

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number **CS200703145**
2. **VISTA LAND & LIFESCAPES, INC.**
Exact name of registrant as specified in its charter
3. **LAS PIÑAS CITY, METRO MANILA**
Province, country or other jurisdiction of incorporation or organization
4. **006-652-678-000**
BIR Tax Identification Number
5. **Real Estate**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **Lower Ground Floor, Building B, Evia Lifestyle Center, Vista City, Daanghari, Almanza II, Las Piñas City 1747**
Tel. No. (632) 8874-5758 / (632) 3226-3552
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. **NOT APPLICABLE**
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) : **December 31**

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 2 Preferred Shares	Offer of up to 50,000,000 Series 2 Preferred Shares consisting of Series 2A and 2B Preferred Shares with an aggregate amount of P5,000,000,000.00	P100.00	₱5,000,000,000.00	SEC Registration Fee ₱1,812,500.00
			SUB TOTAL	₱1,812,500.00
			LRI FEES	₱18,125.00
			TOTAL	₱1,830,625.00

Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

Maximum aggregate price of securities to be offered	Amount of filing fee
Not more than P500 Million	0.10% of the maximum aggregate price of the securities to be offered
More than P500 Million but not more than P750 Million	P500,000 plus 0.075% of the excess over P500 Million
More than P750 Million but not more than P1 Billion	P687,500 plus 0.05% of the excess over P750 Million
More than P1 Billion	P812,500 plus 0.025% of the excess over P1 Billion

In the case of warrants which have no issue value, the filing fee shall be P50,000.

A legal research fee of 1% of the filing fee paid for filings made pursuant to SRC Rule 8.1 shall also be paid at the time of the filing.

PART I - INFORMATION REQUIRED IN PROSPECTUS

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

The information required by Part VI, paragraph (A) of "Annex C, as amended" are found on the front of the registration statement and on the outside front cover of the Preliminary Prospectus.

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

The following information required by Part VI, paragraph (B) of "Annex C, as amended" are found on the inside front cover page of the Preliminary Prospectus and the first two or more pages.

Item 3. Risk Factors and Other Information

Please refer to the section "**Risk Factors**" starting on page **49** of the Preliminary Prospectus.

The information required by Part VI, paragraph (C) of "Annex C, as amended" is found on pages **49** of the Preliminary Prospectus under the heading "Risk Factors and Other Considerations" and with respect to the discussions on how the Registrant shall manage such risks are found in the same section.

Item 4. Use of Proceeds.

The information required by Part VI, paragraph (E) of "Annex C, as amended" is found on page **69** of the Preliminary Prospectus under the heading, "Use of Proceeds"

Item 5. Determination of Offering Price.

The information required by Part VI, paragraph (F) of "Annex C, as amended" is found on page **73** of the Preliminary Prospectus under the heading, "Determination of Offer Price"

Item 6. Dilution.

Please refer to the section "Dilution" on page **74** of the Preliminary Prospectus.

Item 7. Selling Security Holders.

Not applicable.

Item 8. Plan of Distribution.

The information required by Part VI, paragraph (I) of "Annex C, as amended" is found on page 75 of the Preliminary Prospectus under the heading, "Plan of Distribution"

Item 9. Description of Securities to Be Registered.

The information required by Part II, paragraph (B) of "Annex C, as amended" is found on page 40 of the Preliminary Prospectus under the heading, "Description of the Offer Shares"

Item 10. Interests of Named Experts and Independent Counsel.

Part VI, paragraph (L) of "Annex C, as amended" is found on page 161 of the Preliminary Prospectus under the heading, "Interests of Named Experts".

Item 11. Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a) Information required by Part I, paragraph (A) of "Annex C, as amended", Description of Business;

Please refer to the information provided under the following headings: **Description of the Business** on page 85 of the Preliminary Prospectus.

