COVER SHEET

PW343

S.E.C. Registration Number

LT GROUP, INC.

(Company's Full Name)

11TH FLOOR UNIT 3, BENCH TOWER 30TH STREET COR. RIZAL DRIVE, CRESCENT PARK WEST 5, BONIFACIO GLOBAL CITY, TAGUIG CITY

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

SUSAN LEE	817-8710
Contact Persons	Company Telephone Number

12	31	17-C	FIRST WEDNESDAY OF MAY
Month	Day	SEC FORM	Month Day
Fiscal Year			Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders	Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

SEC Central Receiving and Records Division
APR 18 2013

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17.1(b) AND 17.2 (b) OF THE SECURITIES REGULATION CODE (SRC)

1. Date of Report (Date of earliest event reported) **April 17, 2013**

2. SEC Identification Number **PW-343**

3. BIR Tax Identification No. **032-000-145-650-VAT**

4. Exact name of registrant as specified in its charter **LT GROUP INC.**

5. Province, country or other jurisdiction of incorporation or organization **Philippines**

6. Industry Classification Code: (SEC Use Only)

7. Address of registrant's principal office
   11th Floor Unit 3 Bench Tower,
   30th Street corner Rizal Drive,
   Crescent Park West 5,
   Bonifacio Global City, Taguig City

   Postal Code
   1634

8. Registrant's telephone number, including area code **(632) 817-8710**

9. Former name, former address and former fiscal year, if changed since last report

10. Securities registered pursuant to Sections 3 and 8 of the SRC

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common stock	**8,981,388,889**

11. Indicate the events reported herein: **Item 9**

Further to the placing and subscription transaction subject of previous disclosures made by LT Group, Inc. ("**LTG**" or the "**Company**"), the Company hereby informs the Philippine Stock Exchange ("**PSE**"), the Securities and Exchange Commission ("**SEC**") and the public of the following events:

1. The Placing Agreement for the placing transaction has been executed by LTG, Tangent Holdings Corporation ("**Tangent**"), UBS AG, Hong Kong Branch ("**UBS AG**"), Credit Suisse (Singapore) Limited, Deutsche Bank AG, Hong Kong Branch and J.P. Morgan Securities plc on 17 April 2013. The Greenshoe Agreement for the placing transaction has been executed by and Tangent and UBS AG, on 17 April 2013. The Subscription Agreement for the subscription transaction has been executed by LTG and Tangent on 17 April 2013.

2. The parties have just concluded the pricing of the Offer Shares. As previously disclosed, the Offer Shares shall consist of One Billion Six Hundred Million (1,600,000,000) shares of LTG and up to Two Hundred Forty Million (240,000,000) shares of LTG for the over-allotment option if it is exercised. The offer price for the Offer Shares has been set at Php20.50 per Offer Share.

3. The Offer Shares are intended to be crossed through the PSE on 17 April 2013 upon obtaining approval of the application for the block sale from the PSE. Settlement for the Offer Shares is anticipated to occur on 22 April 2013.

This disclosure is not an offer of securities for sale in the United States, and any securities offered in the United States may not be sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The securities of LT Group, Inc. have not been and will not be registered under the Securities Act. LT Group, Inc. and its selling shareholder, Tangent Holdings Corporation do not intend to register any portion of the offering in the United States.

THE SECURITIES REFERRED TO IN THIS DISCLOSURE HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE PHILIPPINE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES REGULATION CODE OF THE PHILIPPINES (SRC). ANY FUTURE OFFER OR SALE THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE SRC UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.

SIGNATURE

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

LT GROUP, INC.
By:

MA. CECILIA L. PESAYCO
Corporate Secretary