

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1-ICA

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE FOR
INVESTMENT COMPANIES

1. SEC Identification Number: 2024040147429-82
2. BPI WEALTH BUILDER MULTI-ASSET MUTUAL FUND, INC. *doing business under the trade names and styles of BPI Wealth Builder Fund and BPI Wealth Builder*
Exact name of registrant as specified in its charter
3. PHILIPPINES
Province, country or other jurisdiction of incorporation or organization
4. 010-818-987-000
BIR Tax Identification Number
5. INVESTMENT COMPANY (MUTUAL FUND)
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. 7th Floor BPI Buendia Center 372 Sen. Gil Puyat Ave. Bel-Air, City of Makati, Fourth District, National Capital Region (NCR), 1209
bpi_investment@bpi.com.ph; (02) 8580-0900
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. N/A
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.
9. Fiscal Year Ending Date (Month and Day) : DECEMBER 31

Computation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed offering price per unit	Proposed aggregate offering price	Amount of registration fee
BPI WEALTH BUILDER MULTI-ASSET MUTUAL FUND, INC (Units of Participation)	100Bn Units of Participation	PHP 10.00	PHP 1 Tn	PHP 10,130.00 (Filing Fee PHP 10,000 + LRF & DST PHP 130)

Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

- The registration/filing fee for every application for registration of units of participation shall be **Ten Thousand Pesos (PHP 10,000.00)**, or such amount as may be prescribed by the Commission, regardless of the quantity of units to be registered. Each year thereafter, an annual fee of 1bps based on the average net asset value of the unitized funds shall be paid within thirty (30) days from the recently ended calendar year, or not later than 31 January of every year after the registration of the units.
- A **legal research fee ("LRF") of 1% of the filing fee** paid for filings made pursuant to SRC Rule 8.1 and **document stamp tax ("DST") of Thirty Pesos (PHP 30)** shall also be paid at the time of filing.

PART I - INFORMATION REQUIRED IN PROSPECTUS

Item 1. Front of the Registration Statement and Outside Front Cover Page of Prospectus.

Please refer to the front page (page 1) of the Prospectus for complete information.

- Name of the Issuer: **BPI WEALTH BUILDER MULTI-ASSET MUTUAL FUND, INC.**
- Terms of the Offer:
An Offer of up to the Number of Authorized Units of Participation to BPI Wealth Builder Multi-Asset Mutual Fund, Inc. at an Offer Price of the Net Asset Value per Unit (“NAVPU”) on the date of subscription

	BPI Wealth Builder Multi-Asset Mutual Fund, Inc.
Number of Authorized Units	100,000,000,000
Minimum Initial Investment	PHP 1,000.00
Initial NAVPU	PHP 10.00

- Name of the Distributor: **BPI INVESTMENTS INC**
- Date of the Prospectus: **August 9, 2024**

Item 2. Inside Front Cover and First Two or More Pages of Prospectus.

- Information if not included in the cover: **See pages 1-5 of the Prospectus**
 - Number of shares offered by current stockholders:
 - **Units: 100,000,000,000 units**
 - Total number of shares outstanding after the offering
 - **Units: 100,000,000,000 units**
 - Total proceeds raised by the offering: **PHP 1 trillion**
 - Brief description of the use of proceeds from the offering: **See page 3 of the Prospectus**
 - Underwriter's fees: **See page 2 of the Prospectus for the distribution fee**
 - Dividend policy: **See page 3 of the Prospectus**
 - Address and telephone number of the company/principal office: **See page 1 and 5 of the Prospectus**
- Table of Contents: **See page 6 of the Prospectus**
- Brief description of the company's business: **See page 3 of the Prospectus**
- Summary paragraph or key points characterizing the risks of the offering: **See page 3 of the Prospectus**
- Summary financial information in tabular form: **See page 4 of the Prospectus**
- A Glossary which defines all technical terms used in the prospectus: **See pages 7-10 of the Prospectus**

Item 3. Risk Factors and Other Information

- Risk Factors: **Please refer to the section “Risk Factors and Other Information” on pages 15-17 of the Prospectus.**
- A description of the investment fund, its classification, its investment objectives and initial investment plans: **See Page 3 of the Prospectus for initial information. More information are disclosed in other sections of the Prospectus, such as “Investment Objectives and Restrictions of the Fund”.**

