

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. Date of Report (Date of earliest event reported)

Aug 12, 2020

2. SEC Identification Number

5213

3. BIR Tax Identification No.

000-917-916

4. Exact name of issuer as specified in its charter

GMA Network, Inc.

5. Province, country or other jurisdiction of incorporation

Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City

Postal Code

1103

8. Issuer's telephone number, including area code

(632) 8982-7777

9. Former name or former address, if changed since last report

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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
Preferred Shares	7,499,507,184
Common Shares	3,361,047,000

11. Indicate the item numbers reported herein

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The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



GMA Network, Inc.

GMA7

PSE Disclosure Form 4-32 - Reply to Exchange's Query

Subject of the Disclosure

Additional Information requested by the Exchange in relation to our disclosure dated August 10, 2020

Description of the Disclosure

1. Description of the proposed offer including the timetable for implementation and related regulatory requirements, if any;

Description of the proposed offer to acquire/purchase PDRs:

On August 10, 2020 the Board of Directors of GMA Network, Inc. approved to purchase and acquire Philippine Deposit Receipts (PDRs) which are held by non-Filipinos, issued by GMA Holdings, Inc. ("GHI") at the closing price or lower price of the PDRs at the market price as of August 10, 2020 (Php 4.55), effective immediately after the Board's approval of the said Resolution on August 10, 2020 up to October 31, 2020. The proposed offer to acquire/purchase such PDRs is a measure of protection of the investments held by non-Filipinos in the PDRs issued by GHI pursuant to the registration of such securities with the Securities and Exchange Commission ("SEC"), and listing at the Philippine Stock Exchange ("PSE"), as might be affected by the findings and recommendations of the Technical Working Group ("TWG Findings") as adopted by the House of Representatives Committee on Legislative Franchises on the application for a new franchise of ABS-CBN Corporation.

The following regulatory requirements have been or shall be complied with:

- a. Pursuant to the power of the Corporation to acquire the PDRs held by non-Filipinos - the securities of GMA Holdings Inc. issued pursuant to the registration statement filed with the Securities and Exchange Commission and listing before the Philippine Stock Exchange, the approval of the Board of Directors of GMA Network, Inc. was obtained for the said purposes.
- b. Pursuant to Rule 17 of the Implementing Rules and Regulations (IRR) of the Securities Regulation Code (SRC), the Corporation submitted SEC Form 17-C to the SEC and the PSE (under PSE Disclosure Form 4-30) to disclose the foregoing material matter approved by the Board on August 10, 2020.
- c. Within the date of every purchase/acquisition of PDRs, the Corporation shall comply with the Securities Regulation Code, particularly Rule 17 thereof and shall disclose the number of PDRs purchased, the price at which the PDRs were acquired/purchased, and the date on which it was acquired. Moreover, under Section 4.4 (dd) of the PSE Listing and Disclosure Rules of the PSE, the details of the acquisition of the PDRs shall be promptly disclosed to the Exchange.

2. Terms and conditions of the offer, including the payment terms;

The transaction shall be coursed through the Exchange via a duly appointed broker, whose purchase and settlement procedure shall be followed. Thus, the standard settlement procedures shall apply.

3. Any requirements, cut-off date or entitlement of the PDR holders to be eligible for the offer;

All PDR holders who are not Filipinos as of August 10, 2020 and up to October 31, 2020 shall be eligible to sell their PDRs at the price stated in the Board resolution of the Corporation.

4. Basis upon which the offer of Php4.55 per PDR was determined;

The market price (Php 4.55) or lower has been fixed as of the date of approval of the Board of Directors of the resolution to acquire/purchase PDRs on August 10, 2020. The Board of Directors also indicated Php 4.55 or lower to ensure that the proposed acquisition of such PDRs by GMA Network, Inc. will not affect the future price of PDRs.

5. Estimated number of PDRs to be repurchased with the corresponding percentage to total outstanding PDRs;

As provided by Stock Transfer Services, Inc. GMA Network, Inc. and GHI's PDR Agent, there are 75,092,893 PDRs that were held by non-Filipinos, representing around 10.43% of the outstanding PDRs as of August 10, 2020. Hence, the Corporation may purchase a portion or the whole of this number of PDRs as may be available in the market.

Information Requested

6. Percentage of the underlying common shares to total outstanding common shares of the Corporation (upon conversion);

The percentage by the end of the offer to acquire/purchase PDRs on October 31, 2020 has yet to be determined as it will be based on the actual number of PDRs purchased/acquired. However, the percentage of the underlying common shares (upon conversion of the PDRs acquired to common) to the total outstanding common shares of GMA Network, Inc. will not exceed 2.23% based on the present number of outstanding PDRs.

7. The interest which the directors of the parties to the transaction have in the transaction;

The directors do not have any personal interest, whether direct or indirect, in the transaction. The proposed offer is an act of good faith on behalf of the Corporation to protect non-Filipino PDR holders whose holdings might be affected by the TWG Findings.

8. Statement as to the steps to be taken, if any, to safeguard the interests of any independent PDR holders;

Since this is an offer to purchase/acquire, the prerogative to sell lies with the PDR holders who are eligible to sell their PDRs. All the rights of the PDR holders, whether Filipinos or non-Filipinos, are not prejudiced.

9. Any terms of the PDR that may be breached in relation to the offer; and

None.

10. Any other relevant information as you may deem necessary relating to the offer.

None.

11. Please also include in your disclosure a clarification on the applicability/non-applicability of Rule 19 of the Implementing Rules and Regulations of the Securities Regulation Code on the foregoing offer.

Rule 19 of the Revised Implementing Rules and Regulations (IRR) of the SRC does not apply to the proposed purchase/acquisition.

GMA Network, Inc. proposes to acquire, not its own shares, but the PDRs issued by another entity, GMA Holdings Inc. (GHI), held by non-Filipinos which constitute only 10.43% of GHI's outstanding PDRs as of August 10, 2020. This percentage does not exceed the thirty five percent (35%) threshold requiring a declaration to the Commission under Rule 19.2 (A and B) of the IRR.

Assuming that GMA Network Inc. would be able to purchase and acquire all of the 10.43% of the outstanding PDRs as of August 10, 2020 and convert them into common shares, the resulting percentage of such acquisition based on the outstanding capital stock of GMA Network Inc. will be only 2.23% of such total outstanding common shares. This percentage is far from the 35% and 51% thresholds for mandatory tender offer under Rule 19.2 (A to C). Moreover, the offer to acquire/purchase by GMA Network, Inc. is only open for a limited period i.e. from the date of the approval of the Board of Directors on August 10, 2020 up to October 31, 2020 (Transaction Period). There will be no purchase/acquisition by GMA Network Inc. beyond the Transaction Period, or much less over a 12-month period from August 10, 2020.

Filed on behalf by:

Name	Ayah Ari Augusto Chio
Designation	First Vice President