

PHILIPPINE LONG DISTANCE TELEPHONE CO

Form 6-K

July 08, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For the month of July 2008

Commission File Number 1-03006

Philippine Long Distance Telephone Company

(Exact Name of Registrant as Specified in Its Charter)

Ramon Cojuangco Building

Makati Avenue

Makati City

Philippines

Edgar Filing: PHILIPPINE LONG DISTANCE TELEPHONE CO - Form 6-K

(Address of principal executive offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.)

Form 20-F Form 40-F

(Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-
_____)

NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some information in this report may contain forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934. We have based these forward-looking statements on our current beliefs, expectations and intentions as to facts, actions and events that will or may occur in the future. Such statements generally are identified by forward-looking words such as believe, plan, anticipate, continue, estimate, expect, may, will or other similar words.

A forward-looking statement may include a statement of the assumptions or bases underlying the forward-looking statement. We have chosen these assumptions or bases in good faith. These forward-looking statements are subject to risks, uncertainties and assumptions, some of which are beyond our control. In addition, these forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual results may differ materially from information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the risk factors set forth in Item 3. Key Information Risk Factors in our annual report on Form 20-F for the fiscal year ended December 31, 2007. You should also keep in mind that any forward-looking statement made by us in this report or elsewhere speaks only as at the date on which we made it. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, update or revise the statements in this report after the date hereof. In light of these risks and uncertainties, you should keep in mind that actual results may differ materially from any forward-looking statement made in this report or elsewhere.

EXHIBITS

<u>Exhibit Number</u>	-	<u>Page</u>
1	Copy of the disclosure letter we sent today to the Philippine Stock Exchange and the Securities and Exchange Commission regarding: Resignation of Ms. Ma. Lourdes C. Rausa-Chan as a director of Philippine Long Distance Telephone Company (the Company) effective at the close of business hours on July 7, 2008; Election of Mr. Tony Tan Caktiong as a director of the Company effective on July 8, 2008 and for the unexpired term of his predecessor in office, Ms. Ma. Lourdes C. Rausa-Chan; and Cash dividend declaration on the Company s Series IV Cumulative Non-Convertible Redeemable Preferred Stock and Series A, I R, W, AA and BB 10% Cumulative Convertible Preferred Stock.	6

Exhibit 1

July 8, 2008

Philippine Stock Exchange

4th Floor PSE Center, Exchange Road

Ortigas Center, Pasig City

Attention: Atty. Pete M. Malabanan

Head Disclosure Department

Gentlemen:

In compliance with Section 17.1 (b) and Section 17.3 of the Securities Regulation Code, we submit herewith a copy of SEC Form 17-C with respect to certain discloseable events/information.

This shall serve as the disclosure letter for the purpose of complying with PSE Revised Disclosure Rules.

Very truly yours,

PHILIPPINE LONG DISTANCE TELEPHONECOMPANY

/s/ Ma. Lourdes C. Rausa-Chan

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

Exhibit 1

July 8, 2008

Securities and Exchange Commission

SEC Building

EDSA, Mandaluyong City

Attention: Atty. Justina F. Callangan

Director, Corporation Finance Dept.

Gentlemen:

In accordance with Section 17.1 (b) of the Securities Regulation Code, we submit herewith five (5) copies of SEC Form 17-C with respect to certain discloseable events/information.

Thank you.

Very truly yours,

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

/s/ Ma. Lourdes C. Rausa-Chan

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

Exhibit 1

COVER SHEET

P	W	-	5	5
SEC Registration No.				

PHILIPPINE LONG DISTANCE

TELEPHONE COMPANY

(Company's Full Name)

RAMON COJUANGCO BUILDING

MAKATI AVE. MAKATI CITY

(Business Address: No. Street/City/Town/Province)

ATTY. MA. LOURDES C. RAUSA-CHAN	816-8405
Contact person	Contact Telephone No.

