

PHILIPPINE LONG DISTANCE TELEPHONE CO

Form 6-K

March 31, 2011

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

**For the month of March 2011**

**Commission File Number 1-03006**

Philippine Long Distance Telephone Company

(Exact Name of Registrant as Specified in Its Charter)

**Ramon Cojuangco Building**

**Makati Avenue**

**Makati City**

**Philippines**

(Address of principal executive offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.)

Form 20-F  Form 40-F

(Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-  
\_\_\_\_\_ )

## NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some information in this report may contain forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934. We have based these forward-looking statements on our current beliefs, expectations and intentions as to facts, actions and events that will or may occur in the future. Such statements generally are identified by forward-looking words such as believe, plan, anticipate, continue, estimate, expect, may, will or other similar words.

A forward-looking statement may include a statement of the assumptions or bases underlying the forward-looking statement. We have chosen these assumptions or bases in good faith. These forward-looking statements are subject to risks, uncertainties and assumptions, some of which are beyond our control. In addition, these forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual results may differ materially from information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the risk factors set forth in Item 3. Key Information Risk Factors in our annual report on Form 20-F for the fiscal year ended December 31, 2009. You should also keep in mind that any forward-looking statement made by us in this report or elsewhere speaks only as at the date on which we made it. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, update or revise the statements in this report after the date hereof. In light of these risks and uncertainties, you should keep in mind that actual results may differ materially from any forward-looking statement made in this report or elsewhere.

**EXHIBITS**

<u>Exhibit</u> <u>Number</u>	-	<u>Page</u>
1	Copies of the disclosure letters that we filed today with the Securities and Exchange Commission and the Philippine Stock Exchange regarding the press release issued by Moody's Investors Service (Moody's) entitled "Moody's sees no rating impact for PLDT on acquisition announcement"	6



Exhibit 1

March 31, 2011

The Philippine Stock Exchange  
4<sup>th</sup> Floor PSE Centre  
Exchange Road, Ortigas Center  
Pasig City

Attention: Ms. Janet A. Encarnacion

Head, Disclosure Department

Ladies and Gentlemen:

We submit herewith a copy of SEC Form 17-C with a press release issued by Moody's Investors Service (Moody's) entitled "Moody's sees no rating impact for PLDT on acquisition announcement".

Respectfully yours,

/s/ Ma. Lourdes C. Rausa-Chan

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

Exhibit 1

March 31, 2011

SECURITIES & EXCHANGE COMMISSION

Money Market Operations Department

SEC Building, EDSA

Mandaluyong City

Attention : Director Justina F. Callangan

Corporations Finance Department

Gentlemen:

Re : Philippine Long Distance Telephone Company

SEC Registration No. PW-55

We submit herewith three (3) copies of SEC Form 17-C with a press release issued by Moody's Investors Service (Moody's) entitled "Moody's sees no rating impact for PLDT on acquisition announcement".

Very truly yours,



/s/ Ma. Lourdes C. Rausa-Chan

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

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Exhibit 1

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17

OF THE SECURITIES REGULATION CODE

AND SRC RULE 17.1

1. March 31, 2011

(Date of earliest event reported)

2. SEC Identification Number PW-55

3. BIR Tax Identification No. 000-488-793

4. PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

Exact name of registrant as specified in its charter

5. PHILIPPINES 6. \_\_\_\_\_ (SEC Use Only)

Province, country or other jurisdiction Industry Classification Code  
of Incorporation

7. 9<sup>th</sup> Floor MGO Building

Legaspi corner dela Rosa Streets, Makati City 1200

Address of principal office Postal Code

8. (632) 816-8553

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 8 and 12 of the SRC

Title of Each Class Number of Shares of Common Stock

Licensed and Amount of Debt Outstanding

Exhibit 1

11. Item 9 Other Events

Attached hereto is a press release issued by Moody's Investors Service (Moody's) entitled "Moody's sees no rating impact for PLDT on acquisition announcement".

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 hereto duly authorized.

