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SECURITIES AND EXCHANGE COMMISSION

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Company Information

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Company Name PAXYS INC.
Industry Classification
Company Type Stock Corporation

Document Information

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COVER SHEET

SEC Registration Number

6609

PAXYS, INC.

(Company's Full Name)

15th Floor, 6750 Ayala
Office Tower, Ayala Avenue
Makati City 1226

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

Atty. Mark David P. Martinez
Contact Person

(632) 908-7500
Company Telephone Number

SEC Form 17-C

1 2 3 1
Month Day
Fiscal Year

FORM TYPE

0 5
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc

Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17 THEREUNDER


1. 4 September 2014
Date of Report (Date of earliest event reported)
2. SEC Identification Number 6609
3. BIR Tax Identification
No. 000-233-218
4. PAXYS, INC.
Exact name of registrant as specified in its charter
5. Philippines
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
7. 15/F 6750 Ayala Tower Office, Ayala Avenue, Makati City 1226
Address of principal office Postal Code
8. 02-908-7500
Registrant'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.

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	1,148,534,866 common shares

Item 9.

Please see attached letter to PSE dated 3 September 2014.

Very truly yours,



MARK DAVID P. MARTINEZ
Corporate Secretary/
Corp. Information Officer

Date: 4 September 2014

3 September 2014

PHILIPPINE STOCK EXCHANGE, INC.

Disclosure Department

4/F, Philippine Stock Exchange Center

PSE Center, Exchange Road

Ortigas Center, Pasig City

Attention : **MS. JANET A. ENCARNACION**
Head, Disclosure Department

Gentlemen:

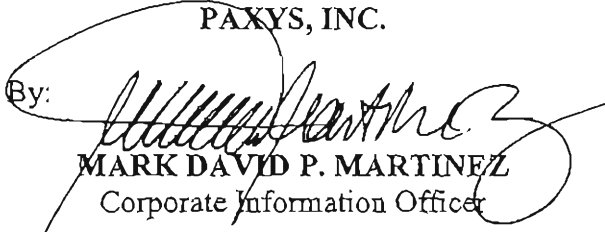
We provide the Exchange with a copy of the Notice to Stockholders of Tender Offer for Common Shares of Stock of Paxys, Inc. This Notice formed part as Annex D of the Tender Offer Report (SEC Form 19-1) which was filed with the Securities and Exchange Commission in connection with Paxys N.V.'s tender offer for the shares held by the minority shareholders of Paxys, Inc.

We trust that the foregoing advice will be sufficient to inform the investing public.

Very truly yours,

PAXYS, INC.

By:


MARK DAVID P. MARTINEZ
Corporate Information Officer

**NOTICE TO STOCKHOLDERS OF TENDER OFFER
FOR COMMON SHARES OF STOCK OF PAXYS, INC.**

TO ALL STOCKHOLDERS OF PAXYS, INC.:

Please take notice that on 20 August 2014, Paxys N.V. (the “Buyer”) filed a Tender Offer Report or Securities and Exchange Commission (“SEC”) Form 19-1 (the “Report”) with the SEC and the Philippine Stock Exchange, Inc. (the “PSE”) pursuant to Section 19 of the Securities Regulation Code, as amended, for the acquisition of up to a maximum of Five Hundred Seventeen Million Six Hundred Ninety Thousand Eight Hundred Twenty Eight (517,690,828) common shares of stock (the “Tender Shares”) representing forty five and 7/100 percent (45.07%) of the outstanding capital stock of PAXYS, INC. (“Paxys” or the “Company”), at an Offer Price of PhP3.20 per share (the “Tender Offer”).

This offer is in line with the objectives of Paxys to provide its minority shareholders with the opportunity to monetize their investments and divest of their shareholdings in the Company. Minority shareholders should be given this option mainly because the Company has been looking at various alternatives for about two years now to redeploy the cash reserves of the Paxys Group (which are substantially held by the Buyer), and as of date, there are still no definite or attractive opportunities that have been identified. As of the date of the Report, the consolidated assets of the Company consist mostly of cash and these funds are placed in short-term money market investments.

The Tender Offer shall commence at 9:00 a.m. on 1 September 2014 and end at 12:00 p.m. on 29 September 2014 (the “Tender Offer Period”). The Tender Offer Period may be extended by the Buyer, subject to the prior approval of the SEC. Should any of the business days during the Tender Offer Period be officially declared a non-working holiday, the Tender Offer Period shall be extended by the number of business days corresponding to those days which are declared non-working holidays.

