

C06682-2014

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)
Dec 19, 2014
2. SEC Identification Number
A1999904864
3. BIR Tax Identification No.
204-636-102
4. Exact name of issuer as specified in its charter
BLOOMBERRY RESORTS CORPORATION
5. Province, country or other jurisdiction of incorporation
PHILIPPINES
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
The Executive Offices, Solaire Resort & Casino, Asean Avenue, Entertainment City,
Barangay Tambo, Parañaque City
Postal Code
1701
8. Issuer's telephone number, including area code
(02) 8838920
9. Former name or former address, if changed since last report
Active Alliance, Incorporated, Bldg. 1428 POL Pier Compound, Argonaut Highway,
Subic Bay Freeport Zone, Olongapo City
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 |
|---------------------|---|
| Unclassified Shares | 11,024,800,556 |

11. Indicate the item numbers reported herein
Item No. 9 - Other Events

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.

Bloomberg Resorts Corporation

BLOOM

**PSE Disclosure Form LR-1 - Comprehensive Corporate Disclosure on Issuance of Shares
(Private Placements, Share Swaps, Property-for-Share Swaps
or Conversion of Liabilities/Debt into Equity)
Reference: Rule on Additional Listing of Securities**

Subject of the Disclosure

Issuance of shares to Prime Metroline Holdings, Inc. ("PMHI") to replace the shares borrowed from PMHI to implement the Stock Incentive Plan for Officers, and Employees of Bloomberg Resorts Corporation (the "Company") and its operating subsidiaries (the "SIP").

Background/Description of the Disclosure

On 1 October 2014, 2,050,950 shares in the Company vested in favor of several participants under the SIP. An additional 6,146,719 shares will vest to several participants in 2015 (collectively the "SIP Shares"). On 18 December 2014, the board of directors of the Company and PMHI approved the transfer by PMHI of shares equivalent to the SIP Shares to said participants at a sale price of Php12.60 per share (which was the market price of the shares when the SIP shares were crossed) and the issuance by the Company of shares equivalent to the SIP Shares at a subscription price of Php12.60 per share to PMHI in replacement of the shares transferred by PMHI to the said participants (the "Subscription").

Date of Approval by Board of Directors

Dec 18, 2014

Comprehensive Corporate Disclosure

Description of the proposed transaction including the timetable for implementation, and related regulatory requirements

On 24 May 2012, the board of directors of the Company approved the SIP. On 25 June 2012, the stockholders of the Company approved the SIP. On 1 October 2014, the SIP Committee granted SIP shares to certain participants. On 1 October 2014, a part of the SIP Shares vested in favor of several participants under the SIP. On 18 December 2014, the board of directors of the Company and PMHI approved the borrowing of shares from PMHI to be transferred to the participants whose SIP shares have vested, and to AB Capital and Investment Corp. Trust & Investment Department with respect to the SIP shares that will vest in 2015, and the Subscription to new shares to replace the borrowed shares. The Company will file for the listing of all the shares issued to PMHI pursuant to the Subscription with the Philippine Stock Exchange.

Rationale for the transaction including the benefits which are expected to be accrued to the listed issuer as a result of the transaction

The SIP is intended to improve employees' and other participant's net worth; allow employees and other participants to participate directly in the Company's worth; motivate employees and other participants toward greater productivity; encourage employees and other participants to remain with the Company or its subsidiaries/affiliates; and broaden the shareholders base of the Company.

The aggregate value of the consideration, explaining how this is to be satisfied, including the terms of any agreements for payment on a deferred basis

The total subscription price of Php103,290,629.40 for the Subscription will be paid for in cash on issue date.

The basis upon which the consideration or the issue value was determined

The consideration for the transfer to the participants and the Subscription was based on the prevailing market price of shares of the Company at the time the SIP Shares were crossed.

Detailed work program of the application of proceeds, the corresponding timetable of disbursements and status of each project included in the work program. For debt retirement application, state which projects were financed by debt being retired, the project cost, amount of project financed by debt and financing sources for the remaining cost of the project

The proceeds from the Subscription will be used by the Company for working capital.

