

COVER SHEET

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S.E.C. Registration Number

P	I	L	I	P	I	N	A	S		S	H	E	L	L		P	E	T	R	O	L	E	U	M				
C	O	R	P	O	R	A	T	I	O	N																		

(Company's Full Name)

1	5	6		V	A	L	E	R	O		S	T		S	A	L	C	E	D	O		V	I	L	L	A	G	E
M	A	K	A	T	I		C	I	T	Y																		

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

Atty. Charles Edward M. Cheng

Contact Person

499-48-70; 0919-9994582

Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

AMENDED

1	7	-	C	
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FORM TYPE

0	4
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Month

3 rd Tuesday

Day

Annual Meeting
as per By-Laws

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Secondary License Type, If Applicable

C	F	D
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Dept. Requiring this Doc.

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Amended Articles Number/Section

362

Total No. of Stockholders

Total Amount of Borrowings

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Domestic Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I. D.

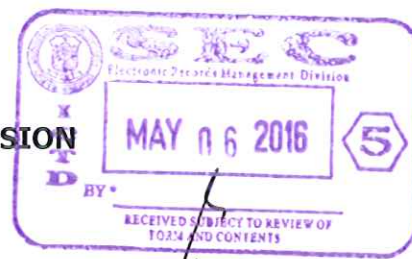
Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

AMENDED SEC FORM 17-C

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



1. 22 March 2016
Date of Report (Date of earliest event reported)
2. SEC Identification Number 14829 3. BIR Tax Identification No. 000-164-757
4. Pilipinas Shell Petroleum Corporation
Exact name of issuer as specified in its charter
5. Makati City, Metro Manila, Philippines 6. (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. Shell House, 156 Valero St., Salcedo Village, Brgy. Bel-Air, Makati City 1227
Address of principal office Postal Code
8. (63 2) 816 6501
Issuer'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 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class

Number of Shares of Common Stock
Outstanding and Amount of Debt
Outstanding

N/A

N/A

11. Indicate the item numbers reported herein:

Item 9. Other Events

- 12) **postponement of stockholders' meeting according to the by-laws or as previously scheduled;**

Deferral of the Annual General Meeting of the Stockholders from the third Tuesday of April (the date scheduled in the Company By-Laws) to 13 May 2016, Friday

The Board during the Board of Directors Meeting held on 22 March 2016, deferred the Company's Annual General Meeting of the Stockholders from the third Tuesday of April (the date scheduled in the Company By-Laws) to 13 May 2016.

Item 3 (b). Appointment of New Independent Accountant

Appointment of Sycip Gorres Velayo and Co., member of Ernst and Young International, as External Auditors for 2016

The Board during the Board of Directors Meeting held on 22 March 2016, appointed Sycip Gorres Velayo and Co., member of Ernst and Young International as the External Auditors for 2016.

Item 4 (a). Resignation, Removal or Election of Registrant's Directors or Officers

Appointment of two (2) new directors

The Board appointed the following during its Board of Directors Meeting held on 22 March 2016, to fill the vacancies in the Board:

1. Ms. Nina Aguas to replace Mr. Vicente R. Ayllon, effective **22 March 2016**; and
2. Mr. Anabil Dutta to replace Mr. Carlos Araneta

Appointment of Assistant Corporate Secretary

The Board appointed Atty. Charles Edward M. Cheng as the new Assistant Corporate Secretary, replacing Atty. Ma. Lourdes O. Dino, **effective 22 March 2016**.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: 15 April 2016



CHARLES EDWARD M. CHENG
Assistant Corporate Secretary

MAY 06 2016

	Community Tax Certificate		Competent Evidence of Identification	
	Number	Date/Place Issued	Number	Date/Place Issued
CHARLES EDWARD M. CHENG			DL N25-03-095917	23 July 2014 / Quezon City

Doc No. 235;
Page No. 48;
Book No. 231;
Series of 2016.

