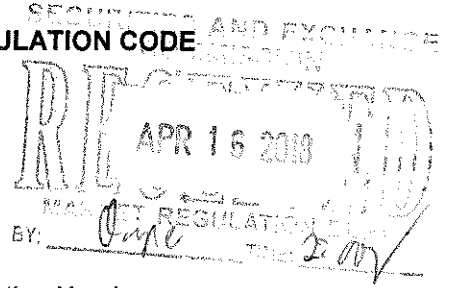


**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 12-1, AS AMENDED**

**REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE**



1. SEC Identification Number **ASO93-005277**
2. **LBC EXPRESS HOLDINGS, INC.**  
Exact name of registrant as specified in its charter
3. **METRO MANILA, PHILIPPINES**  
Province, country or other jurisdiction of incorporation or organization
4. **002-648-099**  
BIR Tax Identification Number
5. **HOLDING CORPORATION**  
General character of business of registrant.
6. Industry Classification Code:  (SEC Use Only)
7. Address **General Aviation Center, Domestic Airport Compound, Pasay City, Metro Manila, Philippines**  
Tel. No. **632-851-8510**  
Fax No. **632-851-9759**  
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	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Shares (Secondary Offer)	69,101,000 shares	PhP22.00	PhP1,520,222,000.00	PhP942,555.50
Legal Research Fee of 1%				PhP9,425.56
<b>TOTAL SEC FEES</b>				<b>PhP951,981.06</b>

## 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" is on pages i and ii of the Prospectus.

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

The information required by Part VI, paragraph (B) of "Annex C, as amended", to wit:

- (1)     The following information is found on the following pages of the Prospectus:
  - (a)    Number of shares offered by the current shareholders is on page i of the Prospectus;
  - (b)    Total number of shares outstanding after the offering is on page i of the Prospectus;
  - (c)    Total proceeds raised by the offering is on page i of the Prospectus;
  - (d)    Brief description of the use of proceeds is on page i of the Prospectus;
  - (e)    Underwriter's fees is on page i of the Prospectus;
  - (f)    Dividend policy is on page ii of the Prospectus;
  - (g)    Address and the telephone number of the Company's principal office is on page i of the Prospectus.
- (2)     Table of Contents is on page 1 of the Prospectus.
- (3)     Brief description of the Company's business is on page 7 of the Prospectus;
- (4)     Summary paragraph or key points characterizing the risks of the offering under the caption "Risks of Investing" is on page 13 of the Prospectus.
- (5)     Summary financial information in tabular or graphic form which is useful to potential investors is on page 25 of the Prospectus.
- (6)     A glossary is on page 2 of the Prospectus.
- (7)     The required statements is on page iii of the Prospectus.

**Item 3.**            Risk Factors and Other Information

The information required by Part VI, paragraph (C) and (D) of "Annex C, as amended" is on page 30 of the Prospectus, under the title, "Risk Factors",

**Item 4.**            Use of Proceeds.

The information required by Part VI, paragraph (E) of "Annex C, as amended" is on page 55 of the Prospectus; under the title "Use of Proceeds".

**Item 5.**            Determination of Offering Price.

The information required by Part VI, paragraph (F) of "Annex C, as amended" is on page 59 of the Prospectus, under the title, "Determination of Offer Price".

**Item 6.**            Dilution.

The information required by Part VI, paragraph (G) of "Annex C, as amended" is on page 61 of the Prospectus, under the title "Dilution".

**Item 7.**            Selling Security Holders.

The information required by Part VI, paragraph (H) of "Annex C, as amended" is on page 166 of the Prospectus, under the title, "Principal and Selling Shareholder".

**Item 8.**            Plan of Distribution.

The information required by Part VI, paragraphs (I), (J) and (K) of "Annex C, as amended" is on page 196 of the Prospectus, under the title, "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 on page 171 of the Prospectus, under the title, "Description of the Shares".

**Item 10.**          Interests of Named Experts and Independent Counsel.

The information required by Part VI, paragraph (L) of "Annex C, as amended" is on page 198 of the Prospectus.

