

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number **CS201409614**
2. **OVIALAND, INC.**
Exact name of registrant as specified in its charter
3. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation or organization
4. **008-779-581**
BIR Tax Identification Number
5. Retail / wholesale
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **Unit 2701 Parkway Corporate Center, Corporate Ave. cor. Parkway Place, Filinvest, Alabang, Muntinlupa City**
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. **NOT APPLICABLE**
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	Proposed maximum aggregate offering price	Amount of registration fee
Common Shares (Primary)	336,000,000 Common Shares	Php5.60	PhP1,881,600,000.00	First Php1 Billion..... PhP812,500.00
Common Shares (Secondary)	24,000,000 Common Shares	Php5.60	PhP134,400,000.00	In excess of PhP1Bn (0.025%)..... PhP405,650.00
Overallotment Shares (Overallotment)	36,000,000 Common Shares	Php5.60	PhP201,600,000.00	Total Filing Fee..... PhP1,218,150.00
Common Shares (Outstanding excluding Offer Shares)	810,000,000 Common Shares	Php0.50	PhP405,000,000.00	Legal Research Fee (1%)..... PhP12,181.50
Subtotal			PhP2,622,600,000.00	
			TOTAL FEES:	PhP1,230,331.50

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.

The information required by Part VI, paragraph (A) of “Annex C, as amended” are found on page (i) of the Prospectus.

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

The following information required by Part VI, paragraph (B) of “Annex C, as amended” are found on the inside front cover page of the Prospectus and the first two or more pages.

Item 3. Risk Factors and Other Information

The information required by Part VI, paragraph (C) of “Annex C, as amended is found starting on page **24** of the Prospectus under the heading “Risk Factors, and includes the discussions on how the Registrant shall manage such risks.

Item 4. Use of Proceeds.

The information required by Part VI, paragraph (E) of “Annex C, as amended” is found on page **44** of the Prospectus under the heading, “Use of Proceeds”.

Item 5. Determination of Offering Price.

The information required by Part VI, paragraph (F) of “Annex C, as amended” is found on page **52** of the Prospectus under the heading, “Determination of the Offer Price”.

Item 6. Dilution.

The information required by Part VI, paragraph (G) of “Annex C, as amended” is found on page **53** of the Prospectus under the heading, “Dilution”

Item 7. Selling Security Holders.

The information required by Part VI, paragraph (H) of “Annex C, as amended” is found on page **144** of the Pro-

spectus under the heading, “Principal and Selling Shareholders”

Item 8. Plan of Distribution.

The information required by Part VI, paragraph (I) of “Annex C, as amended” is found on page **113** of the Prospectus under the heading, “Plan of Distribution”

Item 9. Description of Securities to Be Registered.

The information required by Part II, paragraph (B) of “Annex C, as amended” is found on page **149** of the Prospectus under the heading, “Description of the Offer Shares”

Item 10. Interests of Named Experts and Independent Counsel.

Part VI, paragraph (L) of “Annex C, as amended” is on page **170** of the Prospectus under the heading, “Independent Auditors.”

Item 11. Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a) Information required by Part I, paragraph (A) of “Annex C, as amended”, Description of Business;

Please refer to the information provided under the following headings: “Business Overview” on page **73** of the Prospectus.
- (b) Information required by Part I, paragraph (B) of “Annex C, as amended”, Description of Property;

Please refer to the section “ Description of Property” found starting on page **111** of the Prospectus.
- (c) Information required by Part I, paragraph (C) of “Annex C, as amended”, Legal Proceedings;

Please refer to the section “Legal Matters” found starting on page **168** of the Prospectus.
- (d) Where common equity securities are being offered, information required by Part II, paragraph (A)(1) through (4) of “Annex C, as amended”, Market Price of and Dividends on the Registrant’s Common Equity and Related Stockholder Matters;

Please refer to the following sections of the Prospectus: “Dividends and Dividends Policy” on page **50** of the Prospectus.
- (e) Information required by Part III, paragraph (A) of “Annex C, as amended”, “Management’s Discussion and Analysis or Plan of Operation;

Please refer to the section “Management’s Discussion and Analysis of Financial Condition and Results of Operations” starting on page **60** of the Prospectus.
- (f) Information required by Part III, paragraph (B) of “Annex C, as amended”, Changes in and Disagreements With Accountants On Accounting and Financial Disclosure;

Please refer to the section “Independent Auditors” starting on page **169** of the Prospectus.
- (g) Information required by Part IV, paragraph (A) of “Annex C, as amended”, Directors, Executive Officers, Promoters and Control Persons;

Please refer to the section “Board of Directors and Senior Management” starting on page **136** of the Prospectus.

