

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. August 1, 2011  
Date of Report
2. SEC Identification Number 115 Pre War 3. BIR Tax Identification No. 000-154-572-000-V
4. ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION  
Exact name of issuer as specified in its charter
5. Philippines Province, country or other jurisdiction of  
incorporation or organization
6. (SEC Use Only)  
Industry Classification Code.
7. 7/F Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City 1554  
Address of principal office Postal Code
8. (632) 635-23-87  
Issuer's telephone number, including area code
9. N. A.  
Former name, former address, and former fiscal year, 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
- | <u>Title of Each Class</u>         | <u>Number of Shares of Common Stock<br/>Outstanding and Amount of Debt Outstanding</u> |
|------------------------------------|--|
| <b>Common Stock, P10 par value</b> | <b>1,169,113,882</b>   |
1. Indicate the item numbers reported herein : Item 9

Item 9.

Upon the approval granted by its Board of Directors, Atlas Consolidated Mining and Development Corporation (Atlas) executed and completed the following agreements:

1. Subscription Agreements

<i>Counterparty</i>	<i>Object of the Contract</i>	<i>Essential Terms</i>
SM Investments Corporation (SMIC)	Subscription of SMIC to 316,242,331 Atlas shares of stock	<ul style="list-style-type: none"> <li>• Aggregate subscription price = US\$142.2 million</li> <li>• Price per share = PhP19.56 (based on US\$1.00:PhP43.50)</li> <li>• Use of proceeds = To fund Atlas's purchase of shares of stock of Carmen Copper Corporation (CCC) from CASOP Atlas B.V. and CASOP Atlas Corporation (collectively, CASOP)</li> </ul>
Zenith Holdings Corporation (Zenith)	Subscription of Zenith to 111,196,319 Atlas shares of stock	<ul style="list-style-type: none"> <li>• Aggregate subscription price = US\$50 million</li> <li>• Price per share = PhP19.56 (based on US\$1.00:PhP43.50)</li> <li>• Use of proceeds = To fund Atlas's purchase of CCC shares of stock from CASOP</li> </ul>

2. Convertible Loan Agreements

<i>Counterparty</i>	<i>Object of the Contract</i>	<i>Essential Terms</i>
Banco de Oro Unibank, Inc. (Lender)	Availment by Atlas of a US Dollar-denominated convertible loan facility	<ul style="list-style-type: none"> <li>• Facility Amount = US\$75 million</li> <li>• Interest rate = 7% p.a.</li> <li>• Term = 5 years</li> <li>• Repayment = Payable in 49 equal monthly installments beginning on the 12<sup>th</sup> month reckoned from the drawdown date</li> <li>• Conversion = Amounts due under the loan agreement may be converted into Atlas shares of stock in an event of default</li> <li>• Use of Proceeds = To fund (i)Atlas's purchase of CCC shares of stock from CASOP; and (ii) CCC's working capital requirements</li> </ul>
Banco de Oro Unibank, Inc. (Lender)	Availment by Atlas of a Peso-denominated convertible loan facility	<ul style="list-style-type: none"> <li>• Facility Amount = PhP5,341,800,000.00</li> <li>• Interest rate = 4% p.a.</li> <li>• Term = Initial term of 180 days; May be extended up to a maximum of 1 year</li> <li>• Repayment = Lump sum on maturity date</li> <li>• Conversion = Amounts due under the loan agreement</li> </ul>

		<p>may be converted into a total of 273,098,160 Atlas shares of stock at any time during the term of the loan</p> <ul style="list-style-type: none"> <li>• Use of Proceeds = To fund (i) Atlas's purchase of CCC shares of stock from CASOP; and (ii) CCC's working capital requirements</li> </ul>
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### 3. Share Purchase Agreements

<i>Counterparty</i>	<i>Object of the Contract</i>	<i>Essential Terms</i>
CASOP Atlas B.V. (CABV)	<p>Sale by CABV to Atlas of all of its shares of stock in CCC comprising 721,986,704 shares</p> <p>(Instrument: Deed of Absolute Sale)</p>	<ul style="list-style-type: none"> <li>• Aggregate Purchase Price = US\$298,872,101.00</li> </ul>
CASOP Atlas Corporation (CAC)	<p>Sale by CAC to Atlas of all of its shares of stock in CCC comprising 147,661,355 CCC shares</p> <p>(Instrument: Deed of Absolute Sale)</p>	<ul style="list-style-type: none"> <li>• Aggregate Purchase Price = US\$61,127,899.00</li> </ul>

## 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.

### ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION

Issuer

By:



**CARMEN ROSE A. BASALLO-ESTAMPADOR**  
Asst. Corporate Secretary and Asst. Compliance

Officer

August 1, 2011

Date