



SECURITIES AND EXCHANGE
COMMISSION
APR 12 2015
BY: [Signature]
MARKET REGULATION DEPT
OFFICE: 3135

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: N/A
2. **DEL MONTE PACIFIC LIMITED**
Exact name of registrant as specified in its charter
3. **British Virgin Islands**
Province, country or other jurisdiction of incorporation or organization
4. N/A
BIR Tax Identification Number
5. **Holding Company**
General character of business of registrant
6. Industry Classification Code: (SEC Use Only)
7. **Craigmuir Chambers, P.O. Box 71, Road Town, Tortola, British Virgin Islands**
Telephone number: +65 6324 6822, Fax number: N/A
Address, including postal code, telephone number and fax number including area code, of registrant's principal offices
8. N/A
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.
9. Fiscal Year Ending Date (Month and Day) : **April 30**
10. **Computation of Registration Fee**

Title of each class of securities to be registered	Amount to be registered	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Series A Preference Shares	Up to 36,000,000 Series A Preference Shares consisting of the: 1. Initial Offer of up to 15,000,000 Series A Preference Shares;	USD10.00 per share (equivalent to PHP470.69 per share, based on the BSP weighted average as of 26 November 2015, USD1.00 = PHP47.069)	PHP16,944,840,000.00	PHP4,846,697.10 (including SEC legal research fee)

10

<p>2. Oversubscription Option of up to 10,000,000 Series A Preference Shares (subject to item 3 below); and</p> <p>3. Shelf-Registration of 11,000,000 Series A Preference Shares and, in case the Oversubscription Option is partly exercised or not exercised at all during the offer period for the Initial Offer, all such Oversubscription Option Shares not taken up, which may be issued in subsequent tranches for a period of three years from the effective date of this Registration Statement.</p>			
--	--	--	--

js

PART I - INFORMATION REQUIRED IN PROSPECTUS

Item 1. Front of the Registration Statement and Outside Front Cover Page of Prospectus.

Please refer to the front page of the Prospectus and the Offer Supplement.

Item 2. Inside Front Cover and First Two or More Pages of Prospectus.

Please refer to the inside front cover page and the succeeding pages of the Prospectus and Offer Supplement.

Item 3. Risk Factors and Other Considerations.

Please refer to the section "Risk Factors" starting on page 61 of the Prospectus.

Item 4. Use of Proceeds.

Please refer to the section "Use of Proceeds" starting on page 87 of the Prospectus and page 19 of the Offer Supplement.

Item 5. Determination of Offering Price.

Please refer to the section "Determination of the Offer Price" starting on page 95 of the Prospectus.

Item 6. Dilution.

Please refer to the section "Dilution" starting on page 99 of the Prospectus.

Item 7. Selling Security Holders.

Not applicable.

Item 8. Plan of Distribution.

Please refer to the section "Plan of Distribution" starting on page 88 of the Prospectus and page 23 of the Offer Supplement.

Item 9. Description of the Shares.

Please refer to the section "Description of the Preference Shares" starting on page 38 of the Prospectus and the section "Description of Securities" starting on page 197 of the Prospectus.

Item 10. Interests of Named Experts.

Please refer to the section "Legal Matters" starting on page 282 of the Prospectus.

Item 11. Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a) On Description of Business, please refer to the section so titled starting on page 131 of the Prospectus.*
- (b) On Description of Properties, please refer to the section "Management's Discussion and Analysis and Analysis of Financial Condition and Result of Operations" starting on page 109 and the section "Description of Business" starting on page 131 of the Prospectus.*
- (c) On Certain Legal Proceedings, please refer to the section "Involvement in Certain Legal Proceedings" starting on page 180 of the Prospectus.*
- (d) On Management's Discussion and Analysis and Analysis of Financial Condition and Result of Operations, please refer to the section so titled starting on page 97 of the Prospectus.*
- (e) On Changes in and Disagreements with Accountants on Accounting and Financial Disclosure, please refer to the section "Independent Auditors" starting on page 283 of the Prospectus.*
- (f) On Directors, Executive Officers, Promoters and Control Persons, please refer to the section "Board of Directors and Senior Management" starting on page 175 of the Prospectus.*
- (g) On Executive Compensation, please refer to page 181 of the Prospectus.*
- (h) On Security Ownership of Management and Certain Record and Beneficial Owners, please refer to page 192 of the Prospectus.*

Item 12. Financial Information

Please refer to the section "Consolidated Financial Information" starting on page 100 of the Prospectus and its reference to the audited consolidated financial statements for the years ended 30 April 2015, for the four months ended 30 April 2014, and for the year ended 31 December 2013, 2012, and the unaudited consolidated financial statements for the three months ended 31 October 2015 and 2014.

PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT BUT NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

Please refer to the section "Use of Proceeds" starting on page 87 of the Prospectus and page 19 of the Offer Supplement.

Item 14. Prospectus and Financial Statements; Exhibits.

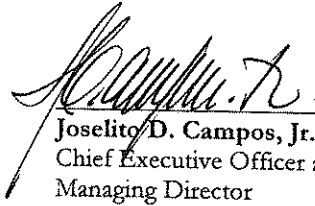
Document 1	Prospectus and Offer Supplement
Document 2	Audited Financial Statements

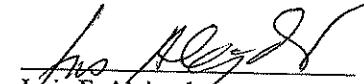
<u>Exhibit #</u>	<u>Description</u>
Exhibit 3	Undertaking and Notice re: Filing of Registration Statement
Exhibit 4	Underwriting Agreement
Exhibit 5	Memorandum of Association (certified true copy) Articles of Association (certified true copy)
Exhibit 6	Material Contracts
Exhibits 7 and 8	Annual Report to Security Holders, Form 17-Q or Quarterly Report to Security Holders
Exhibit 9	Subsidiaries of the Registrant
Exhibit 10	Published Report Regarding Matters Submitted to Vote of Security Holders
Exhibit 11	Notarized Curriculum Vitae and Photographs of Officers and Members of the Board of Directors
Exhibit 12	Authorization re: Registrant's Bank Accounts
Exhibit 13	Copy of Board Resolution approving the securities offering and authorizing the filing of the Registration Statement
Exhibit 14	Notarized Secretary's Certificate re: Submission of a Manual of Corporate Governance, adoption by the board of certain corporate governance principles, adoption of a Fit and Proper Rule, and undertaking to comply with SEC Rules in resolving conflicting issues regarding the selection of independent directors
Exhibit 15	Copy of Certificate of Good Standing of the Issuer
Exhibit 16	Undertaking on the following documents (among other documents): Opinion re: Legality and Tax Matters; and duly verified Board Resolutions approving the securities offering, among other matters

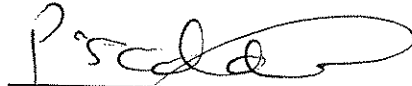
SIGNATURE

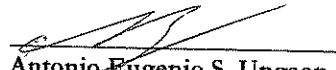
Pursuant to the requirements of the Code, this Registration Statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of _____ on APR 08 2016.

By:


 Joselito D. Campos, Jr.
 Chief Executive Officer and
 Managing Director


 Luis F. Alejandro
 Chief Operating Officer


 Parag Sachdeva
 Chief Financial Officer


 Antonio Eugenio S. Ungson
 Company Secretary

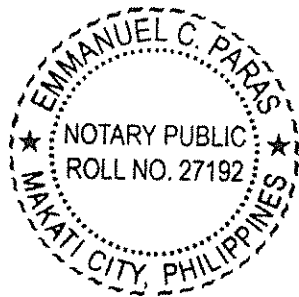
SUSCRIBED AND SWORN to before me, a notary public in and for the city named above, personally appeared:


Name	Identification No. (Passport)	Date of Issue	Place of Issue
Joselito D. Campos, Jr.	EB7219075	13 Jan 2013	DFA Manila
Luis F. Alejandro	EC2973152	13 Dec 2014	DFA Manila
Parag Sachdeva	Z3084975	24 Dec 2014	Shanghai
Antonio Eugenio S. Ungson	EC3335333	02 Feb 2015	DFA NCR East

who were identified by me through competent evidence of identity to be the same persons who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this ____ of APR 08 2016.

Doc. No. 494;
 Page No. 100;
 Book No. 374;
 Series of 2016.




EMMANUEL C. PARAS
 Notary Public for Makati City
 Appointment No. M-56 until Dec. 31, 2016
 Roll of Attorney No. 27192
 PTR No. 5329563MD; 01/06/16; Makati City
 IBP No. 1020673; 01/06/16; Makati Chapter
 MCLE Compliance No. IV-0007564, 9/5/12 Makati
 SyCipLaw Center, 105 Paseo de Roxas
 Makati City, 1226 Metro Manila
 Philippines