

# COVER SHEET

0 0 0 0 0 3 7 5 3 5  
S.E.C. Registration Number

A T N H O L D I N G S , I N C .

(Company's Full Name)

9 t h F o o r S u m m i t 1 T o w e r , 5 3 0 S h a w

B o u l e v a r d , M a n d a l u y o n g C i t y

(Business Address: No. Street City/Town/Province)

Paul B. Saria  
Contact Person

7170523  
Company Telephone Number

0 3      3 1  
Month      Day  
Fiscal Year

SEC Form 17-C  
Result of the Special Meeting of  
the Board of Directors  
FORM TYPE

November      13  
Month      Day  
Annual Meeting

LISTED  
Secondary License Type, If Applicable

Dep. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings  
Domestic      Foreign

To be accomplished by SEC Personnel concerned

\_\_\_\_\_  
LCU

\_\_\_\_\_  
Cashier

STAMPS

Remarks: pls. use black ink for scanning purposes.

SEC Number 37535  
File Number \_\_\_\_\_

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**ATN HOLDINGS, INC.**

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(Company)

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

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(Address)

**632- 717-0523**

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(Telephone Number)

**March 31**

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(Fiscal Year Ending)  
(Month & day)

**SEC Form 17-C**

**Result of the Special Meeting of the Board of Directors**

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(Form Type)

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Amendment Designation (if applicable)

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(Period Ended Date)

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(Secondary License Type and File Number)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE REVISED SECURITIES ACT (RSA)  
AND RSA RULE 17.2 (c) THEREUNDER

1. **July 8, 2015**

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

**1550**

Postal Code

8. **(632) - 717-0523**

Registrant's telephone number, including area code

9.

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

**Common A  
Common B**

**3,700,000,000  
800,000,000**

**P370,000,000.00  
P 80,000,000.00**

11. Indicate the item numbers reported herein: **Results of the Special Meeting of the  
Board of Directors on July 8, 2015**

Today, in a Special Board of Directors Meeting of the Corporation, upon motion duly seconded, the following resolution was unanimously adopted and passed by the Board of Directors of the Corporation, to wit:

**WHEREAS**, the Corporation has received a proposal from UNICAPITAL Inc. to act as Financial Advisor, Issue Manager, Lead Underwriter for the Company's planned preferred Shares offer of PHP 1,000,000,000.00 and do necessary activities to comply with the requirements of the Securities and Exchange Commission and Philippine Stock Exchange.

**WHEREAS**, the Corporation has an existing interest in ATN Philippines Solar Energy Group Inc. (ATN Solar) a grantee of a 30MW Solar Energy Service Contract SESC 2011-05-002 by the Department of Energy to develop, operate and maintain a 30MW Solar PV power plant to be located in Rodriguez, Rizal and answer the President Benigno Simeon Aquino III and Congress of the Philippines' declaration of National Emergency on Energy.

**WHEREAS**, the Energy Regulatory Commission, has rendered a favorable Decision for ATN Solar on June 8, 2015 to develop, own and operate a 34.5kV dedicated point to point line and associated assets from the 30MW solar PV power plant of ATN Solar in Rodriguez, Rizal to the three distribution lines of MERALCO.

**WHEREAS**, the Corporation intends to use the proceeds of the preferred shares offer to fund the site development works, sub-transmission line to MERALCO, and balance of system for the commissioning of the 30MW Solar Energy plant in MERALCO franchise area.

**WHEREAS**, the Board of Directors has determined that the Preferred Share is a favorable instrument for ATN Holdings additional equity infusion to ATN Philippines Solar Energy Group Inc., and is advantageous to the common shareholders since dilution is avoided, if the funds were otherwise raised with the issuance of new common shares.

**WHEREAS**, the Board of Directors has determined that the offer of UNICAPITAL is reasonable considering the issue manager's capability of raising funds, and Preferred Share offer is a favored instrument for ATN Holdings with NO dilution to the common shareholders.

**NOW, THEREFORE** the Board of Directors unanimously approved the following resolutions:

**"RESOLVED**, as it is hereby resolved, that the Corporation is hereby authorized to enter into an agreement with UNICAPITAL Inc. as Financial Advisor, Issue Manager and Lead Underwriter for the Company to offer P1 Billion of Preferred Shares to investors, and do activities to comply with the requirements of the SEC and Philippine Stock Exchange;

**"RESOLVED FURTHER**, that the President and CEO, Arsenio T. Ng, is hereby authorized to enter into an agreement with UNICAPITAL Inc. to raise P1 Billion of Preferred Shares under terms and conditions favorable to the Corporation;

**"RESOLVED FINALLY**, that the foregoing resolution remain valid and subsisting, unless otherwise revoked or amended in writing by the Corporation."

**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.**

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Registrant



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**PAUL B. SARIA**  
Corporate Compliance Officer

Date: July 8, 2015

08 JUL 2015

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ 2015, affiant exhibiting his Driver's License No. N04-93-264992, which expires on December 15, 2015 issued at Mandaluyong City.

**NOTARY PUBLIC**



**ATTY. AGUSTIN B. CABREDO**  
Notary Public for Manila  
Notarial Commission No. 2015-030  
Until December 31, 2016  
Rm. 409, First United Bldg. Co.,  
Escorta, Manila  
Roll No. 26047  
PTR. No. 3837962/ 1-5-15/ Manila  
IBP Life Member 05097  
MCLE No. V-0003138/ 7-26-14

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Series of 2015