PHILIPPINE LONG DISTANCE

TELEPHONE COMPANY

/s/ Ma. Lourdes C. Rausa-Chan

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

Date: March 31, 2011

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Exhibit 1

## **MOODY S INVESTORS SERVICE**

### **Announcement: Moody's sees no rating impact for PLDT on acquisition announcement**

**Global Credit Research - 30 Mar 2011**

#### **Approximately US\$550 Million of Debt Securities Affected**

Hong Kong, March 30, 2011 -- Moody's Investors Service sees no impact for the Baa2 issuer rating and Ba1 foreign currency bond rating of Philippine Long Distance Telephone Company's ("PLDT") and the stable outlook.

This follows PLDT recent announcement that it plans on acquiring an interest in Digital Telecommunications Philippines In ("Digital") from JG Summit Holdings, Inc ("JGS"). Digital is the 100% owner of Digital Mobile Philippines, Inc., which owns the brand Sun Cellular -- the Philippines third largest telecommunications operator after PLDT and Globe Telecom.

The agreed consideration for the acquisition is P69.2 billion, although this could increase to P74.1 billion assuming full acceptance by the minority shareholders in Digital. Payment will be settled by the issuance of one new PLDT share for every P2,500 consideration payable. Minority shareholders have the option to receive payment in cash rather than shares which equates to approximately US\$110 million.

"The transaction, which is expected to complete on 30th June 2011, will result in a temporary spike in leverage -- as measured by consolidated debt/EBITDA - to approximately 1.6x for 2011 given the assumption of some US\$600 million in debt and potential cash payment to Digital's minority shareholders, given that Digital will only make a 6-month contribution to results; PLDT has also previously communicated plans to accelerate capex for 2011 and 2012," says Laura Acres, a Moody's Vice President and Senior Credit Officer.

"Given the acquisition and PLDT's accelerated capex plan, it is Moody's expectation that adjusted consolidated debt/EBITDA will remain at approximately 1.5-1.6x for next 18-24 months before falling back to 1.2-1.4x in 2013; as such the acquisition can be accommodated within the current rating level," adds Acres, also Moody's Lead Analyst for PLDT.

The acquisition will strengthen further PLDT's presence in the Philippine telecommunications space -- giving it an estimated 60% wireless revenue market share - as well as provide potential costs savings through synergies relating to infrastructure sharing, centralized procurement and capex rationalization. The transaction, while binding on the part of JGS, is subject to both regulatory approvals and PLDT shareholder approval.

The principal methodology used in this rating was Global Telecommunications Industry published in December 2010.

The last rating action was taken on 24th July 2009 when PLDT's senior unsecured bond rating was upgraded to Ba1/stable following a commensurate action on the sovereign bond ceiling.

PLDT, headquartered in Manila and listed on the Philippine Stock Exchange and American Depository Receipts traded on the New York Stock Exchange, is an integrated provider of fixed-line, broadband, cellular and ICT (Information and Communications Technology) services. It currently has a 52% subscriber market share for cellular telephony, 60% for fixed-line services and about 58% for broadband.

Hong Kong

Laura Acres

VP - Senior Credit Officer

Corporate Finance Group

Moody's Investors Service Hong Kong Ltd.

JOURNALISTS: (852) 3758 -1350

SUBSCRIBERS: (852) 3551-3077

Hong Kong

Gary Lau

MD - Corporate Finance

Corporate Finance Group

Moody's Investors Service Hong Kong Ltd.

JOURNALISTS: (852) 3758 -1350

SUBSCRIBERS: (852) 3551-3077



Exhibit 1

Moody's Investors Service Hong Kong Ltd.

24/F One Pacific Place

88 Queensway

Hong Kong

China (Hong Kong S.A.R.)

JOURNALISTS: (852) 3758 -1350

SUBSCRIBERS: (852) 3551-3077

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PHILIPPINE LONG DISTANCE  
TELEPHONE COMPANY

By : /s/ Ma. Lourdes C. Rausa-Chan

Name : MA. LOURDES C. RAUSA-CHAN

Title : Senior Vice President, Corporate

Affairs and Legal Services Head

and Corporate Secretary

Date: March 31, 2011