- (b) Information required by Part I, paragraph (B) of "Annex C, as amended", Description of Property;

Please refer to the information provided under the following headings: **Description of the Properties** on page 124 of the Preliminary Prospectus.

- (c) Information required by Part I, paragraph (C) of "Annex C, as amended", Legal Proceedings;

Please refer to the information provided under the following headings: **Legal Proceedings** on page 126 of the Preliminary Prospectus.

- (d) Where common equity securities are being offered, information required by Part II, paragraph (A)(1) through (4) of "Annex C, as amended", Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters;

Please refer to the information provided under the following headings: **Market Price of and Dividends on VLL's Common Equity and Related Stockholder Matters** on page 127 of the Preliminary Prospectus.

- (e) Information required by Part III, paragraph (A) of "Annex C, as amended", Management's Discussion and Analysis or Plan of Operation;

Please refer to the section "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" starting on page 131 of the Preliminary Prospectus.

- (f) Information required by Part III, paragraph (B) of "Annex C, as amended", Changes in and Disagreements With Accountants On Accounting and Financial Disclosure;

Please refer to the information provided under the following headings: **Changes In and Disagreements with Accountants on Accounting and Financial Disclosure** on page **160** of the Preliminary Prospectus.

- (g) Information required by Part IV, paragraph (A) of "Annex C, as amended", Directors, Executive Officers, Promoters and Control Persons;

Please refer to the section "**Directors, Executive Officers, Promoters and Control Persons**" starting on page **148** of the Preliminary Prospectus.

- (h) Information required by Part IV, paragraph (B) of "Annex C, as amended", Executive Compensation;

Please refer to the information provided under the heading "**Executive Compensation**" found on page **153** of the Preliminary Prospectus.

- (i) Information required by Part IV, paragraph (C) of "Annex C, as amended", Security Ownership of Certain Record and Beneficial Owners and Management;

Please refer to the information provided under the heading "**Security Ownership of Certain Record and Beneficial Owners and Management**" starting on page **155** of the Preliminary Prospectus.

- (j) Information required by Part IV, Section (D) of "Annex C, as amended", Certain Relationships and Related Transactions.

Please refer to the information provided under the heading "**Certain Relationships and Related Transactions**" starting on page **158** of the Preliminary Prospectus.

Item 12. Financial Information

Please refer to "**Financial Information**" starting on page **185** of the Preliminary Prospectus and "**Management's Discussion and Analysis of Financial Position and Results of Operations**" starting on page **131** of the Preliminary Prospectus. The Registrant's audited consolidated financial statements for the years ended December 31, 2023, 2022, and 2021 are included as Appendix A of the Preliminary Prospectus.

**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**" found on page **67** of the Preliminary Prospectus.

Item 14. Exhibits.

Description	Exhibit Number
SEC Form 12-1 Submission Checklist	1
Preliminary Prospectus	2
Publication of Notice re: Filing	3

1. Undertaking to Publish Notice re: Filing	
2. Draft Copy of the Publication of Notice re: Filing	
Draft Underwriting Agreement	4
Certification from Underwriters participating under a firm commitment arrangement re: Due Diligence and Conflict of Interest	5
Engagement Letter from the Underwriters	6
Certified True Copies of Constitutive Documents	7
1. Certificate of Incorporation, Original Articles of Incorporation and Original By-Laws (latest)	
2. Latest Amended Articles of Incorporation	
Instruments Defining the Rights of Security Holders of common shares being registered	8
Opinion re: Legality and Tax Matters, and Consent of Independent Counsel	9
Material Contracts	10
1. Certification that all material contracts of the registrant have been submitted	
2. Annex A – List of Material Contracts	
3. Copies of Material Contracts	
Reports Furnished to Security Holders	11
1. Form 17-A	
2. Form 17-Q	
List of all parents, subsidiaries, affiliates included in the conglomerate map of the Registrant	12
Published Report Regarding Matters submitted to vote to security holders	13
1. Form 17-A	
2. Form 20-IS	
Notarized Curriculum Vitae and Photographs of Officers and Members of the Board of Directors	14
Authority re: Registrant's Bank Accounts	15
Statement of Management Responsibility on the Financial Statements, schedules and other required attachments under SRC Rule 68	16
Audited Financial Statements as required by Revised Rule 68	17
Undertaking to submit PSE listing application	18

