

COVER SHEET

CS 2 0 0 6 0 2 3 5 6

S.E.C. Registration Number

G M A H O L D I N G S , I N C .

(Company's Full Name)

5 D T O W E R O N E O N E
 O N E M C K I N L E Y P L A C E
 N E W B O N I F A C I O G L O B A L
 C I T Y T A G U I G C I T Y

ARI P. CHIO

Contact Person

982-7777

Month

Day
Fiscal Year

1 7 - C

FORM TYPE

Month

Day
Annual Meetings
 Secondary License Type, If Applicable

 Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

11. Indicate the item numbers reported herein: **Item 9 Others.**

The following resolutions were approved during the ASM and Board Meeting:

Stockholders' Meeting:

1. Approval of the Minutes of the Stockholders Meeting held on May 27, 2011
2. Ratification of the acts of the Board of Directors
3. Election of the following as directors:
 - a. Gilberto R. Duavit, Jr.
 - b. Felipe L. Gozon
 - c. Joel Marcelo G. Jimenez
 - d. Jaime C. Laya (*Independent Director*)
 - e. Artemio V. Panganiban (*Independent Director*)
4. Election of Sycip Gorres Velayo & Co as the company's external auditor

Board Meeting:

1. Election of Officers:
 - a. Felipe L. Gozon- Chairman
 - b. Joel Marcelo G. Jimenez – Vice Chairman
 - c. Gilberto R. Duavit, Jr.- President/CEO
 - d. Anna-Teresa M. Gozon-Abrogar- Corporate Secretary
 - e. Felipe S. Yalong- Corporate Treasurer/ COO/CFO
 - f. Ronaldo P. Mastrii- Principal Accounting Officer/ Comptroller
 - g. Eduardo P. Santos- Compliance Officer
2. Appointment of Committee Members

Nomination Committee

Felipe L. Gozon (Chairman)
Gilberto R. Duavit, Jr.
Joel Marcelo G. Jimenez
Jaime C. Laya

Compensation and Remuneration Committee

Gilberto R. Duavit, Jr. (Chairman)
Joel Marcelo G. Jimenez
Jaime C. Laya
Artemio V. Panganiban
Felipe S. Yalong

Audit Committee

Jaime C. Laya (Chairman)
Gilberto R. Duavit, Jr.
Artemio V. Panganiban
Felipe S. Yalong

3. Re-appointment of Belo Gozon Elma Parel Asuncion and Lucila as the Company's External Legal Counsel.

4. Declaration of dividends – the Corporation Code prohibits the Company from retaining surplus profits in excess of its paid-in capital stock in excess of one hundred (100%) unless (1) when justified by definite corporate expansion projects or programs approved by the board of directors; or (2) when the corporation is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its/his consent, and such consent has not yet been secured; or (3) when it can be clearly shown that such retention is necessary under special circumstances obtaining in the corporation, such as when there is need for special reserve for probable contingencies. Failure to declare the surplus as dividends will subject the Company to improperly accumulated earnings tax.

Since GMA Holdings, Inc. is prohibited from engaging in any other business or purpose except in relation to the issuance of the PDRs relating to GMA Network, Inc. common shares, and given the existence of unrestricted retained earnings, the Company deemed it necessary to declare dividends t in the amount of PhP 2,593,997 to its stockholders as of June 8, 2012 , to be paid on June 11, 2012.

The Company would like to reiterate that PDR Holders are not stockholders of GMA Holdings Inc.

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.

GMA HOLDINGS, INC.
Issuer

May 25, 2012
Date

By:


FELIPE S. YALONG
Corporate Treasurer