

**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. **26 February 2013**
Date of Report
2. SEC Identification No: **AS093-7946** 3. BIR Tax Identification No: **003-831-302-000**
4. **Alliance Global Group, Inc.**
Exact name of issuer as specified in its charter
5. **Metro Manila**
Province, Country or other jurisdiction of incorporation or organization
6. (SEC use only)
Industry classification code
7. **7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark
188 E. Rodriguez, Jr. Avenue, Bagumbayan
Quezon City, Metro Manila, Philippines**
Address of issuer's principal office
8. **(632) 709-2038 to 41**
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA:

Title of Class	No. of Shares of Common Stock Outstanding
Common	10,269,827,979

10. Item 9(b)

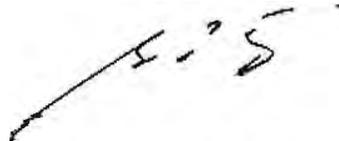
Alliance Global Group, Inc. and its wholly owned subsidiary, Alliance Global Group Cayman Islands, Inc., has filed the attached disclosure statement with the Singapore Exchange Securities Trading Limited (SGX-ST) in connection with the latter's USD\$500M 6.50% Guaranteed Notes due 2017 currently listed on the SGX-ST.

SIGNATURE

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.

ALLIANCE GLOBAL GROUP, INC.

By:



DINA INTING
FVP for Finance and
Corporate Information Officer



Alliance Global Group Cayman Islands, Inc.
(the **Issuer**)
(incorporated in the Cayman Islands with limited liability)

Alliance Global Group, Inc.
(the **Guarantor**)
(incorporated in the Republic of the Philippines with limited liability)

INVITATION TO HOLDERS (THE NOTEHOLDERS) OF THE US\$500,000,000 6.50% GUARANTEED NOTES DUE 2017 (THE NOTES) UNCONDITIONALLY AND IRREVOCABLY GUARANTEED BY THE GUARANTOR TO APPROVE, BY EXTRAORDINARY RESOLUTION, PROPOSALS TO AMEND THE TERMS AND CONDITIONS OF THE NOTES CONTAINED IN THE TRUST DEED DATED 18 AUGUST 2010, AS FURTHER DETAILED IN A CONSENT SOLICITATION STATEMENT DATED 26 FEBRUARY 2013 (THE NOTEHOLDER PROPOSAL)

The Issuer and the Guarantor refer to the Notes, which are listed on the Singapore Exchange Securities Trading Limited (SGX-ST).

Terms and phrases defined in the Consent Solicitation Statement dated 26 February 2013 shall have the same meaning when used in this announcement

Background to the Noteholder Proposal

The Noteholder Proposal relates to amendments to and modification of certain of the financial covenants and related definitions in the terms and conditions of the Notes (the **Conditions**) in order to (i) afford greater flexibility for the Issuer, the Guarantor and its subsidiaries (collectively, the **Group**) to carry out their business strategies, in light of expected expansion and investment opportunities in the Philippines in the near-term, (ii) make other necessary clarificatory modifications, and (iii) generally align the financial covenants and related provisions more closely to market standard forms.

The proposed changes to the Conditions are further described in the section "Extraordinary Resolution" in the Consent Solicitation Statement. If the Noteholder Proposal is passed and the Conditions are amended, the amended Conditions will, among other things, allow the Guarantor and the Group to conduct their respective businesses in a manner that will ensure the Group's continued growth and profitability.

General

The Noteholder Proposal is described in more detail in the Consent Solicitation Statement dated 26 February 2013 which is available from the Solicitation Agent or the Information and Tabulation Agent.

The meeting of Noteholders to consider and, if thought fit, pass the Extraordinary Resolution to approve the Noteholder Proposal has been convened by the Issuer to be held at 10:00 a.m. (Hong Kong time) on 22 March 2013 at the offices of Allen & Overy, 10th Floor, Three Exchange Square, Central, Hong Kong. Assuming the passing of the Extraordinary Resolution, the Noteholder Proposal will be binding on all Noteholders, including those who do not accept the Noteholder Proposal. Noteholders who wish to accept

the Noteholder Proposal should refer to the Consent Solicitation Statement for the procedures which must be followed in order to accept the Noteholder Proposal.

Requests for information in relation to the Noteholder Proposal should be directed to:

The Solicitation Agent for the Consent Solicitation

UBS AG, Hong Kong Branch

UBS Limited
1 Finsbury Avenue
London EC2M 2PP
United Kingdom

UBS AG, Hong Kong Branch
52/F Two International Finance Centre
8 Finance Street
Central, Hong Kong

Tel: +44 20 7565 0525
Attn: Liability Management
Email: OL-liability-management@ubs.com

Tel.: +852 2971 7238
Attn: Liability Management
Email: OL-LM-Asia@ubs.com

Requests for information in relation to the procedures for delivering Electronic Voting Instructions should be directed to:

The Information and Tabulation Agent for the Consent Solicitation:

DF King Worldwide

Attn: Damian Watkin and Katerina Papamichael
Email: AllianceGlobal@King-Worldwide.com
Website: www.king-worldwide.com/allianceglobal

London
Citypoint, 11th Floor
1 Ropemaker Street
London, EC2Y 9AW
United Kingdom

New York
48 Wall Street, 22nd Floor
New York, NY 10005
USA

Tel.: +44 207 920 9700

Tel: + 1 212 269 5550

This announcement must be read in conjunction with the Consent Solicitation Statement. The Consent Solicitation Statement contains important information which should be read carefully before any decision is made with respect to the Noteholder Proposal. If any Noteholder is in doubt as to the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to vote in respect of the Noteholder Proposal. None of the Issuer, the Guarantor, the Solicitation Agent, the Information and Tabulation Agent and the Principal Paying Agent makes any recommendation as to whether or not or how Noteholders should vote in respect of the Noteholder Proposal.

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any Notes and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Notes have not been registered under the U.S. Securities Act of 1933, as amended, or the securities laws of any state of the United States or other jurisdiction.

The distribution of the Consent Solicitation Statement in certain jurisdictions may be restricted by law. Noteholders and any other person into whose possession the Consent Solicitation Statement comes are required by the Issuer and the Guarantor to inform themselves about, and to observe, any such restrictions.

FOR AND ON BEHALF OF

ALLIANCE GLOBAL GROUP CAYMAN ISLANDS, INC.



KINGSON U. SIAN

Sole Director

26 February 2013

FOR AND ON BEHALF OF

ALLIANCE GLOBAL GROUP, INC.



KINGSON U. SIAN

President

26 February 2013