- Description: **The Fund is a domestic corporation established on 23 April 2024 with SEC Registration No. 2024040147429-82 and shall carry on the business of an open-end investment company.**
- Classification and Objective: **The Fund is a Philippine Peso (PHP) denominated multi-asset mutual fund with the primary investment objective of long-term capital growth through investments in a full range of assets in both domestic and international markets.**
- Initial investment plans: **The total proceeds from the sale of the 100 Billion Units is estimated at PHP 1 trillion (computed by multiplying the 100 Billion Offer Units by the PHP 10.00 initial NAVPU) which shall be invested in a full range of assets in both domestic and international markets. Details of the use of proceeds and fund expenses shall be discussed in the “Use of Proceeds” section of the Prospectus.**
- A statement of investment restrictions: **See pages 57-60 of the Prospectus**
- Terms of the issue and pricing of securities issued or to be issued by the investment company, sales load, minimum size requirements, income distribution policy and procedures in the purchase and sale of such securities
 - Terms of the issue: **See pages 11-13 of the Prospectus**
 - Pricing of securities: **See pages 11-13 of the Prospectus**
 - Sales load: **See page 2 of the Prospectus**
 - Minimum size requirements: **See pages 11-13 of the Prospectus**
 - Income distribution policy: **See page 3, 18 of the Prospectus**
 - Procedures in the purchase and sale of such securities: **See pages 53-56 of the Prospectus**
- The method and basis of computation of net asset value; manner and method of redemption; authorized redemption centers; minimum holding periods; and redemption charges, if any
 - Computation of net asset value: **See “Determination of Offering Price” on pages 20-21**
 - Manner and method of redemption: **See pages 53-56 of the Prospectus**
 - Minimum holding period: **See page 8, 18 of the Prospectus**
 - Redemption charges: **See page 2, 7, 18 of the Prospectus**
- The extent of participation or ownership by members of the Board of Directors and management in the equity and/or debt securities issued by the investment company: **See Security Ownership on pages 39-41 of the Prospectus**
- Principal responsibilities of the underwriters, selling agents, investment advisors/managers, custodian and independent auditor: **See pages 43-52 of the Prospectus**
- Audited financial statements as of a date not earlier than ninety (90) days from the date of the filing of the registration statement, schedule of investments (portfolio): **No annual financial statement has been prepared for the Fund given that the fund has been in existence for less than one (1) fiscal year, and has not yet started commercial operations. Information is limited to the Interim Financial Statement which pertains to the Fund’s shares of stock. See page 4, 33 of the Prospectus.**

Item 4. Use of Proceeds.

- Principal purposes for which the net proceeds of the offering will be used: **See “Use of Proceeds” on pages 18-19 of the Prospectus**
- Expenses which shall be deducted or paid out of the gross proceeds: **See pages 2, 18-19 of the Prospectus**
- Proceeds from the sale of securities, including the original subscription payments at the time of incorporation constituting the original paid-in capital of the investment company, shall be held by a custodian bank: **See “Use of Proceeds” on pages 18-19 of the Prospectus**

Item 5. Determination of Offering Price.

Please refer to “Determination of Offering Price” on page 20-21 of the Prospectus.

Item 6. Dilution.

Not applicable. The Fund is registering units of participation and not common equity securities. There is also no previous owner of the units proposed to be issued.

Item 7. Selling Security Holders.

Not applicable. The Fund will register new units which are not held by any existing security holder.

Item 8. Plan of Distribution.

