

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

SECURITIES AND EXCHANGE COMMISSION

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MARKET REGULATION DEPT. TIME: 3:15 PM

1. SEC Identification Number: A1997-01451
2. NLEX CORPORATION (formerly MANILA NORTH TOLLWAYS CORPORATION)
Exact name of registrant as specified in its charter
3. Philippines
Province, country or other jurisdiction of
Number incorporation or organization
4. 004-984-946-000
BIR Tax Identification
5. To engage in and carry on a construction and contracting business involving tollways, its facilities, interchanges and related works, including the operation and maintenance thereof.
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. NLEX Compound, Balintawak, Caloocan City 1400, Metro Manila, Philippines; Telephone No. (02)580-8900; Fax No. (02)580-8992
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 (Php)	Proposed maximum aggregate offering price per unit (Php)	Proposed maximum aggregate offering price (Php)	Amount of registration fee (including Legal Research Fee)
Fixed Rate Bonds	With aggregate principal amount of Php25,000,000,000, consisting of: 1. up to Php6,000,000,000 worth of bonds to be offered and issued as the first tranche; and 2. shelf registration of Php19,000,000,000.	Face value	Php6,000,000,000 (first tranche)	Php2,083,125.00

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 and Offer Supplement are 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 cover page and the succeeding pages of the Prospectus and Offer Supplement are the information required by Part VI, paragraph (B) of "Annex C, as amended".

Item 3. Risk Factors and Other Considerations.

Set forth under the section "Risk Factors" starting on page 19 of the Prospectus are the information required by Part VI, paragraphs (C) and (D) of "Annex C, as amended".

Item 4. Use of Proceeds.

Set forth under the section "Use of Proceeds" starting on page 32 of the Prospectus and under the section "Use of Proceeds" starting on page 23 of the Offer Supplement are the information required by Part VI, paragraph (E) of "Annex C, as amended".

Item 5. Determination of Offering Price.

Set forth under the section "Determination of the Offer Price" starting on page 33 of the Prospectus are the information required by Part VI, paragraph (F) of "Annex C, as amended".

Item 6. Dilution.

Not applicable.

Item 7. Selling Security Holders.

Not applicable.

Item 8. Plan of Distribution.

Set forth under the section "Plan of Distribution" starting on page 34 of the Prospectus and under the section "Plan of Distribution" starting on page 26 of the Offer Supplement are the information required

by Part VI, paragraphs (I), (J) and (K) of "Annex C, as amended".

Item 9. Description of the Bonds.

Set forth under the section "Description of the Bonds" starting on page 35 of the Prospectus and under the section "Description of the Offer Bonds" starting on page 32 of the Offer Supplement are the information required by Part II, paragraph (B) of "Annex C, as amended".

Item 10. Interests of Named Experts and Independent Counsel.

Set forth under the section "Interest of Named Experts" starting on page 36 of the Prospectus 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 starting on page 37 of the Prospectus are the information required by Part I, paragraph (A) of "Annex C, as amended", Description of the Business;
- (b) Set forth starting on page 58 of the Prospectus are the information required by Part I, paragraph (B) of "Annex C, as amended", Description of Property;
- (c) Set forth starting on page 61 of the Prospectus are the information required by Part I, paragraph (C) of "Annex C, as amended", Legal Proceedings;
- (d) Set forth starting on page 6] 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 starting on page 36 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 starting on page 78 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 starting on page 88 of the Prospectus are the information required by Part IV, paragraph (B) of "Annex C, as amended", Executive Compensation;
- (h) Set forth starting on page 90 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; and
- (i) Set forth starting on page 92 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

Please refer to the section "Summary of Financial Information" starting on page 17 of the Prospectus and "Management's Discussion and Analysis of Financial Position and Results of Operations" starting on page [65] of the Prospectus.

The consolidated audited financial statements of the Registrant for the years ended December 31, 2017, December 31, 2016 and December 31, 2015 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 under the section "Use of Proceeds" starting on page 32 of the Prospectus and under the section "Use of Proceeds" starting on page 23 of the Offer Supplement 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 VI of "Annex C, as amended":

Exhibit	Document
1	Undertaking re: Publication of Notice of Filing of Registration Statement and Notice re: Filing of Registration Statement
2	Mandate Letters
3	Underwriting Agreement (draft)
4	Certified True Copy of Articles of Incorporation and By-Laws
5	Opinion re: Legality and Tax Matters
6	Material Contracts
7	Latest Annual/Quarterly Reports to Security Holders
8	Published Report on Matters Submitted to Vote of Security Holders
9	List of Subsidiaries
10	Statement of Eligibility of Trustee
11	Curriculum Vitae of Directors and Officers of the Registrant
12	Copy of Board of Investment Certification of Registration
13	Authorization in Favor of SEC to Examine Bank Accounts of Registrant
14	Directors' Certificate re: Approval, Registration and Public Offer of Bonds
15	Secretary's Certificate re: Fit and Proper Rule
Additional Documents	
16	Copy of Environmental Compliance Certificate
17	Certification re: Legal Proceedings
18	Certification re: Audited Financial Statements
19	Certification re: Government Licenses and Permits
20	Certification of Issuer re: Submission of Documents
21	Certification of Underwriters re: Submission of Documents
22	Tax Compliance Report
23	Undertaking to Pay the Remaining Balance of the Remaining Balance of Registration Fees


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 MAR 02 2018.

By:


RODRIGO E. FRANCO
 President and Chief Executive Officer


MARIA THERESA O. WELLS
 Senior Vice President and Chief Finance Officer


RAUL L. IGNACIO
 Senior Vice President for Tollways Development and Engineering


ALEX ERLITO S. FIDER
 Corporate Secretary


MONA LISSA O. SANSON
 Vice President and Chief Audit Executive

REPUBLIC OF THE PHILIPPINES)
 MAKATI CITY, METRO MANILA) S.S.

SUBSCRIBED AND SWORN to before me this MAR 02 2018 in Makati City, Metro Manila, Philippines affiants exhibiting to me their respective competent evidence of identity, as follows:

Name	Government Issued ID	Date and Place of Issue
Rodrigo E. Franco	EC 2643726	06 Nov. 2014 / DFA Manila
Maria Theresa O. Wells	EC 1220396	04 June 2014 / DFA NCR East
Raul L. Ignacio	EC 2266722	01 Oct. 2014 / DFA Manila
Alex Erlito S. Fider	P 5654887A	17 January 2015 / DFA Manila
Mona Lissa O. Sanson	EC 8027852	15 June 2016 / DFA NCR Northeast

Doc. No.: 102 ;
 Page No.: 22 ;
 Book No.: 1 ;
 Series of 2018.


ROSE ANN JOY V. GONZALES
 Appointment No. M-221
 Notary Public for Makati City
 Until December 31, 2019
 Liberty Center-Picazo Law
 104 H.V. dela Costa Street, Makati City
 Roll No. 68583
 PTR No. 6619649/Makati City/01-05-2018
 IBP No. 020681/Isabela/01-03-2018