

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)
May 25, 2015
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, Timog Avenue corner EDSA, Diliman QC
Postal Code
1103
8. Issuer's telephone number, including area code
(632) 9827777
9. Former name or former address, if changed since last report
N/A
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 4-3 - Amendments to Articles of Incorporation *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Amendment of Articles of Incorporation

Background/Description of the Disclosure

Amendment of Articles of Incorporation to state the specific address of the Corporation's principal office pursuant to SEC MC No. 6, Series of 2014.

The Third Article of the Company's Amended Articles of Incorporation shall be amended to read as follows:
THIRD: That the place where the principal office of the Corporation is to be established or located is at GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City.

Date of Approval by Board of Directors	May 15, 2014
Date of Approval by Stockholders	May 21, 2014
Other Relevant Regulatory Agency, if applicable	S.E.C
Date of Approval by Relevant Regulatory Agency, if applicable	May 13, 2015
Date of Approval by Securities and Exchange Commission	May 13, 2015

Amendment(s)

Article No.	From	To
Article III	THIRD: That the place where the principal office of the corporation is to be established or located is Metro Manila	THIRD: That the place where the principal office of the Corporation is to be established or located is at GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City.

Rationale for the amendment(s)

Compliance to to SEC MC No. 6, Series of 2014.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporations with the SEC	Jun 30, 2014
Expected date of SEC approval of the Amended Articles of Incorporation	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

None

Other Relevant Information

Amended to reflect the approval of the SEC. Attached is the SEC Certificate and the Amended AOI of GMA

Filed on behalf by:

Name	Ayahl Ari Augusto Chio
Designation	Vice President



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AMENDMENT

5213

Former Company Name

GMA NETWORK, INC.

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)

GMA NETWORK CENTER ED SA COR.

TIMOG AVE. DILIMAN QUEZON CITY

Company's Email Address

COMPANY INFORMATION
Company's Telephone Number/s

Company's Facsimile Number/s

CONTACT PERSON INFORMATION
Email Address

Telephone Number/s

Facsimile Number/s

Name of Contact Person

Roberto O. Panel

ropanel@bgpal.com

8163716 to 19

Contact Person's Address

15/F Sagittarius Bldg. H.V. dela Costa St. Salsedo Village, Makati City

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

Corporate and Partnership Registration Division
Green Lane Unit
Financial Analysis and Audit Division
Licensing Unit
Compliance Monitoring Division

**AMENDED ARTICLES OF INCORPORATION
OF
GMA NETWORK, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, majority of whom are residents of the Philippines Islands, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippine Islands.

AND WE HEREBY CERTIFY –

FIRST: That the name of said corporation shall be:

GMA NETWORK, INC.
(As amended on August 4 and 9, 1995)

SECOND: That the purposes for which such corporation is formed are:

(a) Principal purpose: To engage in the business of radio and television broadcasting of all kinds and types on a commercial and/or sustaining basis; to establish, construct, maintain and operate for commercial purposes and in the public interest, television and radio broadcasting stations within or outside the Philippines, using microwave satellite or whatever means including the use of any new technologies in television and radio systems that may hereafter be developed; to act as advertising agent and to carry on the business of advertising by radio and television broadcasting; to carry on a recording, film production and other information and entertainment business, to the extent allowed by law. (As amended on July 20 and August 9, 1995)

(b) Secondary and/or Incidental Purpose: To do every other act or acts, incidental or appurtenant to or connected with the aforestated business or powers, or any part or parts thereof; provided, same be not in conflict with the law under which this corporation is organized.

To borrow money, and to make and issue notes, bonds and other evidences of indebtedness of all kinds, and to secure the same by mortgage, pledge, or otherwise.

To perform all and everything necessary and proper for the attainment of the purpose, or the furtherance of any of the powers above set forth, either alone or in association with other corporations or individuals.

THIRD: That the place where the principal office of the corporation is to be established or located at GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City (as amended on May 21, 2014, by the Board of Directors and stockholders representing 2/3 of the outstanding capital stock, respectively).

FOURTH: That the term for which said corporation is to exist is extended for another fifty (50) years from and after June 14, 2000. (As amended on July 20 and August 9, 1995).