- Disclosure of the amount of compensation to the selling agents and underwriters, and the nature of any relationships between them and the registrant: **Please refer to “Plan of Distribution” on page 21-22 and “Principal Parties” on page 43-52 of the Prospectus.**
 - Underwriters/Marketers and underwriting/marketing obligation
 - **The Fund has no underwriter, only a Principal Distributor and Transfer Agent which is BPI INVESTMENTS, INC.**
 - **The Fund’s Units shall be made available to the public primarily through the following:**
 1. **BPI Investments, Inc. (“BII”), which has been appointed as the Fund’s Principal Distributor with authority to appoint sub-distributors on behalf of the Fund; and**
 2. **Other SEC authorized and accredited distribution firms that the Fund may engage through BII.**
 - Underwriters’/ Brokers/Dealers’ Compensation
 - **The Fund has no underwriter, only a Principal Distributor and Transfer Agent which is BPI INVESTMENTS, INC.**
 - **Please refer to “Plan of Distribution” on page 21-22 and “Summary of Fees, Commissions, and Other Charges on page 2 for more information on commissions/fees paid to distributor/s and the transfer agent.**
 - Underwriter’s Representative in the Board of Directors: **The Principal Distributor does not have any existing arrangement with the Fund for the right to designate or nominate the members of the Board of Directors. See page 51 of the Prospectus**
 - Designated Shares and Allocations: **There are no Units designated to be sold to specified persons. There is no plan to apply the Units for listing in any exchange. Consequently, none of the Units are to be allocated to an exchange and/or to its members. Please refer to “Plan of Distribution” on page 21-22**

Item 9. Description of Securities to Be Registered.

Please refer to “Description of Securities to Be Registered” on pages 24-25 of the Prospectus.

- State the amount of capital stock of each class issued or included in the shares of stock to be offered: **See page 3, 24 of the Prospectus**
- If the registrant is offering common equity, describe any dividend, voting and preemption rights. **See page 3, 18, 24-25 of the Prospectus**
- Describe any other material rights of common or preferred stockholders: **The Fund shall issue only one (1) class of Units that have identical rights and privileges. See pages 24-25 of the Prospectus**
- Describe any provision in the charter or by-laws that would delay, defer or prevent a change in control of the registrant: **See page 24 of the Prospectus**

Item 10. Interests of Named Experts and Independent Counsel.

The Fund has not hired an expert or independent counsel on a contingent basis as stated on page 25 of the Prospectus.

Item 11. Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- Description of Business
 - Business Development: **See “Information with respect to the Registrant” on page 26 of the Prospectus**
 - Business of Issuer
 - Description of Registrant
 - Principal products or services and their markets: **See “Description of Securities to be Registered” on page 24 of the Prospectus**
 - Percentage of sales or revenues and net income contributed by foreign sales: **Not applicable. The Fund will be registered and sold in the Philippines.**
 - Distribution methods of the products or services: **See “Plan of Distribution” on pages 22-23 of the Prospectus**
 - Status of any publicly-announced new product or service: **Not applicable. The Fund has been in existence for less than one (1) fiscal year and has not been registered yet nor started commercial operations.**
 - Competition: **See “Information with respect to the Registrant” on page 27 of the Prospectus**
 - Sources and availability of raw materials and the names of principal suppliers: **Not applicable. The product is an investment company (mutual fund) with no requirement for raw materials.**
 - Disclose how dependent the business is upon a single customer or a few customers: **Not applicable. The Fund is a public vehicle, intended to be available for participation of a wide range of customers.**
 - Transactions with and/or dependence on related parties: **See “Certain Relationships and Related Transactions” on pages 27, 41-42 of the Prospectus**
 - Summarize the principal terms and expiration dates of all patents, trademarks, copyrights, licenses, franchises, concessions, and royalty agreements held: **Not applicable: The Fund has not applied for any copyrights or patents at the moment.**
 - Need for any government approval of principal products or services: **Not applicable. The Fund falls under the category of Investment Company which is regulated by the Philippine Government, through the SEC, in accordance with applicable laws.**
 - Effect of existing or probable governmental regulations on the business: **See “Information with respect to the Registrant” on page 26-30 of the Prospectus**
 - Indicate the amount spent on research and development activities: **Not applicable. The Fund has been in existence for less than one (1) fiscal year and has not yet started commercial operations. Research activities, if any, are not charged to the Fund.**
 - Costs and effects of compliance with environmental laws: **Not applicable. The Fund is a regular mutual fund with no involvement in activities concerning environmental laws.**
 - State the number of the registrant’s present employees and the number of employees it anticipates to have within the ensuing twelve (12) months: **The Fund does not have employees of its own. Its management and administrative operations shall be handled by BPI Wealth, the fund manager. See “Information with respect to**

the Registrant” and “Directors, Officers, and Significant Shareholders” on pages 27, 39 of the Prospectus

