

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 12-1, AS AMENDED**

**REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE**

1. SEC Identification Number **AS95003836**
  
2. **UPSON INTERNATIONAL CORP. doing business under the names and styles of Octagon Computer Superstore, Microvalley Computer Superstore, Gadget World, Octagon Mobile, Uniso, Lamp Light and Gadget King.**  
Exact name of registrant as specified in its charter
  
3. **Metro Manila, Philippines**  
Province, country or other jurisdiction of incorporation or organization
  
4. **004-780-008-000**  
BIR Tax Identification Number
  
5. **Buying, selling, distributing, marketing at wholesale and retail in so far as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description such as but not limited to computer hardware equipment, telecommunication equipment, electronics, lighting materials, supplies and equipment and other similar products**  
General character of business of registrant.
  
6. Industry Classification Code:  (SEC Use Only)
  
7. **Unit 2308, 23/F Capital House, Tower 1, 9<sup>th</sup> Ave. cor. 34<sup>th</sup> St., Bonifacio Global City, Taguig City, 1635; +632 8526 7152**  
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
<b>Primary Offer (Common Shares to be registered by way of Initial Public Offering)</b>	<b>789,473,600</b>	<b>Php 5.50</b>	<b>Php 4,342,104,800.00</b>	
<b>Secondary Offer (Issued and Outstanding Common Shares which are part of the Offer)</b>	<b>98,684,200</b>	<b>Php 5.50</b>	<b>Php 542,763,100.00</b>	

<b>Common Shares (Overallotment Option)</b>	<b>98,684,200</b>	<b>Php 5.50</b>	<b>Php 542,763,100.00</b>	
<b>Common Shares (Issued and Outstanding not part of the Offer)</b>	<b>2,302,631,900</b>	<b>Php 0.20</b>	<b>Php 460,526,380.00</b>	
<b>Total Number of Shares</b>	<b>3,289,473,900</b>		<b>Php 5,888,157,380.00</b>	<b>Php 2,034,539.35</b>
<b>Legal Research Fee 1%</b>				<b>Php 20,345.40</b>
<b>Total SEC Fees</b>				<b>Php 2,054,884.75</b>

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 33 of the Preliminary Prospectus.

**Item 4.**            Use of Proceeds.

The information required by Part VI, paragraph (E) of “Annex C, as amended” is found on page 53 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 58 of the Preliminary Prospectus under the heading, “Determination of the Offer Price”.

**Item 6.**            Dilution.

The information required by Part VI, paragraph (G) of “Annex C, as amended” is found on page 60 of the Preliminary Prospectus under the heading, “Dilution”

**Item 7.**            Selling Security Holders.

Upson International Corp. will sell up to 98,684,200 existing common shares as part of the Firm Offer and up to 98,684,200 existing common shares as part of the Over-Allotment Option. Please refer to page 13 of the Preliminary Prospectus for additional details.

**Item 8.**            Plan of Distribution.

The information required by Part VI, paragraph (I) of “Annex C, as amended” is found on page 192 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 162 of the Preliminary Prospectus under the heading, “Description of the Shares”

**Item 10.** Interests of Named Experts and Independent Counsel.

Please refer to pages 156 of the Preliminary Prospectus.

**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 heading “Business” starting on page 96 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 heading “Business” starting on page 96 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 heading “Business” starting on page 96 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 heading “Description of the Shares” starting on page 162 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 87 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 section “Independent Auditors” starting on page 197 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 “Board of Directors and Senior Management” starting on page 151 of the Preliminary Prospectus.

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

Please refer to the section “Board of Directors and Senior Management” starting on page 151 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 “Principal Shareholders” starting on page 157 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 “Related Party Transactions” starting on page 161 of the Preliminary Prospectus.

**Item 12. Financial Information**

Furnish financial information as required by SRC Rule 68.

The audited consolidated financial statements for the for the years ended December 31, 2019, 2020, 2021 will be submitted as exhibits to this Registration Statement and are to be incorporated by reference.

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

**Item 13. Other Expenses of Issuance and Distribution.**

Furnish the information required by Part VI, paragraph (M) of “Annex C, as amended”.