- (h) Information required by Part IV, paragraph (B) of “Annex C, as amended”, Executive Compensation;

Please refer to the information provided under the heading “Board of Directors and Senior Management” and sub-heading “Executive Compensation” found on page **142** of the Prospectus.

- (i) Information required by Part IV, paragraph (C) of “Annex C, as amended”, Security Ownership of Certain Record and Beneficial Owners and Management;

Please refer to the information provided under the heading “Security Ownership of Record and Beneficial Owners” starting on page **145** of the Prospectus.

- (j) Information required by Part IV, Section (D) of “Annex C, as amended”, Certain Relationships and Related Transactions.

Please refer to the information provided under the heading “Related Party Transactions” starting on page **148** of the Prospectus.

Item 12. Financial Information

Furnish financial information as required by SRC Rule 68.

The audited consolidated financial statements for the years ended December 2020, 2021, and 2022 will be submitted as exhibits to this Registration Statement and are to be incorporated by reference.

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

Item 13. Other Expenses of Issuance and Distribution.

Furnish the information required by Part VI, paragraph (M) of “Annex C, as amended”.

Please refer to the section “Use of Proceeds” found on page **44** of the Prospectus.

Item 14. Exhibits.

Furnish or incorporate by reference the exhibits required by Part VII of “Annex C, as amended”.

1	Prospectus
2	Audited Financial Statements for the last 3 years (consolidated, if applicable), with Statement of Management Responsibility (SMR) on the Financial Statement
3	Publication of Notice of Filing of Registration Statement <ul style="list-style-type: none"> • Undertaking to Publish the Notice of Filing of Registration Statement • Notice of Filing of Registration Statement
4	Draft Underwriting Agreement
5	Certified True Copies of the Certificate of Incorporation, the Latest Amended Articles of Incorporation, and By-Laws of the Issuer
6	Instruments defining the rights of security holders
7	Independent Legal Counsel’s Opinion on Legality and Taxation
8	Material Contracts

9	Curriculum vitae and recent photos of officers and directors
10	BOI Certificate of Registration
11	Authorization in favor of the SEC to examine bank accounts of the Issuer
12	Directors Certificate on the Approval of the IPO
13	Secretary's Certificate re: Manual of Corporate Governance
14	Manual of Corporate Governance
15	Undertaking to Comply with the Manual of Corporate Governance
16	Mandate Letter of the Underwriters
17	Certification re: Legal proceedings
18	Certification re: Government licenses and permits
19	Certification from the Issuer that the Issuer is aware of documents/amendments submitted in connection with the Registration Statement
19	Certification from the Underwriter that the Underwriters are aware of documents/amendments submitted in connection with the Registration Statement
19	Certification of Underwriter on the conduct of due diligence
20	Tax Compliance Report
21	Environmental Compliance Certificates
22	Certificate of title/s of real properties of the Issuer, certified as true copies by the Land Registration Authority
23	Certification of Selling Shareholders
24	Undertaking to submit

Item 15.


Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.


(Signature and Acknowledgement Pages follow)

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 the City of MAKATI CITY on 17 MAR 2023 2023.


MARIE LEONORE FATIMA V.
OLIVARES-VITAL
President


REYNALDO M. ABRENCILLO
Chief Operating Officer


JOHN BRYAN A. VITAL
*Treasurer, Chief Financial Officer, and
Head of Investor Relations*


JHENNIFER S. AMANTE
Chief Revenue Officer


MARIZ M. MUDLONG
Finance Manager


ERLITO S. FIDER
Corporate Secretary


(Signature page to the SEC Form 12-1)

SUBSCRIBED AND SWORN to before me this 17 MAR 2023 2023 affiants exhibiting to me their Government-issued IDs, as follows:

Name	Government-issued IDs	Date and Place of Issue
Marie Leonore Fatima V. Olivares-Vital	PASSPORT NO. PG2949198	9 Feb. 2021 DFA NCR SOUTH
John Bryan A. Vital	DL NO. N26-00-023706	5 Dec. 2031 LTO
Erlito S. Fider	PASSPORT NO. P5654877A	17 Jan. 2018 DFA Manila
Reynaldo M. Abrencillo	PRE ID NO. 0088404	valid until 1/2/2025
Jhennifer S. Amante	UNID NO. CRN-0111-9985914-8	
Mariz M. Mudlong	UNID NO. CRN-0113-0011493	

Doc. No.: 150 ;
Page No.: 31 ;
Book No.: II ;
Series of 2023.

(Acknowledgement page to the SEC Form 12-1)


CELINA MARIE S. HILARIO
Appointment No. M-328
Notary Public for Makati City
Until December 31, 2023
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 80942
PTR No. 9573202/Makati City/01-07-2023
IBP No. 292504/Makati City/01-05-2023
MCLE Exempted-Admitted to the bar in 2022