

**SECURITIES AND EXCHANGE COMMISSION  
Metro Manila, Philippines**

**FORM 23-B**

**REVISED**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**  
Filed pursuant to Section 23 of the Securities Regulation Code

Check box if no longer subject to filing requirement

1. Name and Address of Reporting Person <b>HANS T. SY</b> <small>(Last) (First) (Middle)</small>  10th Floor, LV Locsin Building, <small>(Street)</small>  6752 Ayala Avenue cor Makati Ave, Makati <small>(City) (Province) (Postal Code)</small>	2. Issuer Name and Trading Symbol <b>SM Prime Holdings, Inc. SMPH</b>  3. Tax Identification Number <b>139-339-106</b>  4. Citizenship <b>Filipino</b>	5. Statement for Month/Year <p align="center"><b>May 2, 2019</b></p>	7. Relationship of Reporting Person to Issuer <small>(Check all applicable)</small>  <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer <small>(give title below)</small>  <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other <small>(specify below)</small>
Table 1 - Equity Securities Beneficially Owned			

1. Class of Equity Security	2. Transaction Date <small>(Month/Day/Year)</small>	4. Securities Acquired (A) or Disposed of (D)			3. Amount of Securities Owned at End of Month		4. Ownership Form: Direct (D) or Indirect (I) *	6. Nature of Indirect Beneficial Ownership
		Amount	(A) or (D)	Price	%	Number of Shares		
Common - A	05/02/2019	0			2.271	655,650,971	(D)	Principal Stockholder
	05/02/2019	-1,000,000	(D)	41.90	0.068	19,680,966	(I)	with broker / PCD
		-1,100,000	(D)	41.95				
		-200,000	(D)	42.00				
		-415,000	(D)	42.05				
		-300,000	(D)	42.10				
		-178,400	(D)	42.15				
		-191,100	(D)	42.20				
		-100,000	(D)	42.25				
		-100,000	(D)	42.30				
		-100,000	(D)	42.35				
		-285,000	(D)	42.40				
		-108,600	(D)	42.45				
	05/02/2019	0			0.001	401,877	(I)	with broker / PCD
								family members
Total holdings as of May 2, 2019					2.340	675,733,814		

(Print or Type Responses)

**If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.**

- Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.
- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
    - (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
    - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
  - (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
    - (A) held by members of a person's immediate family sharing the same household;
    - (B) held by a partnership in which such person is a general partner;
    - (C) held by a corporation of which such person is a controlling shareholder; or
    - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

**FORM 23-B** (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., warrants, options, convertible securities)

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)		5. Date Exercisable and Expiration Date (Month/Day/Year)	6. Title and Amount of Underlying Securities		7. Price of Derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security: Direct (D) or Indirect (I) *	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)		Title	Amount or Number of Shares				
*****NO ENTRIES*****											

  
Hans T. S.  
Signature of Reporting Person

Explanation of Responses:  
Note: File three (3) copies of this form, one of which must be manually signed. Attach additional sheets, if space provided is insufficient.