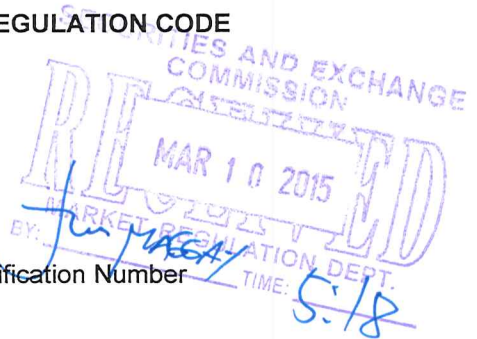


SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: **A200010622**
2. **SOUTH LUZON TOLLWAY CORPORATION**
Exact name of registrant as specified in its charter
3. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation or organization
4. **207-247-094**
BIR Tax Identification Number
5. **Rehabilitation, construction and expansion of the South Luzon Expressway**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **Operations and Control Center, Km. 44 Northbound SLEX, Sitio Latian, Brgy. Mapagong, Calamba City / Tel. No. (02)584-4655/ Fax No. (02)584-4402**
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 aggregate offering price	Amount of registration fee (including Legal Research Fee)
Bonds	Php7,300,000,000	Php7,300,000,000	Php2,411,375

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 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 front cover page of the prospectus and the first two or more pages, the information required by Part VI, paragraph (B) of "Annex C, as amended".

Item 3. Risk Factors and Other Information

Set forth on pages 20 - 27 are the information required by Part VI, paragraphs (C) and (D) of "Annex C, as amended".

Item 4. Use of Proceeds.

Set forth on page 28 are the information required by Part VI, paragraph (E) of "Annex C, as amended".

Item 5. Determination of Offering Price.

Set forth on page 29 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 on pages 30 - 34 are the information required by Part VI, paragraphs (I), (J) and (K) of "Annex C, as amended".

Item 9. Description of Securities to Be Registered.

Set forth on pages 35 - 57 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 on page 58 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 on pages 59 - 73 of the Prospectus are the information required by Part I, paragraph (A) of "Annex C, as amended", Description of Business;
- (b) Set forth on page 74 of the Prospectus are the information required by Part I, paragraph

- (B) of "Annex C, as amended", Description of Property;
- (c) Set forth on page 75 of the Prospectus are the information required by Part I, paragraph (C) of "Annex C, as amended", Legal Proceedings;
- (d) Set forth on pages 79 - 88 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 on page 58 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 on pages 89 - 92 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 on page 93 of the Prospectus are the information required by Part IV, paragraph (B) of "Annex C, as amended", Executive Compensation;
- (h) Set forth on pages 94 - 96 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;
- (i) Set forth on page 97 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

Audited Financial Statements of the Registrant for the years ended December 31, 2014 and December 31, 2013 and 2012 of the Registrant 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 on page 28 of the Prospectus 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 VII of "Annex C, as amended".

Exhibit	Document
1	Notice re: Filing of Registration Statement (Publisher's Affidavit to be submitted)
2	SEC-certified copy of the Articles of Incorporation, as amended
3	SEC-certified copy of the By-laws, as amended
4	Legal Counsel's Opinion re: Legality
5	Legal Counsel's Opinion re: Taxation
6	Copies of Material Contracts
7	Notarized Curriculum Vitae and Recent Photographs of Officer and Members of the Board of Directors
8	Copy of Board of Investment Registration Certificate

9	Manual on Corporate Governance
10	Secretary's Certification as to the adoption and submission of a Manual of Corporate Governance and the adoption of the Fit and Proper Rule for the selection of Corporate Directors and Officers
11	Board Resolution: (i) Approving the issuance, offering and listing of the Bonds; (ii) Authorizing the filing of the Registration Statement; (iii) Execution of all relevant agreements (including the Underwriting Agreement); (iv) Approving the disclosures contained in the Registration Statement; (v) Assuming responsibility for the information and disclosures contained in the Registration Statement
12	Letter of Undertaking to comply with the Manual on Corporate Governance and to allow the SEC to resolve any issue on the selection of independent directors
13	Authority to Examine Bank Accounts
14	Prospectus

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 _____ Metro Manila on _____.

By:

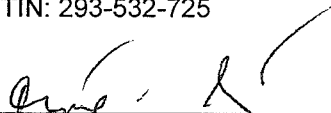


RAMON S. ANG
Chairman of the Board
TIN: 118-247-725

SHADIK WAHONO
Director and President
TIN: 293-532-725



VIRGILIO S. DE GUZMAN
Treasurer
TIN: 119-114-834

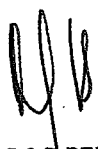


CYNTHIA M. LAURETA
Corporate Secretary
TIN: 136-713-257

SUBSCRIBED AND SWORN to before me this MAR 10 2015 MANDALUYONG CITY Philippines, affiants exhibiting to me the following as competent evidence of their identities:

<u>Name</u>	<u>Government ID/Passport No.</u>	<u>Date and Place of Issue</u>
Ramon S. Ang	Passport No. XX0492943	02/22/2013; DFA Manila
Shadik Wahono	Indonesian Passport No. AG300618	01/15/2014; KBRI Manila
Virgilio S. de Guzman	Passport No. EB4235690	12/08/11; DFA Manila
Cynthia M. Laureta	Integrated Bar of the Philippines I.D. (Lifetime) No. 01407	

Doc. No. 450;
Page No. 91;
Book No. 14;
Series of 2015.



RICARDO F. BERNABE III
Commission No. 0416-14
Notary Public for Mandaluyong City
Until Dec. 31, 2015
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 61400
PTR No. 2253811; 01/07/15; Mandaluyong City
IBP Lifetime Member No. 011669; 03/08/13; RSM