Please refer to the section “Use of Proceeds” found on page 53 of the Preliminary Prospectus.

**Item 14. Exhibits.**

Furnish or incorporate by reference the exhibits required by Part VII of “Annex C, as amended”.

1	Preliminary Prospectus
2	Audited Financial Statements for the last 3 years (consolidated, if applicable), with Statement of Management Responsibility (SMR) on the Financial Statement
3	<p>Publication of Notice of Filing of Registration Statement</p> <ul style="list-style-type: none"> <li>• Undertaking to Publish the Notice of Filing of Registration Statement</li> <li>• Draft Notice of Filing of Registration Statement</li> </ul>
4	Draft Underwriting Agreement
5	Certificate of Incorporation of the Issuer, certified as true copy by the SEC
6	Latest amended Articles of Incorporation of the Issuer, certified as true copy by the Corporate Secretary of the Issuer
7	Latest amended By-laws of the Issuer, certified as true copy by the SEC
8	Instrument defining the rights of security holders
9	Summary of Material Contracts, together with copies thereof
10	Curriculum vitae and recent photos of officers and directors
11	Authorization in favor of the SEC to examine bank accounts of the Issuer and its subsidiaries
12	<p>Board resolution manually signed by a majority of the directors of the Issuer, on the following matters:</p> <ul style="list-style-type: none"> <li>• the approval or authorization for the public offering, issuance of the Offer Shares, the listing of the Shares, the filing of the Registration Statement covering the Offer Shares, and the execution of all relevant agreements (including the Underwriting Agreement)</li> <li>• the approval of the disclosures contained in the Registration Statement and the assumption by the Board of full responsibility for information contained therein</li> </ul>
13	<p>Secretary's Certificate certifying that the Company's Board of Directors has adopted an affirmative resolution with respect to:</p> <ul style="list-style-type: none"> <li>• certification on the submission and adoption of Manual on Corporate Governance</li> <li>• the adoption of a fit and proper rule for the selection of corporate directors and officers</li> </ul>
14	Undertaking allowing the SEC to resolve conflicting issues regarding the selection of independent directors
15	Manual on Corporate Governance
16	Mandate Letter of the Underwriter

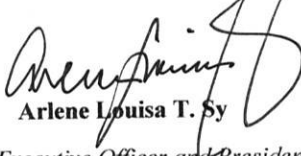
17	Certification re: Legal proceedings
18	Certification re: Government licenses and permits
19	Certification on submission of AFS for the year ended December 31, 2021 to SEC
20	Certification from the Issuer that the Issuer is aware of documents/amendments submitted in connection with the Registration Statement
21	Certification from the Underwriter that the Underwriters are aware of documents/amendments submitted in connection with the Registration Statement
	Certification of Underwriter re: conflict of interest and on the conduct of due diligence
22	Certification of Selling Shareholder
23	Tax Compliance Report filed by the Issuer
24	Independent counsel's opinion on legality and taxation
25	Certified true copies of transfer certificates of title of the Issuer

**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 MANILA on AUG 19 2022.



**Arlene Louisa T. Sy**

*Chief Executive Officer and President*



**Marcos A. Legaspi**

*Chief Finance Officer*



**Dennis F. Uy**

*Corporate Secretary*

SUBSCRIBED AND SWORN to before me this AUG 19 2022 2022 at MANILA affi-  
ants exhibiting to me their Government-issued IDs, as follows:

Name	Government-issued IDs	Date and Place of Issue
Arlene Louisa T. Sy	TIN 183-910-472-000	
Marcos A. Legaspi	TIN 129-213-668-000	
Dennis F. Uy	TIN 123-204-826-000	

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Book No.: CXXIII  
Series of 2022.

**ATTY. JOHN EDWARD TRINIDAD ANG**  
Notary Public for and in the City of Manila  
Notarial Commission No. 2020-033  
Extended Under BM 3795 Valid Until 12/31/2022  
2nd Floor Midland Plaza Hotel Adriatico st Ermita, Manila  
IBP NO 166318 10/25/2021 For 2021 Pasig City  
Roll No 68731 MCLE Compliance VII-001675