Copy of Board Resolution approving and offering and authorizing the filing of the Registration Statement, Duly verified resolutions of the Issuer's Board of Directors approving the disclosures contained in the RS and assuming liability for the information contained therein, and Authorization letter from the registrant designating a representatives) through whom all dealings with the Commission regarding the application is coursed	19
Secretary's Certificate as to adoption by the Board of certain corporate governance principles and/or submission of Manual on Corporate Governance	20
Certifications and/or Pre-evaluation Form from SEC Operating Departments:	21
1. OGA - approved pre-evaluation form in compliance with the Revised SRC Rule 68	
2. CGFD - Certificate of Qualification of Independent Director and Website Template	
3. CRMD - Certificate of good standing and/or no dues collectible and Certificate of No Derogatory Information	
4. EIPD - Certificate of no pending case filed or pending with the department	
5. OGC - Certificate of no pending case filed against the company and/or its directors and officers	
Certification on material legal proceedings filed by and against the Issuer, its subsidiaries & affiliates.	22
Certification from parties involved in the preparation and submission of documents involving registration with the Commission and listing on an Exchange were done and with the full knowledge and consent of the parties, i.e. Issuer, Counsel of the Issuer, Underwriters and Counsel of the Underwriters	23
1. Issuer	
2. Picazo Law – Counsel of the Issuer	
3. China Bank Capital – Underwriter	
4. SB Capital – Underwriter	
5. Romulo Law – Counsel of the Underwriters	
Certification that all mandated government permits/licenses are secured and valid, and List of Permits and Licenses, including Environmental Compliance Certificates	24
Certification that as of the date of filing, the registrant is a not a delinquent or disobedient party in any of the operating departments of the SEC	25
Certification that all corporate actions (e.g. Increase in Authorized Capital Stock, Enabling Resolutions, and etc.) and approvals necessary for the Offer are secured and completed	26
Tax Compliance Report	27


Item 15.

Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

SIGNATURES

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 MAKATI CITY on MAY 20 2024, 2024.

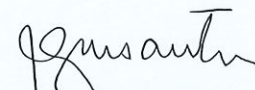
VISTA LAND & LIFESCAPES, INC.


MANUEL PAOLO A. VILLAR
Vice Chairman, President and Chief
Executive Officer


BRIAN N. EDANG
Chief Financial Officer and Head Investor
Relations


LORELYN D. MERCADO
Controller



JERYLLE LUZ C. QUISMUNDO
Chief Operating Officer


GEMMA M. SANTOS
Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAY 20 2024 affiants exhibiting to me their Government-issued IDs, as follows:

Name	Government-issued IDs	Date and Place of Issue
Manuel Paolo A. Villar	Passport No. P2529752B	12 July 2019 / DFA Manila
Brian N. Edang	Passport No. EC1403822	15 June 2019 / DFA NCR East
Lorelyn D. Mercado	Passport No. P4265847B	26 December 2019 / DFA NCR South
Jerylle Luz C. Quismondo	Passport No. P3177063C	6 February 2023 / DFA Manila
Gemma M. Santos	Passport No. P0067627C	14 May 2022 / DFA Malolos

Doc. No.: 144 ;
Page No.: 30 ;
Book No.: IV ;
Series of 2024.


Notary Public
JOHN JEFFERSON M. PAHUDPOD
Appointment No. M-320
Notary Public for Makati City
Until December 31, 2024
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 78916
PTR No. 10081164/Makati City/01-09-2024
IBP No. 301899/Makati City/01-05-2024
Admitted to the bar in 2022