



110222014001682



SECURITIES AND EXCHANGE COMMISSION

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Company Information

SEC Registration No. PW00000727
Company Name CENTRAL AZUCARERA DE TARLAC
Industry Classification
Company Type Stock Corporation

Document Information

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COVER SHEET

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C E N T R A L A Z U C A R E R A D E T A R L A C

(Company's Full Name)

1 1 9 J C S B L D G L E G A S P I V I L L A G E
M A K A T I C I T Y

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

ADDISON B. CASTRO

Contact Person

818-3911 Loc. 8320/892-0301
Fax No. 818-2220

Company Telephone Number

Month Day Fiscal Year

17 C
FORM TYPE

Month Day Annual Meeting

Secondary License, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. 15 October 2014
Date of Report (Date of earliest event reported)
2. SEC Identification Number 727 3. BIR Tax Identification No. 000-229-931
4. CENTRAL AZUCARERA DE TARLAC
Exact name of issuer as specified in its charter
5. Manila, Philippines 6. (SEC Use Only)
Province, country or other jurisdiction Industry Classification Code:
of incorporation
7. San Miguel, Tarlac City 2300
Address of principal office Postal Code
8. (632) 818-3911
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
<u>Common</u>	<u>28,254,596</u>

11. Indicate the item numbers reported herein:

Item 1. Change in control of Issuer

On 26 July 2014, CAT Resource & Asset Holdings, Inc. ("CRAHI") agreed to purchase all of the rights title and interests of the Cojuangco Family and corporations owned and controlled by the Cojuangco Family (collectively, the Private Shareholders) in Central Azucarera de Tarlac ("CAT") consisting of 19,772,510 common shares, representing 69.98% of CAT's issued and outstanding capital stock ("Private Sale Shares"), at the price of Php91.00 per share or a total consideration of Php1,799,298,410.

The foregoing Private Transaction triggered a mandatory tender offer in accordance with Section 19 of the SRC and applicable rules and regulations, for the remaining 8,481,366 common shares representing 30.02% of the CAT's issued and outstanding common stock held by the Public ("Tender Offer Shares") at a price of Php91.00 per share (the "Tender Offer Price") and under the terms of the Tender Offer (Exhibit "A", Tender Offer Report filed by CRAHI on 18 August 2014)

At the end of the Tender Offer Period, which was extended from September 19, 2014 to 3:00 p.m. on September 30, 2014, a total of 1,332,044 shares, comprising 4.71% of the total outstanding capital stock of CAT, were tendered and accepted at the price of Php91.00 per share (the "Tendered Shares"). Cross and Settlement Date for the Tendered Shares occurred on 15 October 2014, whereupon CRAHI paid the amount of Php121,216,004 for the Tendered Shares in accordance with the Terms of the Tender Offer.

After completion of the Tender Offer, CRAHI owned and held a total of 21,104,554 CAT common shares, representing 74.69% of the total outstanding capital stock of CAT.

The sources of the consideration used by CRAHI in acquiring the controlling interest of the Private Shareholders and the Tendered Shares are a combination of Shareholder Advance, Shareholder Equity, and a loan made in the ordinary course of business of a bank secured by a pledge of the Private Sale Shares under standard terms.

On or immediately after the Settlement Date of the Tender Offer, the directors nominated by the Private Shareholders resigned and the persons nominated by CRAHI were appointed to the board of CAT, after which the newly organized board appointed new officers. This event occurred on 15 October 2014 and was reported in a separate SEC Form 17-C (Item 4).

SIGNATURES

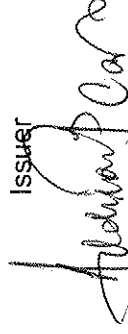
Pursuant to the requirements of the Securities Regulation Code, this report is signed on behalf of the issuer by the undersigned hereunto duly authorized.

20th October 2014.

CENTRAL AZUCARERA DE TARLAC

Issuer

By:



ADDISON B. CASTRO

Assistant Corporate Secretary