						Every 2 nd
1	2	3	1	SEC FORM 17-C	06	Tuesday
Month	Day			FORM TYPE	Month	Day

Remarks: Please use black ink for scanning purposes

Page 3 of 6

Exhibit 1 1

SECURITIES AND EXCHANGE COMMISSION

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.1

1. 8 July 2008

Date of Report (Date of earliest event reported)

2. SEC Identification Number PW-55

3. BIR Tax Identification No. 000-488-793

4. PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

Exact name of issuer as specified in its charter

5. PHILIPPINES 6. _____ (SEC Use Only)

Province, country or other jurisdiction Industry Classification Code
of Incorporation

7. Ramon Cojuangco Building, Makati Avenue, Makati City 1200

Address of principal office Postal Code

8. (632) 816-8405

Issuer's telephone number, including area code

9. Not Applicable

Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code and Sections 4 and 8 of the Revised Securities Act

Title of Each Class	Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding	

Exhibit 1

11. Item 4 (Resignation and Election of Director) and Item 9 (Other Events)

We disclose that at the meeting of the Board of Directors of Philippine Long Distance Telephone Company (respectively, the Board and the Company) held on July 8, 2008:

1. The Board accepted the resignation of Ms. Ma. Lourdes C. Rausa-Chan as a director of the Company effective at the close of business hours on July 7, 2008.

The resignation of Ms. Rausa-Chan is not expected to have any significant impact on the Company's current or future operations, financial position or results of operation.

2. The Board elected Mr. Tony Tan Caktiong as a director of the Company effective on July 8, 2008 and for the unexpired term of his predecessor in office, Ms. Ma. Lourdes C. Rausa-Chan.

Mr. Tan Caktiong is the Chairman, President and Chief Executive Officer of Jollibee Foods Corporation, the fastfood leader in the Philippines with over 1,600 stores (local and overseas), with brands like Chowking (oriental fastfood), Greenwich (pizza/pasta), Dèlifrance (French bakery/café), Yonghe King (food chain in China), Chun Shi Tang (a Taiwanese tea house) franchise for China, Red Ribbon Bakeshop (cakes/pastries), and Manong Pepe (which features low-priced Filipino favorites).

Mr. Tan Caktiong further honed his business skills by attending various courses and seminars in institutions such as the Asian Institute of Management, Stanford University (Singapore) and Harvard University.

He has received citations/awards from various organizations including Ernst & Young's Entrepreneur of the Year Philippines 2003 award and won the prestigious World Entrepreneur of the Year 2004 award in Monaco besting 31 entrants from all over the world.

3. The Board declared the following cash dividends out of the unrestricted retained earnings of the Company as of December 31, 2007:

a. A total of P12,420,000.00 on all of the outstanding shares of the Company's Series IV Cumulative Non-Convertible Redeemable Preferred Stock, for the quarter ending September 15, 2008, payable on September 15, 2008 to the holder of record on August 7, 2008.

Page 5 of 6

Exhibit 1

b. P1.00 per outstanding share of the Company's Series A 10% Cumulative Convertible Preferred Stock, for the annual period ending July 31, 2008, payable on August 29, 2008, to the holders of record on August 1, 2008.

c. P1.00 per outstanding share of the Company's Series I 10% Cumulative Convertible Preferred Stock, for the annual period ending July 31, 2008, payable on August 29, 2008, to the holders of record on August 1, 2008.

d. P1.00 per outstanding share of the Company's Series R 10% Cumulative Convertible Preferred Stock, for the annual period ending July 31, 2008, payable on August 29, 2008, to the holders of record on August 1, 2008.

e. P1.00 per outstanding share of the Company's Series W 10% Cumulative Convertible Preferred Stock, for the annual period ending July 31, 2008, payable on August 29, 2008, to the holders of record on August 1, 2008.

f. P1.00 per outstanding share of the Company's Series AA 10% Cumulative Convertible Preferred Stock, for the annual period ending July 31, 2008, payable on August 29, 2008, to the holders of record on August 1, 2008.

g. P1.00 per outstanding share of the Company's Series BB 10% Cumulative Convertible Preferred Stock, for the annual period ending July 31, 2008, payable on August 29, 2008, to the holders of record on August 1, 2008.

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

PHILIPPINE LONG DISTANCE

TELEPHONE COMPANY

By:

/s/ Ma. Lourdes C. Rausa-Chan

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

July 8, 2008

Page 6 of 6

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PHILIPPINE LONG DISTANCE
TELEPHONE COMPANY

By : /s/ Ma. Lourdes C. Rausa-Chan

Name : Ma. Lourdes C. Rausa-Chan

Title : Senior Vice President, Corporate

Affairs and Legal Services Head

and Corporate Secretary

Date: July 8, 2008