

COVER SHEET

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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	l	d	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	,	C	B	P	-
1	A	,	P	a	s	a	y	C	i	t	y	1	3	0	0												

(Business Address: No. Street City/Town/Province)

Mr. Jeffrey C. Lim

(Contact Person)

831-1000

(Company Telephone Number)

1	1	2	7
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Month Day
(Calendar Period)

1	7	-	C	
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(Form Type)

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Month Day
(Annual Meeting)

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(Secondary License Type, If Applicable)

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

_____ LCU

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Document ID

_____ Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

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. November 27, 2012
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. _____
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	17,373,677,760
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11. Indicate the item numbers reported herein: Other Matters, Item 9b.

This is to inform that Mr. Senen T. Mendiola, Director of SM Prime Holdings, Inc. passed away yesterday, November 26, 2012.

Mr. Senen T. Mendiola served as Director since 1994. He was Vice Chairman of a number of SM Group companies and held a number of board positions within the Group including Adviser to the Board of BDO Unibank, Inc. A graduate of the San Beda College with a Bachelor's degree in commerce, he worked closely with Mr. Henry Sy, Sr. for over four decades.

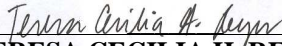
The above information is being disclosed in accordance with the disclosure rules of the Securities and Exchange Commission and the Philippine Stock Exchange.

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: November 27, 2012


TERESA CECILIA H./REYES
Vice President - Finance