

ATN HOLDINGS, INC.

9F Summit One Tower, 530 Shaw Blvd. Mand. City
Tel. No. 717-0523, Fax No. 533-5052

October 9, 2012

JANET A. ENCARNACION
HEAD, DISCLOSURE DEPARTMENT
THE PHILIPPINE STOCK EXCHANGE
3F Tower One and Exchange Plaza
Ayala Triangle, Ayala Ave., Makati City

Dear Ms. Encarnacion,

In compliance with PSE's requirement, we are sending you herewith SEC Form 17C with the report under SEC Memorandum Circular No. 4-2012.

Thank you.

Very truly yours,


Celinia Paclmoca

SEC Number 37535
File Number _____

ATN HOLDINGS, INC.

(Company)

**9th Floor, Summit One Tower,
530 Shaw Blvd., Mandaluyong**

(Address)

717-0523

(Telephone Number)

March 31

(Fiscal Year Ending)
(month & day)

**SEC 17-C
SEC Memorandum Circular No. 4-2012**

(Form Type)

Amendment Designation (if applicable)

(Period Ended Date)

(Secondary License Type and File Number)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. October 9, 2012

Date of Report (Date of earliest event reported)

2. SEC Identification Number 37535 3. BIR Tax Identification No. 005-056-869

4. ATN HOLDINGS, INC.

Exact name of registrant as specified in its charter

5. Philippines

Province, country or other jurisdiction of incorporation

6. _____ (SEC use only)

Industry Classification Code:

7. 9th Floor Summit One Tower
530 Shaw Boulevard, Mandaluyong City

Address of principal office

Postal Code

8. (632) - 717-0523

Registrant's telephone number, including area code

9. n/a

Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 4 and 8 of the RSA

| Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding | |
|---------------------|--|---------------------|
| <i>Common "A"</i> | <i>370,000,000</i> | <i>P370,000,000</i> |
| <i>Common "B"</i> | <i>80,000,000</i> | <i>80,000,000</i> |
| <i>Total</i> | <i>450,000,000</i> | <i>P450,000,000</i> |

11. Indicate the item numbers reported herein: Item 9


In reference to SEC Memorandum Circular No. 4, Series of 2012 re: Guidelines for the Assessment of the Performance of the Audit Committee of Companies Listed on the Exchange, ATN Holdings, Inc. Audit Committee is still reviewing and processing the suggested guide materials taken from Item 3 Page 4 of SEC Memorandum Circular No. 4 for drafting the Audit Committee Charter. However, the Company adopts and implements best practices in its various functions and procedures to comply with SEC and Philippine Audit Standards.

The Audit Committee has been guided by the Corporate Governance Manual and has implemented certain best practices and standards in various corporate functions and procedures. Currently, ATN Holdings, Inc. is drafting an audit committee charter to comply with the requirements of SEC.

SIGNATURES

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

ATN HOLDINGS, INC.
Registrant


PAUL B. SARIA
Corporate Information Officer

10/09/12