

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. March 28, 2014
Date of Report (Date of earliest event reported)
2. SEC Identification Number 11341 3. BIR Tax Identification No. 000-051-037
4. BENGUET CORPORATION
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines 6. (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. Universal Re-Building, 106 Paseo de Roxas, Makati City 1226.....
Address of principal office Postal Code
8. 812-1380 / 751-9137
Issuer's telephone number, including area code
9. _____
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding (As of March 20, 2014)
Convertible Preferred Class A	217,061
Common Class A	117,428,790*
Common Class B	77,614,394*

(*) – Net of Treasury Shares

Total consolidated outstanding principal debt as of September 30, 2013 – P1.7 Billion

11. Indicate the item numbers reported herein:Item 9.....

In compliance with the disclosure rules of the Securities and Exchange Commission (SEC) and Philippine Stock Exchange (PSE), the Company hereby discloses the following matters taken-up and/or approved by its Board of Directors in today's regular meeting:

1. The Board approved the amendment of Article Seventh of the Amended Articles of Incorporation and Article I, Section 1 of the Amended By-Laws of the Company on the increase of the authorized capital stock of the Company. The capital increase will affect only the common shares which will increase from the present amount of P600,000,000, consisting of 120,000,000 Common Class A shares and 80,000,000 Common Class B shares, both having par value of P3.00 each, to the total amount of P717,300,000, consisting of 143,460,000 Common Class A shares and 95,640,000 Common Class B shares, both having par value of P3.00 each. After the amendment, the total authorized capital stock of the Company will have increased to P784,700,000 from P667,500,000.
2. The Board approved the amendment of Article Third of the Amended Articles of Incorporation of the Company on the change of its principal office address from Metro Manila to 7th Floor, Universal Re-Building, 106 Paseo de Roxas, 1226 Makati City, Philippines. The amendment is in compliance with SEC Memorandum Circular No. 6 directing existing corporations to specify its complete business address in the Articles of Incorporation, including the street number, street name, barangay, city or municipality, name of building and not just a general address;
3. Upon endorsement of the Audit Committee, the Board approved the Audited Consolidated Financial Statements (ACFS) of the Company as of year ended December 31, 2013. The Board also approved and authorized the issuance of the Company's 2013 ACFS as audited by Sycip Gorres Velayo and Company;
4. The Board approved the extension of the appointment of Mr. Renato A. Claravall, Senior Vice President-Chief Finance Officer, as Officer-In-Charge during the indefinite leave of absence of the President and Chief Executive Officer, Mr. Benjamin Philip G. Romualdez.
5. The Board approved the hiring/appointment of Ms. Chuchi C. Del Prado, C.B.A. as Vice President-Human Resource and Administration, effective 01 April 2014. She will replace Mr. Roland P. de Jesus, Vice President-HR & Administration, whose retirement will take effect on 31 August 2014.

Ms. Del Prado graduated with a degree in BS Business Administration from the University of Sto. Tomas (1982) with additional MBA on HR/Talent Management, Post Baccalaureate Program in HR Management from De la Salle – College of St. Benilde. She has been certified as Chartered Business Administrator (C.B.A.), a graduate-level professional certification granted by premier professional body based in Canada. Her previous work experiences include: Senior Project Consultant for HR and Organizational Development for Victorias Milling Company (VMC); Regional HR Manager and Compliance Officer for Asia, for Schweitzer-Mauduit International Inc. (2011-2013), Senior Manager for Learning Development and HR Services for Metro Drug Inc. (2009-2011); Senior Manager for HR and Business Development for Value Management Options, Inc – a private consultancy firm (2004-2009); Department Head, HR and Administration for Tupperware Philippines, Inc.; Corporate Manager for HR, Administration and Special Projects for Luen Thai International Group (Philippines, Hongkong, China and USA).

Ms. Del Prado has no beneficial ownership of any class of stock in the Company.

6. The Board noted the hiring/appointment of Mr. Abelardo P. Magpali as Vice President-Chief Operating Officer (COO) of Benguetcorp Nickel Mines, Inc. (BNMI), a wholly owned subsidiary of the Company, effective 01 April 2014.

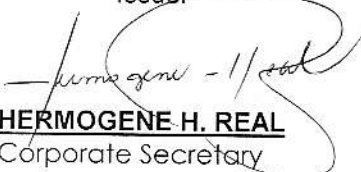
Mr. Magpali graduated with a degree in Bachelor of Science in Mining Engineering from the University of the Philippines (1976). He is a veteran mining engineer. Before joining BNMI, he was Resident Mine Manager of Cagdianao Mining Corporation, Nickel Asia Corporation. Formerly, he was Project Manager-Delta Earthmoving Inc. (2011-2012); President- Godsean Construction Company, Inc. (2010-2011); Project Manager – Galeo Equipment & Mining Company (2009-2010); Special Projects Manager-SR Metals Inc (2008-2009); Resident Manager – SR Metals, Inc (2007-2008); Operations Manager / Business Development Manager-ELECTA Int'l. Aggregate Resources, Inc (2001-2007); Quarry Manager / Importation Manager – Hanson Concrete Phils., Inc. – (2000-2001); Operations Manager of Aggregates Division-Betonval Ready Concrete, Inc – 1998 – 2000); Project Manager/Acting Operations Manager/Safety Manager – Monark Constructors Corporation (1996-1998); Camp Superintendent-Bilfinger and Berger (1994-1995); Mine Division Manager-Manila Mining Corporation (Feb-April 1994); With this assignment in BNMI, he comes full circle from his 17 years with Benguet Corporation's Dizon Copper Gold Open Pit mining operation in San Marcelino, Zambales, where he worked in various managerial positions.

SIGNATURES

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

BENGUET CORPORATION

Issuer



HERMOGENE H. REAL
Corporate Secretary
Signature and Title*

Date: **March 28, 2014**

* Print name and title of the signing officer under the signature.