidiaries of the registrant and conglomerate map
Exhibit 14	Certification on the Submission of Audited Financial Statements for the Registrant
Exhibit 15	Tax Compliance Report
Exhibit 16	Credit Rating Report
Exhibit 17	Authorization of the SEC to examine the Registrant's bank accounts.
Exhibit 18	Notarized curriculum vitae and recent photographs of officers and members of the board of directors
Exhibit 19	Duly verified Board Resolutions approving the securities offering, Terms and Conditions, Authorized Signatories, Execution and Filing of the Registration Statement, Disclosures Contained in the Registration Statement, and Assuming Liability for the Information Contained Therein
Exhibit 20	Secretary's Certificate re: submission of a manual of corporate governance, adoption by the board of certain corporate governance principles, adoption of a fit and proper rule, and undertaking to comply with SEC rules in resolving conflicting issues regarding the selection of independent directors
Exhibit 21	Certification on Legal Proceedings of the Registrant and its Subsidiaries
Exhibit 22	Certification on Permits and Licenses
Exhibit 23	Government Permits for Existing Properties
Exhibit 24	Certification on Due Diligence and No Conflict of Interest from JLMs
Exhibit 25	Mandate Letter between the Issuer and the appointed Underwriters

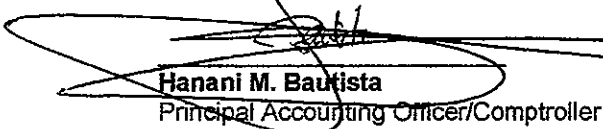
SIGNATURE

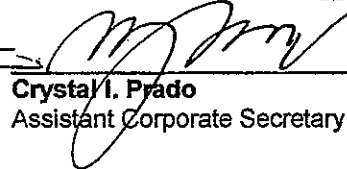
Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in _____ on _____

By:


Exequiel D. Robles
President and Director

QUEZON CITY 08 JUL 2015

David M. Dela Cruz
EVP and CFO


Hanani M. Bautista
Principal Accounting Officer/Comptroller


Crystal I. Prado
Assistant Corporate Secretary

SUSCRIBED AND SWORN to before me, a notary public in and for the city named above, personally appeared:

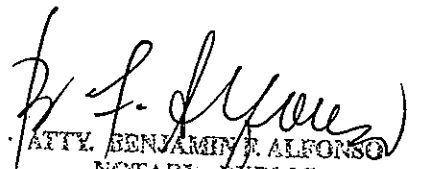
Name	Identification No.	Date of Issue	Place of Issue
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who were identified by me through competent evidence of identity to be the same persons who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this 08 JUL 2015

NOTARY PUBLIC

Doc. No. 666
Page No. 14
Book No. 181A
Series of 2015


ATTY. BENJAMIN R. ALFONSO
NOTARY PUBLIC
UNTIL December 31, 2016
PTR NO. 0682987 - C - 1-20-15
ERP NO. 975600 - 12-11-2014
ROLL NO. 13296
ADM MATTER NO. N.P.-144 (2015 - 2016)
TIN NO. 177967619
MCLE EXEMPTED
QUEZON CITY