

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: **CS201811119**
2. **Figaro Coffee Group, Inc.**
Exact name of registrant as specified in its charter
3. **Biñan, Laguna, Philippines**
Province, country or other jurisdiction of incorporation or organization
4. **010061026**
BIR Tax Identification Number
5. General character of business of registrant: **Food and Beverage Industry**
6. Industry Classification Code: (SEC Use Only)
7. Address, including postal code, telephone number, FAX number including area code of
registrant's principal offices
116 East Main Avenue Phase V SEZ Laguna Technopark, Biñan, Laguna 4024

Tel. No. 02-86714232
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) : **June 30**

Computation of Registration Fee

Title of each class of securities to be registered	Amount to be registered (common shares)	Proposed Maximum offering price per unit (₱)	Proposed maximum aggregate offering price (₱)	Amount of registration fee (₱)
Issued and Outstanding Common Shares	3,625,005,003	₱0.10	₱362,500,500.30	

Primary Offer Shares	1,260,000,000	₱1.28	₱1,612,800,000.00
Over-allotment Option Shares	126,000,000	₱1.28	₱161,280,000.00
SUB TOTAL		₱ 2,136,580,500.00	₱1,096,645.13
LRI FEES			₱10,966.45
TOTAL			₱1,107,611.58

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.

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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 the front of the registration statement and on the outside front cover of the Preliminary 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 Preliminary Prospectus and the first two or more pages.

Item 3. Risk Factors and Other Information

Please refer to the section "Risk Factors" starting on page **39** of the Preliminary Prospectus.

The information required by Part VI, paragraph (C) of "Annex C, as amended" is found on pages **39** to **60** of the Preliminary Prospectus under the heading "Risk Factors" and with respect to the discussions on how the Registrant shall manage such risks are found in the following sections: "Risk Factors" and "Business—Competitive Strengths and Strategies".

Item 4. Use of Proceeds.

The information required by Part VI, paragraph (E) of "Annex C, as amended" is found on page **61** of the Preliminary 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 **66** of the Preliminary 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 **68** of the Preliminary 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 **187** of the Preliminary Prospectus under the heading, "Principal Shareholders."

Item 8. Plan of Distribution.

The information required by Part VI, paragraph (I) of "Annex C, as amended" is found on page **222** of the Preliminary 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 **199** of the Preliminary Prospectus under the heading, "Description of Share Capital."

Item 10. Interests of Named Experts and Independent Counsel.

Part VI, paragraph (L) of "Annex C, as amended" are found on pages **228** and **229** of the Preliminary Prospectus under the headings, "Legal Matters" and "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 section "Business" starting on page **137** of the Preliminary Prospectus.

- (b) Information required by Part I, paragraph (B) of "Annex C, as amended", Description of Property;

Please refer to the section "Business" with the subheading "Properties" starting on page **164** of the Preliminary Prospectus.

- (c) Information required by Part I, paragraph (C) of "Annex C, as amended", Legal Proceedings;

Please refer to the section "Business" with the subheading "Legal Proceedings" starting on page **178** of the Preliminary 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 section "Description of Share Capital" starting on page **199** of the Preliminary 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 **80** of the Preliminary 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 **228** of the Preliminary 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 **189** of the Preliminary Prospectus.

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

Please refer to the section "Board of Directors and Senior Management" and sub-heading "Executive Compensation Table" found on page **194** of the Preliminary 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 **197** of the Preliminary Prospectus.

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

Please refer to the section "Related Party Transactions" starting on page **196** of the Preliminary Prospectus.

Item 12. Financial Information

Please refer to the section "Summary Historical Financial Information of Figaro Coffee Group, Inc." starting on page **28** of the Preliminary Prospectus and "Management's Discussion and Analysis of Financial Position and Results of Operations" starting on page **80** of the Preliminary Prospectus. The Registrant's audited consolidated financial

statements for the years ended June 30, 2021, 2020, and 2019 are included as Appendix A and B of the Preliminary Prospectus.

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 **61** of the Preliminary Prospectus.

Item 14. Exhibits

Exhibit No.	Document
1	Prospectus
2	Undertaking to Publish the Notice of Filing of Registration Statement and Notice of Filing of Registration Statement
3	Mandate Letter of the Underwriter
4	Draft Underwriting Agreement
5	SEC Certificate of Incorporation
6	Articles of Incorporation, as Amended
7	By-laws, as Amended
8	Instrument Defining the Rights of Security Holders
9	Independent Legal Counsel's Opinion on Legality and Taxation
10	Certification on No Material Contracts
11	List of Subsidiary
12	Notarized Curriculum Vitae and Recent Photographs of Officers and Members of the Board of Directors
13	Authority to Examine Bank Accounts Issued in Favor of the SEC
14	Board of Directors Certification Relating to the Initial Public Offering
15	Secretary's Certification Attesting to the Resolutions of the Issuer's Board of Directors Relating to the Initial Public Offering
16	Manual on Corporate Governance
17	Corporate 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 Directors and Officers
18	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
19	Audited Financial Statements for the Last Three Fiscal Years with Statement of Management Responsibility on each Financial Statement and Interim Audited Financial Statements
20	Certificate on No Real Property Owned
21	Certification on Legal Proceedings
22	Certification on Audited Financial Statements
23	Certification on Government Issued License/Permit

24	Certification of Issuer and Underwriter on its Awareness of Documents/Amendments Submitted in Connection with the Registration Statement
25	Tax Compliance Report Filed by the Issuer and its Subsidiary
26	Undertaking to Submit Additional Documents

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 page follows.]

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 SEP 30 2021.

FIGARO COFFEE GROUP INC



MICHAEL T. BARRET

Chief Operating Officer, Chief Investor
Relation Officer and Corporate
Information Officer



ATTY. LOWELLA L. CONCHA

Corporate Secretary



DIVINA GRACIA G. CABULOY
President and Chief Executive Officer



MARILOU R. ROCA
Comptroller and Chief Accounting
Officer




**JOSE PETRONIO VICENTE
ESPANOL III**
Treasurer, Chief Financial Officer and
Chief Risk Officer

SUBSCRIBED AND SWORN to before me this SEP 30 2021 affiant(s)
exhibiting to me their Government-issued IDs, as follows:

Name	Government-issued IDs	Date and Place of Issue
Michael T. Barret	Driver's License N01-12-002157	10/19/2017 at Manila
Divina Gracia G. Cabuloy	License no. N25-07-00920	Issued on 06/05/2018 at Manila
Jose Petronio Vicente Espanol	License I.D no. N02-02-015-502	Expiring on June 18, 2022 ✓
Atty. Lowella Concha	License I.D. No. N02-02-012581 ✓	Expiring on 7 March 2028 ✓
Marilou R. Roca	UMID no. CRN-0004-1656526-	Manila

Doc. No.: 3;
Page No.: 2;
Book No.: III;
Series of 2021.


PAOLO DANIEL ROLANDO R. ANONUEVO
Appointment No. M-198
Notary Public for Makati City
Until December 31, 2022
Liberty Center-Picazo Law
104 H.V.Dela Costa Street, Makati City
Roll of Attorney's No. 75352
PTR No. 8535735/Makati City/01-05-2021
IBP No. 137915/Rizal /01-05-2021
MCLE Exempted-Admitted to the bar in 2020