- Discuss the major risk/s involved in each of the businesses of the company and subsidiaries. Include a disclosure of the procedures being undertaken to identify, assess and manage such risks: **See “Risk Factors and Other Information” on pages 15-17 of the Prospectus**
- Additional Requirements for Investment Companies:
 - A statement of its proposed operation including the proposed investment objectives and initial investment plans: **Once launched, the Fund’s Units shall be made available through suitable retail and corporate investors through authorized distributor/s of the Fund. The Fund shall be invested in a full range of assets in both domestic and international markets to meet its investment objective. See “Plan of Operation” and “Investment Objectives and Restrictions of the Fund” on pages 31, 57-60 of the Prospectus.**
 - A description and copies of proposed management contracts, distributorship, underwriting and escrow or custodial agreements, and such other contracts pertaining to the investment, management or sale of securities: **Kindly refer to the Exhibits. See also “Principal Parties” pages 43-52 of the Prospectus**
 - A statement of total fees to be charged: **See page 2 of the Prospectus**
 - Description of involvement, if any, by management or by members of the Board of Directors in companies in which the investment company will be dealing: **Related relationships and interlocking positions are disclosed in “Certain Relationships and Related Transactions” on page 27, 41. Kindly refer to the Exhibits for the supporting certification.**
 - An undertaking that the applicant applied has complied with applicable requirements under the Investment Company Act and rules adopted thereunder: **Kindly refer to the Exhibits.**
- Description of Property
 - Give the location and describe the condition of the principal properties (such as real estate, plant and equipment, mines, patents, etc.) that the registrant and its subsidiaries own: **Not applicable. The Fund will not invest directly in real estate properties and developments.**
- Legal Proceedings
 - Describe briefly any material pending legal proceedings to which the registrant or any of its subsidiaries or affiliates is a party or of which any of their property is the subject: **The Fund, Fund Manager, and/or their officers and directors, are not a party to any material pending legal proceedings. Please refer to “Information with respect to the Registrant” on page 26 of the Prospectus**
- Market Price of and Dividends on Registrant’s Common Equity and Related Stockholder Matters
 - Market Information
 - Identify the principal market or markets where the registrant’s common equity is traded. State if there is no public trading market: **The Fund’s Units shall not be traded publicly on an exchange since the Fund stands ready to redeem or buy back the Units from the Unitholders any time. There is no plan to apply the Units for listing in any exchange. See “Plan of Distribution” and “Description of Securities to be Registered” on pages 22, 24 of the Prospectus.**

- If the principal market is not an Exchange, state the frequency with which trading occurs: **Please refer to “Description of Securities to be registered” on page 25 of the Prospectus. The Fund’s Units may be purchased from the distributors or the duly accredited CISols at an Offer Price based on the Fund’s applicable NAVPU on the Valuation Day on which the application for subscription is made, subject to the Cut-Off time. Units applied for after the Cut-off Time shall be considered application for the next Valuation Day.**
 - The document shall also include price information as of the latest practicable trading date: **The initial NAVPU is P10.00. The Offer Price of the Units shall be the Fund’s NAVPU computed at the close of the Valuation Day on which the application for subscription is made, subject to the Cut-Off Time. If the application for subscription is made after the Cut-Off Time, the Offer Price of the Units shall be the Fund’s NAVPU applicable for the next Valuation Day. See pages 1, 20 of the Prospectus**
 - Indicate the amounts of common equity that is subject to outstanding options or warrants to purchase or that is being or has been proposed to be publicly offered by the registrant: **The Fund shall issue only one (1) class of Units. None of the Units of the Fund are covered by options. See pages 24-25 of the Prospectus**
 - Holders
 - Set forth the approximate number of holders of each class of common equity of the registrant as of the latest practicable date but in no event more than ninety (90) days prior to filing the registration statement: **See “Description of Securities to be Registered” on page 24 of the Prospectus. The Fund has 6 shareholders and no unitholders as of 30 June 2024.**
 - If the information relates to an acquisition, business combination or other reorganization, indicate the effect of such transaction on the amount and percentage of present holdings of the registrant's common equity owned beneficially: **The Fund is a new corporation and is not in any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets (not in the ordinary course of business). See page 26 of the Prospectus.**
 - Indicate the effect of such issuance on the amount and percentage of present holdings of the registrant's common equity holders: **Not applicable. The unit issuance has no effect on the amount and percentage of the present holding of the incorporators / initial subscribers who holds shares.**
 - Dividends: **Please refer to “Use of Proceeds” on page 18 of the Prospectus. The Fund will not distribute dividends, in any form, to the Unitholders. Consistent with the Fund’s objective of capital appreciation, the Fund’s Board of Directors has resolved to retain the surplus profits of the Fund in the retained earnings account. However, the Fund’s Board of Directors has the discretion to subsequently adopt a policy on dividend distribution as conditions may warrant.**
 - Recent sales of unregistered or exempt securities, including recent issuance of securities constituting an exempt transactions: **Not applicable. The Fund is a new corporation, no securities have been previously issued, whether registered, unregistered, or exempt. See “Description of Securities to be Registered” on page 25 of the Prospectus. The Units of the Fund are registered under the Investment Company Act and the Securities Regulation Code.**
- Management's Discussion and Analysis or Plan of Operation:
 - Plan of Operation: **See “Plan of Operation” and other relevant provisions on pages 27, 31, and 39 of the Prospectus.**
 - Management’s Discussion and Analysis: **See pages 4, 31 of the Prospectus.**
- Changes in and Disagreements With Accountants On Accounting and Financial Disclosure: **There are no changes in and disagreements with account on accounting and financial**