Identity and/or corporate background of the beneficial owners of the shares subscribed, including the following

| Beneficial Owners/Subscribers | Nature of Business | Nature of any material relationship with the Issuer and the parties to the joint venture, their directors/officers or any of their affiliates |
|--------------------------------------|---------------------------|--|
| Prime Metroline Holdings, Inc. | Holding Company | Controlling shareholder of the Company. |

Organizational/Ownership Structure of Subscribers

| Beneficial Owners/Subscribers | Controlling Shareholders of Subscribers | Number of Shares Held | % |
|--------------------------------------|--|------------------------------|----------|
| Prime Metroline Holdings, Inc. | Enrique K. Razon, Jr. | 199,999,996 | 60 |
| Prime Metroline Holdings, Inc. | Eastern Investment International Limited | 133,000,000 | 39.93 |

For subscribers with no track record or with no operating history: the Subscriber must present a statement of active business pursuits and objectives which details the step undertaken and proposed to be undertaken by the Issuer in order to advance its business. Projected financial statements shall only be required should there be references made in the Statement to forecasts or targets

N/A

The interest which directors of the parties to the transaction have in the proposed transaction

PMHI is the controlling shareholder of the Company.

Statement as to the steps to be taken, if any, to safeguard the interests of any independent shareholders

The Company is committed to complying with all legal requirements under the law with respect to the transaction.

Any conditions precedent to closing of the transaction

Payment by the participants entitled to the SIP Shares of any tax liability that may accrue as a consequence of a grant/award and vesting of the SIP Shares under the SIP.

Change(s) in the composition of the Board of Directors and Management

None

Effects on the following**Ownership structure**

| Principal Shareholders | Before | | After | |
|--|-------------------------|----------|-------------------------|----------|
| | Number of shares | % | Number of shares | % |
| Prime Metroline Holdings, Inc. | 6,407,472,444 | 58.12 | 6,407,472,444 | 58.12 |
| PCD Nominee Corporation (Non-Filipino) | 2,338,377,087 | 21.21 | 2,339,469,737 | 21.26 |
| Quasar Holdings Inc. | 921,184,056 | 8.36 | 921,184,056 | 8.36 |
| PCD Nominee Corporation (Filipino) | 141,815,944 | 1.29 | 148,920,963 | 1.3 |
| Falcon Investco Holdings Inc. | 225,000,000 | 2.04 | 225,000,000 | 2.04 |
| Enrique K. Razon, Jr. | 31,232,832 | 0.28 | 31,232,832 | 0.28 |
| A. Soriano Corporation | 12,587,000 | 0.11 | 12,587,000 | 0.11 |
| Christian R. Gonzalez | 10,826,033 | 0.1 | 10,826,033 | 0.1 |
| John Ramon M. Aboitiz | 9,910,632 | 0.09 | 9,910,632 | 0.09 |
| Silverio Benny J. Tan | 1,980,719 | 0.02 | 1,980,719 | 0.02 |

| | | | | |
|-------------------------------|-------------|------|-------------|------|
| Chadbrad Management Inc. | 833,400 | 0.01 | 833,400 | 0.01 |
| Abodax Management Inc. | 833,300 | 0.01 | 833,300 | 0.01 |
| Croker Island Management Inc. | 833,300 | 0.01 | 833,300 | 0.01 |
| Lorraine Koo Mann Loo | 300,000 | 0 | 300,000 | 0 |
| Nossahead Management Inc. | 366,667 | 0 | 366,667 | 0 |
| Lesothea Management Inc. | 366,667 | 0 | 366,667 | 0 |
| Dijibouti Management Inc. | 366,666 | 0 | 366,666 | 0 |
| Others | 920,513,809 | 8.35 | 920,513,809 | 8.35 |

Capital structure

Issued Shares

| Type of Security /Stock Symbol | Before | After |
|--------------------------------|----------------|----------------|
| BLOOM | 11,024,800,556 | 11,032,998,225 |

Outstanding Shares

| Type of Security /Stock Symbol | Before | After |
|--------------------------------|----------------|----------------|
| BLOOM | 11,024,800,556 | 11,032,998,225 |

Treasury Shares

| Type of Security /Stock Symbol | Before | After |
|--------------------------------|--------|-------|
| - | - | - |

Listed Shares

| Type of Security /Stock Symbol | Before | After |
|--------------------------------|---------------|---------------|
| BLOOM | 9,668,616,500 | 9,676,814,169 |

| | |
|---|---|
| Effect(s) on the public float, if any | Public float as of 30 November 2014 will increase from 30.94% to 30.99%. |
| Effect(s) on foreign ownership level, if any | Foreign ownership level as of 30 November 2014 will decrease from 21.21% to 21.20%. |

Other Relevant Information

None

Filed on behalf by:

| | |
|--------------------|---------------------|
| Name | Silverio Benny Tan |
| Designation | Corporate Secretary |