

**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. January 26, 2015  
Date of Report (Date of earliest event reported)
2. SEC Identification Number 17514      3. BIR TIN 320-000-599-760
4. RIZAL COMMERCIAL BANKING CORPORATION  
Exact name of registrant as specified in its charter
5. Philippines      6.  (Sec Use only)  
Province, country or other  
jurisdiction of incorporation      Industry Classification Code
7. 6819 Ayala cor. Gil J. Puyat Ave., Makati City      0727  
Address of principal office      Postal Code
8. (02)894-9000  
Registrant'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 4 and 8 of the RSA  
  

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock Outstanding and Amt. of Debt O/S</u>
Common Stock, P10.00 par value	1,275,659,728 (as of 15 Dec 2014)
11. Indicate the item numbers reported herein: Item 9

**Item 9. Other Events.**

The Board of Directors, in its regular meeting held on 26 January 2015, approved the following:

- a. **Declaration and payment of cash dividends** amounting to P0.05630 per share, or a total of approximately P19,046.63 payable to holders of convertible preferred shares as of **March 21, 2015**, subject to the **final approval** of the Bangko Sentral ng Pilipinas. Computation is shown below:

Shares Entitled to Dividend	No. of Shares Outstanding as of December 29, 2014	Dividends per share (PhP)	Amount of Dividends (PhP)
Convertible Preferred Shares	338,291	P0.05630	P19,046.629

- b. The RCBC Board confirmed and ratified the actual number of shares which will be subscribed by and sold to Cathay Life Insurance Co., Ltd. ("Cathay") who was **the** preferred bidder for the proposed acquisition of a 20% share block in RCBC pursuant to a resolution by the Board of Directors on September 29, 2014.

Actual number of shares to be subscribed by and sold to Cathay, as confirmed and ratified by the RCBC Board are as follows:

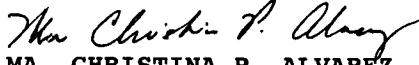
- (1) Cathay subscribing to 124,242,272 common shares of RCBC;  
and
- (2) Cathay acquiring: (i) 119,033,590 common shares from Hexagon Investments B.V.; and (ii) 36,724,138 common shares from International Finance Corporation ("IFC") for a combined total of 155,757,728 shares, pursuant to their respective Sale and Purchase Agreements.

#### SIGNATURES

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

RIZAL COMMERCIAL BANKING CORP.  
Registrant

Date : 26 January 2015

  
**MA. CHRISTINA P. ALVAREZ**  
Corporate Information Officer