disclosure given that the Fund is a newly created corporation. See “Information on Independent Account and Other Related Matters” on page 34 of the Prospectus.

- Directors, Executive Officers, Promoters and Control Persons: See “Directors, Officers, and Significant Shareholders” on pages 34-42 of the Prospectus and “Information with respect to the Registrant” on page 26 of the Prospectus.
- Executive Compensation: Please refer to “Directors, Officers, and Significant Shareholders” on page 41 of the Prospectus.
- Security Ownership of Certain Record and Beneficial Owners and Management: Please refer to “Directors, Officers, and Significant Shareholders” on pages 39-42 of the Prospectus. There is no existing voting trust or similar agreement entered into by Shareholders owning more than 5% of the Shares. There is also no existing arrangement which is known to the Fund which may result in the change of control in the Fund.
- Certain Relationships and Related Transactions: See pages 27, 41 of the Prospectus.

Item 12. Financial Information

Kindly refer to the Exhibits. See also page 4 of the Prospectus for a summary financial information.

As of June 30, 2024 - In Philippine Pesos			
Balance Sheet		Income Statement	
Total Assets	1,005,298.17	Total Income	5,298.17
Total Liabilities	0.00		
Total Equity	1,005,298.17	Expenses	0.00
Total Liabilities and Equity	1,005,298.17	Net Income	5,298.17

**PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT
BUT NOT REQUIRED IN PROSPECTUS**

Item 13. Other Expenses of Issuance and Distribution.

Please refer to “Summary of Fees, Commissions, and Other Charges” on page 2 of the Prospectus.

Item 14. Exhibits.

Furnish or incorporate by reference the exhibits required by Part VII of “Annex C, as amended” and Rule 4.3 of the ICA IRR

- Proof of Publication Notice re: Filing of RS (with Affidavit and copy of Publication)
- Articles of Incorporation (AOI) and By-Las for the newly organized corporations or the latest amended AOD and/or By-laws for existing investment companies
- Subscription Form (with attached Client Suitability Form)
- Redemption Form;
- Opinion re: Tax Matters;
- Material Contracts (Management, Advisory, Distribution, Transfer Agency, Custodial Agreement, etc.);

- g. Curriculum Vitae of directors and officers of the Fund and Fund Manager
- h. Certification under Oath of the President & Chairman of the Board on the involvement of the members of the Board of Directors in companies which the investment company will be dealing with.
- i. Authorization re: Issuer's Bank Accounts
- j. Board Resolution of the Investment Company approving the securities offering and authorizing the filing of the RS;
- k. Duly notarized Board Resolution manually signed by a majority of the Board of Directors of the Investment Company and the Fund Manager approving the disclosures contained in the RS and assuming responsibility for the information contained therein;
- l. Investment Company's Anti-Money Laundering Manual with Secretary's Certification as to its adoption
- m. Investment Company's Manual on Corporate Governance with Secretary's Certification as to its adoption

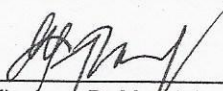
Item 15.