FIFTH: That the names and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Whose residence is at</u>	<u>Citizenship</u>
Loreto F. de Hemedes	866 España Ext., Q.C.	Filipino
Robert L. Stewart	866 España Ext., Q.C.	American
Luz F. Obana	4 Potsdam, Q.C.	Filipino
Luisa F. McLaughlin	97 Arizona, Q.C.	Filipino
Lourdes Felician	866 España Ext., Q.C.	Filipino

SIXTH: That the number of directors of said corporation shall be nine (9) and that the names and residence of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws, are as follows, to wit:

<u>Name</u>	<u>Whose residence is at</u>
Loreto F. de Hemedes	866 España Ext., Q.C.
Robert L. Stewart	866 España Ext., Q.C.
Luz F. Obana	4 Potsdam, Q.C.
Luisa F. McLaughlin	97 Arisona, Q.C.
Lourdes Felician	866 España Ext., Q.C.

(As Amended on October 11, 2005)

SEVENTH: That the authorized capital stock of said corporation is SIX BILLION FIVE HUNDRED MILLION PESOS (P6,500,000,000.00), Philippine Currency, and said capital stock is divided into

- (a) Five Billion (5,000,000,000) Common Shares with a par value of One Peso (₱1.00) each;
- (b) Seven Billion Five Hundred Million (7,500,000,000) Preferred Shares with a par value of Twenty Centavos (₱0.20) each.

Common Shares

All Common Shares of the Corporation shall enjoy the same rights and privileges.

Preferred Shares

The Preferred Shares shall have the following features:

- (a) All Preferred Shares shall be of equal rank, preference and priority and shall be identical in all respects regardless of series.
- (b) Each Preferred Share shall have a par value of Twenty Centavos (₱0.20) each.
- (c) Preferred Shares shall be participating at a rate of $1/5^{\text{th}}$ of the dividend paid to Common Shares (which rate shall be adjusted proportionately by the Board of Directors consequent to any stock split or stock dividend declaration affecting the Common Shares and the Preferred Shares).
- (d) Preferred Shares shall be convertible, at the option of the shareholder, at the rate of five (5) Preferred Shares to one (1) Common Share based on par value subject to the approval of the Board of Directors.

- (e) Preferred Shares shall enjoy priority over Common Shares in the distribution of assets of the Corporation in the event of its dissolution and liquidation, at such rates, terms and conditions as the Board of Directors may determine.
- (f) Each Preferred Share shall be entitled to one vote and shall have the same voting rights as the Common Shares.
- (g) The Board of Directors may specify the other terms and conditions, qualifications, restrictions and privileges of the Preferred Shares or series/classes thereof, insofar as such terms, conditions, qualifications, restrictions and privileges are not inconsistent with this Seventh Article and any applicable law or regulation. (Amended on October 11, 2005)

(As Amended on October 11, 2005 and April 26, 2007)

The transfer of the shares of the capital stock of the corporation to non-Filipino citizens or to corporation or associations not wholly owned and managed by Filipino citizens is prohibited and any such transfer shall be deemed null and void and will neither be recognized nor registered in the books of the corporation. This conditions shall be printed in all stock certificate of the corporation.

In the event the Corporation shall find that a holder of Common Shares is not qualified or has in any manner become disqualified to own shares in the Corporation, then the Corporation either by itself or through any qualified and willing person or entity designated by the Board of Directors, shall have the rights to forthwith purchase the shares of stock of the disqualified stockholder at the then prevailing market value of such shares. Upon payment or tender of payment to the disqualified stockholder, the secretary of the Corporation shall have full authority and shall be considered as the attorney-in-fact of the disqualified stockholder to transfer the said stockholder's shares

in favor of the Corporation or in favor of such transferee as may be designated by the Board of Directors. The disqualified stockholder, upon demand, shall surrender to the Corporation for cancellation the corresponding stock certificates, however, shall constitute a bar to the transfer and registration of such transfer in the books of the corporation.

Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled to such, as a matter of right, to purchase or subscribe to any stock of any class which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, out of unissued shares authorized by the articles of incorporation of the Corporation, or out of shares of stock of the Corporation acquired by it after the issue thereof, not shall he be entitled to any right of subscription to any thereof, nor, unless otherwise determined by the Board of Directors, shall any holder of any shares on the capital stock of the corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants or other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the Corporation any shares of its capital stock of any class or classes. (As amended on March 20 and May 20, 1994).

EIGHT: That the number of shares without par value which has been actually subscribed is THREE THOUSAND FOUNDER "S" shares, and the following persons have subscribed and fully paid for the number of Founder's shares set out after their respective names:

NINTH: That Luz F. Obana has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws and that as such Treasurer, she has been authorized to receive for the corporation and to receipt in its name for all subscription paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19th day of May, A.D. 1950.