**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", is on page 80 of the Prospectus under the title "Business";
- (b) Information required by Part I, paragraph (B) of "Annex C, as amended", is on page 110 of the Prospectus under the title "Business – Property and Equipment";
- (c) Information required by Part I, paragraph (C) of "Annex C, as amended", is on page 112 of the Prospectus under the title "Business – Legal Proceedings";
- (d) Information required by Part II, paragraph (A)(1) through (4) of "Annex C, as amended", is on pages 18, 166, 153 and 57 of the Prospectus, respectively, under the titles "Summary of the Offer", "Principal and Selling Shareholder", "Board of Directors and Senior Management", and "Dividends and Dividend Policy";
- (e) Information required by Part III, paragraph (A) of "Annex C, as amended", is on page 65 of the Prospectus under the title "Management's Discussion and Analysis of Financial Information and Results of Operations";
- (f) Information required by Part III, paragraph (B) of "Annex C, as amended", is on page 199 of the Prospectus under the title "Independent Auditors";

<b>Annex Reference</b>	<b>Annex Title</b>
Annex "L"	Continuing authorization for the SEC to examine bank accounts
Annex "M"	List of Subsidiaries
Annex "N"	Directors' Certificate on the approval by the Board of Directors of the primary offering of the securities, the filing of the Registration Statement and the disclosures contained in the Registration Statement and assuming responsibility for the information contained therein
Annex "O"	Secretary's Certificate on Adoption of Manual on Corporate Governance and submission of copy to the SEC; adoption of a fit and proper rule; and undertaking allowing the SEC to resolve conflicting issues regarding the selection of independent directors.
Annex "P"	Copy of the Manual of Corporate Governance
Annex "Q"	Engagement/Mandate Letter of Underwriters
Annex "R-1"	Certification on Tax Filings (Tax Compliance Report)
Annex "R-2"	Tax Returns
Annex "R-3"	BIR Form 2000 for the payment of DST on the Secondary Offer Shares
Annex "S"	Certification from selling security holder as to the accuracy of the content of the Prospectus
Annex "T"	Certification on material and non-material legal proceedings filed by and against the Issuer, its subsidiaries and affiliates and list of such material and non-material legal proceedings.
Annex "U"	Certification that the Audited Financial Statements of the Issuer and its subsidiaries have been filed with the SEC
Annex "V"	Certification from the Lead Underwriter re: Due Diligence and absence of conflict of interest
Annex "W"	Certification that all mandated government licenses and permits have been secured

**Item 15.**

There are no documents, the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

**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 Pasay on        April 2018.

APR 12 2018

By:




**MIGUEL ANGEL A. CAMAHORT**  
*President*

**SUBSCRIBED AND SWORN** to before me this        day of April 2018 affiant exhibiting to me his competent evidence of identity, as follows:

NAME	GOVERNMENT ISSUED I.D.	DATE AND PLACE OF ISSUE
MIGUEL ANGEL A. CAMAHORT	Passport No. E09173271	11 January 2014 DFA Manila

Doc. No.         
Page No.         
Book No.         
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/Asst. Notary/01-03-2018

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 on \_\_\_\_\_ April 2018.

05 APR 2018

By:

ENRIQUE V. REY, JR.  
Chief Finance Officer

05 APR 2018

SUBSCRIBED AND SWORN to before me, this \_\_\_\_\_ day of April 2018 affiant exhibiting to me his competent evidence of identity, as follows:

NAME	GOVERNMENT ISSUED I.D.	DATE AND PLACE OF ISSUE
ENRIQUE V. REY, JR.	Passport No. P3355001A	09 June 2017 / DFA Manila

JAMIE KATRINA F. CHAN  
Appointment No. M-223  
Notary Public for Makati City  
Until December 31, 2019  
Liberty Center-Picazo Law  
104 H.V. dela Cruz Street, Makati City  
Roll No. 70682  
PTR No. 6619503/Makati City/01-05-2018  
IBP No. 020684/BP/MA/05-03-2018

Doc. No. 403  
Page No. 82  
Book No.     
Series of 2018.

**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 on \_\_\_\_ April 2018.

APR 12 2018

By:

*Cristina S. Palma Gil-Fernandez*  
**CRISTINA S. PALMA GIL-FERNANDEZ**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_ day of April 2018 affiant exhibiting to me her competent evidence of identity, as follows:

NAME	GOVERNMENT ISSUED I.D.	DATE AND PLACE OF ISSUE
CRISTINA S. PALMA GIL-FERNANDEZ	P5655630A	18 January 2018 / DFA NCR South

Doc. No. 17A  
Page No. 1  
Book No. 1  
Series of 2018.

*Rose Ann Joy V. Gonzales*  
**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. 5519649/Makati City/01-05-2018  
IBP No. 020681/Isabela/01-03-2018