ATTY. VIRGILIO R. BATALLA
NOTARY PUBLIC FOR MAKATI CITY
APPOINTMENT NO. M82
UNTIL SEPTEMBER 31, 2016
ROLL NO. 4711414, 4711418
MCLE COMMISSION - 151, 152, 153/4-10-2013
IBP O.R No. 7677, 2013 - 2016 JANUARY 29, 2007
PTR No. 55244-10-10-2016 MAKATI CITY
EXECUTIVE BLDG. CENTER
MAKATI AVE., COR., JUPITER



Pilipinas Shell Petroleum Corporation

Shell House
156 Valero St., Salcedo Village
1227 Makati City, Philippines
Tel +63 2 499 4001
Fax +63 2 816 6565
Telex 63247 Shell PN
Website <http://www.shell.com>

6 May 2016

SECURITIES & EXCHANGE COMMISSION ("SEC")
SEC Building, EDSA, Greenhills
Mandaluyong City, Metro Manila

Attention: Atty. Justina Callangan
Director
Corporate Finance Department

Re: **Pilipinas Shell Petroleum Corporation's
(PSPC) 17-C Report dated 23 March 2016**

Dear Atty. Callangan:

We are writing in response to your letter dated 14 April 2016 and received on 03 May 2016 notifying us that the above-captioned report submitted is in violation of SRC Rule 17.1.1.1.3(a) and 17.1.1.1.3(b).3 and requiring us to amend said Report.

We reply, as follows:

1. Failure to Disclose Resignation of Mr. Vicente Ayllon as Director

We most respectfully submit that while the 17-C Report filed on 23 March 2016 does not explicitly state the resignation of Mr. Vicente Ayllon as Director, the same is in substantial compliance with the requirements of the pertinent SRC Rule.

The 17-C Report filed on 23 March 2016 states:

The Board appointed the following during its Board of Directors Meeting held on 22 March 2016, to fill the vacancies in the Board:

1. Ms. Nina Aguas, **to replace Mr. Vicente R. Ayllon** [Emphasis and underscoring supplied]

Based on the foregoing, Mr. Ayllon was only replaced by Ms. Aguas upon resolution by the Board of Directors on 22 March 2016, and that the effectivity of the resignation of Mr. Ayllon and appointment of Ms. Aguas were simultaneous.

In fact, Mr. Ayllon's seat was considered in the determination of whether there was a quorum during the board meeting on 22 March 2016. Thus, a separate statement on the resignation of Mr. Ayllon was omitted. However, we recognize that our submission could have been clearer.

We also most respectfully submit that in relation to the foregoing, there was no intention to withhold the information and the investing public was not prejudiced thereby.

In fact, the resignation of Mr. Ayllon may be seen in the company's various disclosures to the Commission in addition to the 17-C Report dated 23 March 2016, such as the Amended 2015 General Information Sheet, 2016 Definitive Information Statement, which provided sufficient disclosure to the investing public.

2. Failure to Disclose Resignation of Ms. Maria Lourdes O. Dino as Assistant Corporate Secretary

We most respectfully submit that while the 17-C Report filed on 23 March 2016 does not explicitly state the resignation of Ms. Maria Lourdes O. Dino as Assistant Corporate Secretary, the same is in substantial compliance with the requirements of the pertinent SRC Rule.

The 17-C Report filed on 23 March 2016 states:

"The Board appointed Atty. Charles Edward M. Cheng as the new Assistant Corporate Secretary, replacing Atty. Ma. Lourdes O. Dino."
[Emphasis and underscoring supplied]

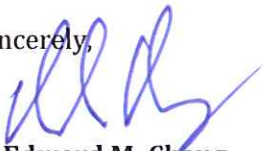
Based on the foregoing, it is readily apparent that Ms. Dino was only replaced by Mr. Cheng upon resolution by the Board of Directors on 22 March 2016, and that the removal of Ms. Dino and appointment of Mr. Cheng was simultaneous. Thus, a separate statement on the resignation of Ms. Dino was unnecessary. However, we recognize that our submission could have been clearer.

Thus, we most humbly request for your reconsideration and/or leniency on this matter. Rest assured that our commitment to comply with the Securities & Regulations Code as well as our adherence to best practices in good governance remains strong, as we take well your letter as an area of improvement.

Accordingly, please find attached the 17-C Report as further revised for additional clarity.

Thank you very much for your kind reconsideration.

Yours Sincerely,



Charles Edward M. Cheng
Assistant Corporate Secretary