(Sgd). LORETO F. DE HEMEDES
(Sgd) ROBERT L. STEWART

SIGNED AND SEALED:
IN THE PRESENCE OF:

(Sgd) LUZ F. OBANA

(Sgd) S.M. OBANA

(Sgd) REMIGIA (Illegible) With my marital consent

(Sgd) (Illegible)

(Sgd) LUISA F. MCLAUGHLIN

(Sgd) LOURDES FELICIANO

CITY OF MANILA)
PHILIPPINES) S.S.

On this 19th day of May, in the year A.D. one thousand hundred and fifty, before me, a notary public in an for the City of Manila, personally appeared:

known to me to be the same persons whose names are subscribed and who executed the within instrument, and each of them acknowledged to me that they freely and voluntarily executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year as above written.

(Sgd) AMBROSIO D. GO

Notary Public

Until December 31, 1950

Doc. No. 236;
Page No. 31;
Book No. V;
Series of 1950.

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

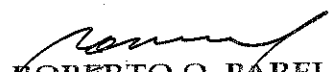
SECRETARY'S CERTIFICATE

I, **ROBERTO O. PAREL**, of legal age, Filipino, with office address at 15th Floor, Sagittarius Condominium, H.V. dela Costa Street, Salcedo Village, Makati City, after having been duly sworn, hereby depose and say:

1. That I am the Corporate Secretary of **GMA Network, Inc.**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with office address at GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.


DEC 19 2014

IN WITNESS WHEREOF, I have hereunto affixed my signature this ____ day of December 2014 at Makati City.

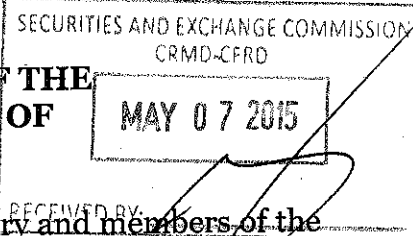

ROBERTO O. PAREL
Corporate Secretary

SUBSCRIBED AND SWORN to before me this DEC 19 2014 day of December 2014 at Makati City, the affiant exhibiting to me his Social Security Systems Identification No. 03-6637759-0.

Doc. No. 450
Page No. 91
Book No. 5
Series of 2014.


MARIA THERESA E. DE MESA
Appointment No. M-528
Notary Public for Makati City
Until December 31, 2015
Roll No. 47224
PTR No. 4233499/Jan. 9, 2014/Makati City
Lifetime IBP No. 09248/Oct. 1, 2010/Manila IV
15 & 16 Floors, Sagittarius Condominium
H.V. dela Costa Street, Salcedo Village
Makati City

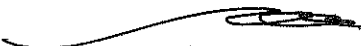
**CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
GMA NETWORK, INC.**





We, the undersigned Chairman, President, Secretary and members of the Board of Directors of **GMA Network, Inc.** do hereby certify that the attached is a true and correct copy of the Articles of Incorporation of the said corporation, as amended, duly approved and adopted by at least a majority of all the members of the Board of Directors, and at least two-thirds (2/3) of all the stockholders at the Joint Special Meeting of the Stockholders and Board of Directors held on MAY 21, 2014 at the GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City, Philippines, and embodying the following amendment to Article THIRD:


“THIRD: That the place where the principal office of the Foundation is to be established or located is at GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City, Philippines.”

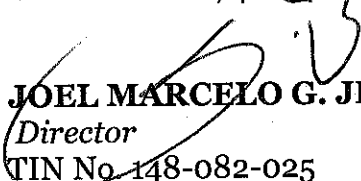
IN WITNESS WHEREOF, we have hereunto set our hands this NOV 28 2014 day of December 2014 at Makati City, Philippines.


CHIEF JUSTICE ARTEMIO V. PANGANIBAN
Independent Director
TIN No. 106-197-693-000



JAIME C. LAYA
Independent Director
TIN No. 103-175-586


FELIPE L. GOZON
Chairman/Director
TIN No. 106-174-604

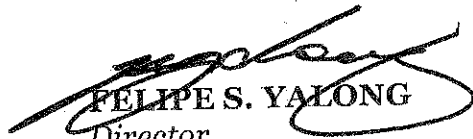

GILBERTO R. DUAVIT, JR.
Director
TIN No. 158-147-748


JOEL MARCELO G. JIMENEZ
Director
TIN No. 148-082-025


JUDITH R. DUAVIT-VAZQUEZ
Director
TIN No. 100-873-489


ANNA TERESA M. GOZON-ABROGAR
Director
TIN No. 902-450-132

LAURA J. WESTFALL
Director
TIN No. 160-060-394


FELIPE S. YALONG
Director
TIN No. 162-874-052

COUNTERSIGNED:


ROBERTO O. PAREL
Corporate Secretary
TIN No. 123-030-967

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI)S.S.

