COVER SHEET

PSE CODE: HO-055

P W 3 4 3

S.E.C. Registration Number

L T G R O U P , I N C .

(Company's Full Name)

1 1 T H F L O O R U N I T 3 , B E N C H T O W E R
3 0 T H S T R E E T C O R . R I Z A L D R I V E ,
C R E S C E N T P A R K W E S T 5 ,
B O N I F A C I O G L O B A L C I T Y , T A G U I G
C I T Y

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

SUSAN LEE

Contact Persons

817-8710

Company Telephone Number

1 2 3 1

Month Day

Fiscal Year

SEC FORM 23-B
VICTORIAS MILLING COMPANY, INC.
APRIL 2014

SEC FORM

FIRST WEDNESDAY OF MAY

Month Day

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.

SECURITIES AND EXCHANGE COMMISSION
Metro Manila, Philippines

FORM 23-B

REVISED

☐ Check box if no longer subject to filing requirement

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 23 of the Securities Regulation Code

1. Name and Address of Reporting Person	2. Issuer Name and Trading Symbol		7. Relationship of Reporting Person to Issuer (Check all applicable)
LT Group, Inc. (Last) (First) (Middle)	Victorias Milling Company, Inc.		___ Director ___ Officer (give title below) ✓ 10% Owner ___ Other (specify below)
11/F Unit 3, Bench Tower, 30th St. cor. Rizal Drive, (Street)	3. Tax Identification Number 000-145-645-000	5. Statement for Month/Year Apr-14	
Crescent Park West 5 Bonifacio Global City, Taguig City (City) (Province) (Postal Code)	4. Citizenship Filipino	6. If Amendment, Date of Original (MonthYear)	

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 Shares	3-Apr-14	19,392,096	A	Php4.00	14.8	351,504,251	D	Not Applicable
Common Shares	3-Apr-14	161,978,996	A	Php4.54				

(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.

FORM 23-B **(continued)**

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., warrants, options, convertible securities)

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yr)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)		5. Date Exercisable and Expiration Date (Month/Day/Year)		6. Title and Amount of Underlying Securities		7. Price of Derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security; Direct (D) or Indirect (I) *	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Not Applicable												

Explanation of Responses:

Note: File **three (3)** copies of this form, one of which must be manually signed.
Attach additional sheets if space provided is insufficient.

MA. CECILIA L. PESAYCO
Corporate Secretary

7 April 2014
Date

DISCLOSURE REQUIREMENTS
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP

Item 1. Security and Issuer

Common shares; Victorias Milling Company, Inc. (VMC) – Victorias City, Negros Occidental

Item 2. Identity and Background

LT Group, Inc. ("LTG") is a holding company duly organized and existing under the laws of the Philippines, with address at 11/F Unit 3 Bench Tower, 30th Street corner Rizal Drive, Crescent Park West 5, Bonifacio Global City, Taguig City.

During the last five years, LTG was not a party to a criminal or civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign.

Item 3. Purpose of the Transaction

The acquisition of securities was in support of the plan to increase interest.

Item 4. Interest in Securities of Issuer

The shareholdings of LTG in VMC are as follows:

No. of Shares	Percentage
351,504,251 (D)	14.8%

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

The right to vote or direct the voting or disposition of VMC shares in the name of LTG is lodged in LTG's Board of Directors.

Item 6. Material to be Filed as Exhibits.

None.

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 City on April 7, 2014.

LT GROUP, INC.
By:

MA. CECILIA L. PESAYCO
Corporate Secretary