

# COVER SHEET

A S 0 9 4 - 0 0 0 0 8 8

SEC Registration Number

S M P R I M E H O L D I N G S , I N C . A N D S U B S I  
 D I A R I E S

(Company's Full Name)

M a l l o f A s i a A r e n a A n n e x B u i l d i n g  
 , C o r a l W a y c o r . J . W . D i o k n o B l v d  
 . , M a l l o f A s i a C o m p l e x , B r g y . 7 6  
 Z o n e 1 0 , C B P - 1 A , P a s a y C i t y 1 3 0 0

Teresa Cecilia H. Reyes

(Contact Person)

831-1000

(Company Telephone Number)

1 0

Month Day  
(Calendar Period)

2 8

1 7 - C

(Form Type)

Month Day  
(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

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To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

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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. October 28, 2014  
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. 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
<b>COMMON STOCK, P1 PAR VALUE</b>	<b>27,819,137,294</b>
.....	
.....	
.....	

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



October 28, 2014

**The Philippine Stock Exchange, Inc.**  
3F Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

**Attention of Ms. Janet A. Encarnacion**  
Head - Disclosure Department

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Gentlemen:

This refers to the news article entitled “CA ruling favors Ayala Group; SM loses control of Ortigas holding firm” posted in BusinessMirror (Internet Edition) on October 27, 2014. The article reported that:

“THE Court of Appeals (CA) has issued a decision favoring the Ayala Group in its dispute with the SM Group over the control of Ortigas Holdings Inc. (OHI).

In a 49-page decision penned by Associate Justice Leoncia Real-Dimagiba, the CA’s Former Special Fifth Division reversed the December 6, 2013, order issued by the Regional Trial Court (RTC) in Pasig City, which nullified the July 19, 2013, election of board of directors of OHI for alleged violation of the anti-competitor clause under Section 3.3 of the shareholders’ agreement.

The appellate court held that the trial court committed ‘reversible error’ in ruling that the said provision of the shareholders’ agreement is sufficient to nullify the election of the OHI’s board of directors and to enjoin it from holding any election until such provision is included in the OHI’s bylaws.

The RTC in Pasig City nullified the July 19, 2013, OHI election based on the complaint, filed by Columnea Holdings Inc., which owns 2.63 percent of OHI’s outstanding capital stock. In its complaint led by Henry Lee Jr., Columnea claimed that the parties to the October 23, 2010, shareholders’ agreement agreed to prohibit a competitor or a nominee of such competitor from being nominated and elected as member of the OHI’s board of directors.

Columnea claimed that the Rafael Ortigas Group (ROG) entered into a strategic alliance with Ayala Land Inc., a land developer, a competitor of OHI. It also contended that Jose Luis O. Montilla, Roberto V. San Jose, Yolanda M. Eleazar and Delfin P. Angcao, who were elected in the board in 2013, were nominees of Ayala Land to OHI.

The appellate court held that a perusal of the shareholders’ agreement would show that it was executed by Mark R.P. Watkinson, Francisco M. Ortigas III, Ignacio Ortigas, Fernando M. Ortigas and Ronald Logan.

It noted that OHI and the other petitioners are not parties to the same, thus, are not bound by it.

The CA added that OHI’s bylaws are yet to be amended to implement the anti-competitor clause.

It said Columnea did not request the parties to the shareholders’ agreement to take steps to cause the amendment of OHI’s bylaws. “To date, it is undisputed that the bylaws have not been amended to include an anti-competitor clause. For all intents and purposes as the obligation to

cause the bylaws' amendment was not complied with, there exists no anti-competitor clause,' the CA said.

'OHI, a nonparty to the shareholders' agreement, had no duty to implement it during the annual stockholders' meeting on July 19, 2013, because there was nothing to implement,' the CA added. The CA said Columnea failed to established that San Jose, Eleazar, Angcao and Montilla were nominees of ayala land to OHI.

'Columnea's insinuations that the alleged strategic alliance with Ayala Land is prejudicial to the interest of OHI is murky and speculative,' the CA ruled.

The ROG earlier said there is no formal or final strategic allegiance agreement with Ayala Land and that such agreement will still be negotiated, formalized and finalized.

It also accused Columnea of not coming to court with clean hands as three of the nominees of RFOG, Columnea's alleged affiliate, are identified with the SM Group, which is a competitor of OHI.

....”

We cannot comment on the above news article given that SMPH is not a party to the case.

Very truly yours,




**TERESA CECILIA H. REYES**  
Vice President – Finance

## 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: October 28, 2014

  
**TERESA CECILIA H. REYES**  
Vice President – Finance