ACKNOWLEDGMENT


BEFORE ME, the undersigned Notary Public for and in
CITY OF MAKATI, this NOV 28 day of NOV 2014, affiants
personally appeared before me, exhibiting to me their valid identification with
details as follows:

Name	Valid ID	Details
Chief Justice Artemio V. Panganiban	Passport # EB0110958	Issued on 4-16-10 and will expire on 4-15-2015
Jaime C. Laya	Passport # XX3820603	Issued on May 27, 2009 at DFA, Manila
Felipe L. Gozon	Passport No. EB7372600	Feb. 13, 2013/DFA, Manila
Gilberto R. Duavit, Jr.	SSS #33-1841930-6	
Joel Marcelo G. Jimenez	SSS # 03-8631954-1	
Judith R. Duavit-Vazquez		
Anna Teresa M. Gozon-Abrogar	Passport No. EB7376466	Feb. 13, 2013/DFA,
Laura J. Westfall	SSS # 33-2024012-3	
Felipe S. Yalong	Passport No. EB7528245	Mar. 1, 2013/DFA, Manila
Roberto O. Parel	SSS #03-6637759-0	

known to me to be the same persons who executed the foregoing instrument and who
acknowledged to me that the same is their free and voluntary act and deed.

This Directors' Certificate consists of three (3) pages, including the page where this Acknowledgment is written.

Doc. No. 379;
Page No. 76;
Book No. II;
Series No. 2018 4


MARIA THERESA E. DE MESA
Appointment No. M-528
Notary Public for Makati City
Until December 31, 2015
Roll No. 47224
PTR No. 4233499/Jan. 9, 2014/Makati City
Lifetime IBP No. 09348/Oct. 1, 2010/Manila IV
15 & 16 Floors, Sagittarius Condominium
H.V. dela Costa Street, Salcedo Village
Makati City

CDMF 96-1		PAGE 1	
COMPANY DATA MAINTENANCE FORM GENERAL/ BUSINESS/ COMPANY RELATIONSHIP INFORMATION (FOR DOMESTIC COMPANIES ONLY)			
SEC NUMBER: 5213			
FILL UP INSTRUCTIONS - Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number. Check the appropriate boxes. FILL UP ONLY THOSE ITEMS FOR WHICH AMENDMENTS ARE TO BE MADE. Refer to the back of this form for additional instructions.			
COMPANY NAME (This must always be provided)			
GMA NETWORK, INC.			
GENERAL INFORMATION			
[X] DS - DOMESTIC STOCK		[] DN - DOMESTIC NON-STOCK	
[] DP - DOMESTIC PARTNERSHIP		DATE REGISTERED:	
PRINCIPAL OFFICE ADDRESS			
GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City, Philippines			
AREA CODE / / / /		POSTAL CODE / / / /	TEL. NO. 982-7777
FAX NO.			
BUSINESS OFFICE ADDRESS			
GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City, Philippines		TEL. NO. 982-7777	FAX NO.
BUSINESS INFORMATION			
PARTNERSHIP TYPE		[] F - FINANCIAL INSTITUTION	
[] L - LIMITED		[] Z - EPZA - REGISTERED	
[] G - GENERAL		[] B - BOI - REGISTERED	
INDUSTRY CODE		ANNUAL MEETING (For domestic companies only)	
TERM OF EXISTENCE		[X] F - FIXED (MM/DD) [] V - VARIABLE	
50 years		December 31	
TYPE OF NON-STOCK CORPORATION (Refer to the back of this page for the classifications).		TOTAL CONTRIBUTION (Of domestic non-stock companies)	
/ / /		%	
COMPANY RELATIONSHIP -- List all companies related to registrant. (Use additional sheets, if necessary)			
RELATIONSHIP TYPE		S - PARENT COMPANY (If registrant is a subsidiary)	
C - DISSOLVED COMPANY (If due to consolidation)		A - AFFILIATE (Of the registrant)	
V - DISSOLVED COMPANY (If change in company type)		O - OTHERS	
MAIN IND		SEC NUMBER	
RELN TYPE		COMPANY NAME	
/ / /		/ / /	
MAIN IND - A (REV), E (UPDATE EXISTING), OR, D (DELETE) RELATIONSHIP			
CERTIFIED CORRECT:		POSITION: Corporate Secretary	
ROBERTO O. PAREL		DATE: December 11, 2014	
(Signature over printed name)			
PROCESSING ATTORNEY:		DATA ENCODED BY:	
DATE REVIEWED:		DATE ENCODED:	