

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE (SRC)
AND SRC RULE 17(a)-1(b)(3) THEREUNDER

- 1. August 4, 2015
Date of Report

- 2. SEC Identification Number AS094-000088 3. BIR Tax Identification No. 003-058-789

- 4. SM PRIME HOLDINGS, INC.
Exact name of registrant as specified in its charter

- 5. PHILIPPINES 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation

- 7. 10th Floor Mall of Asia Arena Annex Building, Coral Way cor. J.W. Diokno Blvd., Mall of
Asia Complex, Brgy. 76, Zone 10, CBP-1A, Pasay City, Philippines 1300
Address of principal office Postal Code

- 8. (632) 831-1000
Registrant's telephone number, including area code

- 9. N/A
Former name or former address, if changed since last report

- 10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON STOCK, P1 PAR VALUE	28,879,137,294
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.....	

11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.

4 August 2015

PHILIPPINE STOCK EXCHANGE, INC.
Tower One, Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Ms. Ilonah Jane T. Torres
Analyst, Disclosure Department

**Re: Amendment of By-Laws of
SM Prime Holdings, Inc.**

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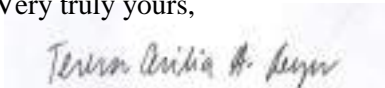
Ladies:

During the regular meeting of the Board of Directors (the "Board") of SM Prime Holdings, Inc. (the Corporation") held yesterday, August 3, 2015, the amendment of the By-Laws of the Corporation was approved by the Board creating the position of Chairman Emeritus, an honorary and non-voting member of the Board. Attached is the proposed provision to be included in the By-Laws. Said amendment is subject to the approval of the Securities and Exchange Commission.

We trust you will find the foregoing in order.

Thank you.

Very truly yours,



TERESA CECILIA H. REYES
Vice President – Finance

Cc: Issuer Compliance & Disclosure Department
Philippine Dealing & Exchange Corp.

The Chairman Emeritus, an honorary and non-voting member of the Board, shall have the following privileges:

1. May call for a special meeting of the Board of Directors;
2. May sit and participate in Board deliberations;
3. May provide input and advise to the Board; and
4. Such other privileges that may be granted by the Board.


SIGNATURES

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 hereunto duly authorized.

SM PRIME HOLDINGS, INC.

Registrant

Date: August 4, 2015


TERESA CECILIA H. REYES
Vice President - Finance