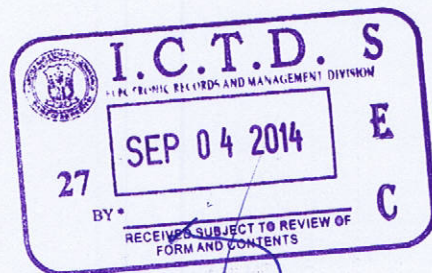




SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER



1. **September 4, 2014**  
Date of Report (Date of earliest event reported)
2. SEC Identification Number **CS200703145**
3. BIR Tax Identification Number **006-652-678-000**
4. **VISTA LAND & LIFESCAPES, INC.**  
Exact name of issuer as specified in its charter
5. **Philippines**  
Province, country or other jurisdiction of incorporation
6.  (SEC Use Only)  
Industry Classification Code:
7. **Las Pinas Business Center, National Road, Talon, Las Pinas City**  
Address of principal office 1747  
Postal Code
8. **(632) 874-5758 / (632) 872-6947 / (632) 226-3552**  
Issuer'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 or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<b>Common Shares</b>	<b>8,538,740,614 Shares</b>
<b>VLL Homebuilder Bonds</b>	<b>Up to P2,500,000,000.00</b>
<b>VLL Retail Bonds</b>	<b>Up to P5,000,000,000.00</b>

11. Indicate the item numbers reported herein:

**Item No. 9 – Other Events**

In the evening of September 3, 2014, the Board of Directors of the Company authorized the issuance by its wholly-owned subsidiary, VLL International, Inc. (VLLI), of U.S.\$125,000,000 7.45% Senior Guaranteed Notes Due 2019 (the **Notes**), which upon issue, will be consolidated and form a single series with the U.S.\$225,000,000 7.45% Senior Guaranteed Notes Due 2019 issued by VLLI on 23 April 2014.

Accordingly, VLLI executed a Subscription Agreement with DBS Bank Ltd., as Manager, for the offer, sale and issuance of the Notes, which are guaranteed by the Company and its subsidiaries namely Brittany Corporation, Crown Asia Properties, Inc., Camella Homes, Inc., Communities Philippines, Inc., and Vista Residences, Inc. The proceeds of the Notes issue will be used to finance the Company's capital expenditures and for general corporate purposes.

Please see attached press statement of the Company and VLLI on the aforesaid Notes issue.



**Vista Land & Lifescapes, Inc.**  
(the Company)

**Brittany Corporation**  
**Camella Homes, Inc.**  
**Crown Asia Properties, Inc.**  
**Communities Philippines, Inc.**  
**Vista Residences, Inc.**

(the **Subsidiary Guarantors**, and together with the Company, the **Guarantors**)

*(each incorporated in the Philippines with limited liability)*

**REOPENING OF 7.45% GUARANTEED NOTES DUE 2019 OF VLL INTERNATIONAL, INC. (VLLI) UNCONDITIONALLY AND IRREVOCABLY GUARANTEED BY THE GUARANTORS**

The Company announces that VLLI has reopened its 7.45% Guaranteed Notes due 2019 unconditionally and irrevocably guaranteed by the Guarantors (ISIN: XS1056623942, Common Code: 105662394) (the **Notes**) with the issuance of US\$125,000,000 aggregate principal amount of additional Notes (the **Additional Notes**) pursuant to a Subscription Agreement with DBS Bank Ltd. (the **Issuance**). VLLI will issue the Additional Notes on or around 11 September 2014 (the **Settlement Date**) at an issue price of 102.000% of their principal amount plus accrued interest from 29 April 2014, the issue date of the original Notes, to the Settlement Date, representing a yield to maturity of 6.935%. The Additional Notes are guaranteed by the Guarantors. The net proceeds from the Issuance will be used to finance the Company's capital expenditures and for general corporate purposes.

The Issuer will apply to the Singapore Exchange Securities Trading Limited (the **SGX-ST**) for the listing and quotation of the Additional Notes on the SGX-ST as soon after the Settlement Date as practicable.

DBS Bank Ltd., the sole global coordinator and sole lead manager of the Issuance, distributed approximately 91% of the Additional Notes outside of the Philippines to a broad range of international investors after receiving over US\$300 million in demand.

VLLI is a wholly owned subsidiary of the Company, incorporated in the Cayman Islands with limited liability.

Details of the Issuance will be described in an offering circular related to the Issuance, which is expected to be made available on the SGX-ST website at a future date.

**NOTHING IN THIS ANNOUNCEMENT CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE ADDITIONAL NOTES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION, AND THE ADDITIONAL NOTES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION**

**REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.**

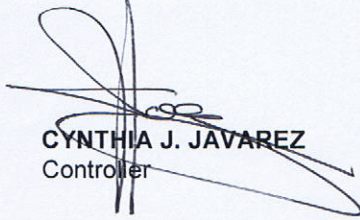
**THE SECURITIES MAY BE OFFERED IN THE PHILIPPINES PURSUANT TO EXEMPT TRANSACTIONS UNDER 10.1 (K) AND 10.1 (L) OF THE SECURITIES REGULATION CODE. THE SECURITIES TO BE OFFERED OR SOLD HAVE NOT BEEN REGISTERED WITH THE PHILIPPINE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES REGULATION CODE. ANY FUTURE OFFER OR SALE OF SUCH SECURITIES IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE CODE UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.**

## SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on behalf by the undersigned hereunto duly authorized.

**VISTA LAND & LIFESCAPES, INC.**  
Issuer

By:



**CYNTHIA J. JAVAREZ**  
Controller

Date: 04 September 2014