The Commission may require such other supporting documents it may deem necessary.

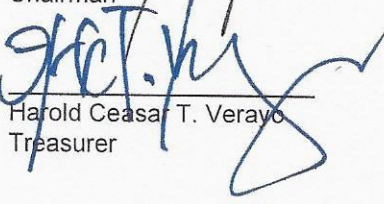
SIGNATURES

Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of _____, on _____, 20__.

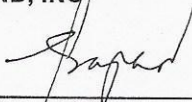
By: **BPI WEALTH BUILDER MULTI-ASSET MUTUAL FUND, INC**



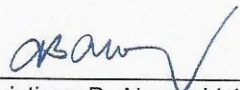
Maria Theresa D. Marcial
Chairman



Harold Ceasar T. Verayo
Treasurer

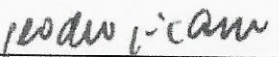


Perlita S. Mapanao
President

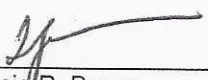


Christiane B. Alonzo-Velasco
Corporate Secretary

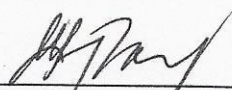
By: **BPI ASSET MANAGEMENT AND TRUST CORPORATION**, *doing business under the trade name and style of BPI Wealth - A Trust Corporation*



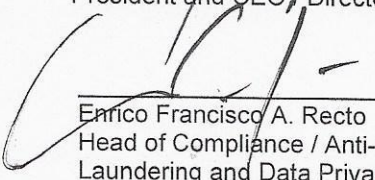
Jose Teodoro K. Limcaoco
Chairman / Director



Ignacio R. Bunye
Independent Director



Maria Theresa D. Marcial
President and CEO / Director



Enrico Francisco A. Recto
Head of Compliance / Anti-Money
Laundering and Data Privacy Officer

ACKNOWLEDGEMENT

MAKATI CITY

AUG 09 2024

SUBSCRIBED AND SWORN to before me this _____ day of _____ 202__ affiant(s) exhibiting to me his/their Residence Certificates, as follows:

BPI WEALTH BUILDER MULTI-ASSET MUTUAL FUND, INC

Represented by:

NAME	TIN
MARIA THERESA D. MARCIAL	111-786-875-000
PERLITA S. MAPANAO	117-679-509-000
HAROLD CEASAR T. VERAYO Treasurer	305-985-286-000
CHRISTIANE B. ALONZO-VELASCO	242-697-719-000

BPI ASSET MANAGEMENT AND TRUST CORPORATION, doing business under the trade name and style of *BPI Wealth - A Trust Corporation*

Represented by:

NAME	TIN
MARIA THERESA D. MARCIAL	111-786-875-000
IGNACIO R. BUNYE	130-921-365-000
JOSE TEODORO K. LIMCAOCO	135-554-880-000
ENRICO FRANCISCO A. RECTO	117-676-603-000

Known to me and to me known to be the same persons who executed the foregoing _____, consisting of _____ pages including this page wherefore this Acknowledgement is written and they acknowledge to me that the same is their voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and place first above written.

NOTARY PUBLIC

ATTY. JOEL FERRER FLORES

Notary Public for Makati City
Until December 31, 2024

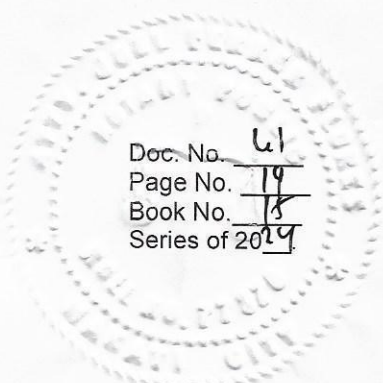
Appointment No. M-115 (2023-2024)

Roll of Attorney No. 77376

MCLE Compliance VIII No. 0001393-
Jan. 3, 2023 until Apr. 12, 2028

PTR NO. 10073945/ Jan. 2, 2024/ Makati City

**IBP No. 330740/ Jan. 2, 2024/ Pasig City /
1107 Bataan St., Guadalupe Nuevo, Makati City**



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