The Buyer’s principal bank, Security Bank Corp., confirms that the Buyer has available resources for the full implementation of the Tender Offer. Tender Shares validly tendered to, and duly accepted for payment by, the Buyer are intended to be crossed at the PSE on the date no later than 8 October 2014 (the “Cross Date”). The Settlement Date shall be on the date no later than 13 October 2014. Check payments for Tender Shares duly accepted for payment shall be made available for pick-up by the tendering stockholder (the “Tender Seller”) or its duly authorized representative, from AB Capital Securities, Inc. (the “Tender Offer Agent”) at its offices between 9:00 a.m. and 3:00 p.m. on Settlement Date. When collecting payment, the Tender Seller shall be required to present the Application to Tender Shares (ANNEX “E” of the Report) (the “Application to Tender Shares”) duly confirmed and accepted by the Buyer together with the proper identification documents. A duly authorized representative shall be required to present valid identification and an authorization letter from the Tender Seller.

Stockholders who wish to offer all or a portion of their Tender Shares should secure from, and submit a duly accomplished Application to Tender Shares to, the Tender Offer Agent at its offices located at Units 1401-1403, 14th Floor Tower One & Exchange Plaza, Ayala Triangle, Makati City, together with the documentary requirements.

Tender Shares being tendered for sale must be received by the Tender Offer Agent in scripless form not later than 12:00 p.m. of 29 September 2014. To ensure prompt receipt by the Tender Offer Agent:

- (i) Tendering “scrip” stockholders (i.e. stockholders holding share certificates) must submit the:
(A) duly accomplished Application to Tender Shares; and (B) Company stock certificates duly

endorsed; to be verified by RCBC - Stock Transfer Section, the stock transfer agent of Paxys, as valid and authentic certificates.

Such shareholder must also open a brokerage account with AB Capital Securities, Inc. in order for such tendered shares to be validated, accepted and purchased by way of a cross sale on the PSE on Settlement Date. Those stockholders whose stock certificate/s is/are lost should submit: (A) one (1) original of a duly notarized affidavit of loss; (B) a copy of the affidavit of loss as published in a newspaper of general circulation; (C) an affidavit of publication (of the affidavit of loss); and (D) bond.

- (ii) Tendering “scripless” stockholders (i.e. stockholders whose common shares are held by brokers under their respective Philippine Depository and Trust Corporation (“PDTC”) accounts) who wish to accept the tender offer, must instruct their brokers or custodian (the “PSE Broker”) to electronically transfer their common shares to the Tender Offer Agent.

The PSE Brokers holding common shares of the Company, should, upon receipt or knowledge of this Notice to Stockholders of the Tender Offer for Common Shares of Stock of Paxys, Inc., immediately notify the relevant stockholder. Should the stockholder wish to sell its/his/her common shares in Paxys to the Buyer, the stockholder must instruct the PSE Broker to electronically transfer its/his/her common shares to the Tender Offer Agent, as custodian for such shares, on or before 12:00 p.m. on 29 September 2014 and instruct such broker or custodian to complete, execute, and return to the Tender Offer Agent prior to 12:00 p.m. on 29 September 2014 the Application to Tender Shares in accordance with the instructions in the aforementioned Application to Tender Shares.

When tendering shares, the PSE Brokers are required to submit a letter to the Tender Offer Agent (in the form attached as ANNEX “H” of the Report) on or before 12:00 p.m. on 29 September 2014, as well as the duly completed Application to Tender Shares and other documentary requirements.

The Tender Sellers shall have the right to withdraw the Tender Shares at any time during the Tender Offer Period, by filing a written notice of withdrawal with the Tender Offer Agent before 12:00 p.m. of 29 September 2014.

Stockholders are advised to read the Application to Tender Shares, the Terms of the Tender Offer and the Report, copies of which may be obtained from the Tender Offer Agent, at the following contact details:

AB CAPITAL SECURITIES, INC.
Units 1401-1403, 14th Floor Tower One
& Exchange Plaza, Ayala Triangle
Ayala Avenue, Makati City

Attention: Rebecca M. Sacueza (+632) 898-7617
Jessie Mae Esmani (+632) 898-7520