

SECURITIES AND EXCHANGE COMMISSION
Metro Manila, Philippines

FORM 23-B

REVISED

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES
Filed pursuant to Section 23 of the Securities Regulation Code

Check box if no longer subject to filing requirement

1. Name and Address of Reporting Person Yap Felipe Uy (Last) (First) (Middle)			2. Issuer Name and Trading Symbol Prime Orion Philippines, Inc. (POPI)		7. Relationship of Reporting Person to Issuer (Check all applicable)		
(Street)			3. Tax Identification Number	5. Statement for Month/Year Feb. 2018	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner	
(City) (Province) (Postal Code)			4. Citizenship Filipino	6. If Amendment, Date of Original (Month/Year)	<input checked="" type="checkbox"/> Officer (give title below) Vice Chairman	<input type="checkbox"/> Other (specify below)	

Table 1 - Equity Securities Beneficially Owned

1. Class of Equity Security	2. Transaction Date (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D)			3. Amount of Securities Owned at End of Month		4. Ownership Form: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership
		Amount	(A) or (D)	Price	%	Number of Shares		
Common	2/12/2018	4,816,000	A	P1.68/ sh.		4,816,000	I	Held thru ESOWN
(Employees Stock Ownership Plan-Tranche 2 First Availment)								Administrator 2018 account
						3,010,000	D	
						3,584,000	I	Held thru ESOWN
								Administrator 2015 account
Total					0.23%	11,410,000		

(Print or Type Responses)

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
 - (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
 - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
 - (A) held by members of a person's immediate family sharing the same household;
 - (B) held by a partnership in which such person is a general partner;
 - (C) held by a corporation of which such person is a controlling shareholder; or
 - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

**DISCLOSURE REQUIREMENTS
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP
(50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)**

Item 1. Security and Issuer

Common Shares of Stock (under the Employees Stock Ownership Plan ("ESOWN")) of Prime Orion Philippines, Inc. (POPI)
Office Address: Unit 1014 Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City

Item 2. Identity and Background

- a. Name : Felipe U. Yap
- b. Business Address : 21/F Lepanto Building, 8747 Paseo de Roxas, Makati City
- c. Present Occupation : Vice Chairman of POPI
Chairman of Lepanto Mining Corporation
- d. Within the last five (5) years, undersigned has not been convicted in a criminal proceeding (including traffic violations or similar misdemeanors)
- e. Within the last five (5) years, undersigned was not a party to any civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking.
- f. Citizenship : Filipino

Item 3. Purpose of Transaction

The acquisition of additional common shares of POPI is pursuant to an ESOWN whose terms and conditions were approved by the POPI Board of Directors on 13 August 2015 (as amended on 14 November 2016). The Securities and Exchange Commission Markets and Securities Regulation Department in its MSRDR Resolution No. 23, Series of 2017, dated 3 October 2017, granted the request for exemption from registration requirements of ESOWN Tranche 2 under Sec. 10.2 of the Securities Regulation Code.

Item 4. Interest in Securities of the Issuer

Undersigned was granted by POPI, and accordingly subscribed to, an additional 4,816,000 common shares of POPI under ESOWN Tranche 2- First Availment. Upon exercise of the option under the ESOWN Tranche 2-First Availment, undersigned increased his equity in POPI to 0.23% of the outstanding capital stock of POPI.

Item 5. Contracts, Arrangement, Understandings or Relationships with Respect to Securities of the Issuer

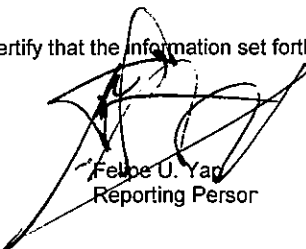
There are no contracts, arrangement, understanding or relationship involving the undersigned with respect to securities of POPI.

Item 6. Material to be Filed as Exhibits

Not Applicable.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in the City of Makati on 19 February 2018.

By:


Felipe U. Yap
Reporting Person