

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. May 29, 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	13,898,943,067
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11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.



Press Release

SM Prime Holdings, Inc. Signs Php7.5 Billion Notes Facility Agreement

(May 29, 2012) SM Prime Holdings, Inc. (SM Prime) recently signed a Php7.5 billion notes facility agreement. The notes facility, consisting of five- and ten-year floating rate notes and five- and ten-year fixed rate notes, will be used by SM Prime for the refinancing of existing obligations, to partially fund capital expenditures and/or other general corporate requirements.

Solely arranged by First Metro Investment Corporation, the issue size of the notes increased to Php7.5 billion from the original Php4.0 billion due to the strong demand from institutions consisting of banks, insurance and trust companies.

SM Prime currently has 42 SM Supermalls strategically located nationwide with a total gross floor area (GFA) of 5.1 million square meters (sqm). Earlier this year, SM Prime opened SM City Olongapo. For the rest of 2012, SM Prime is scheduled to open SM City Lanang in Davao City, SM City General Santos in Southern Mindanao, SM City Consolacion in Cebu, SM City San Fernando in Pampanga, and SM Chongqing in China. By year-end, SM Prime will have 46 malls in the Philippines and five in China with an estimated combined GFA of 6.3 million sqm.

-End-

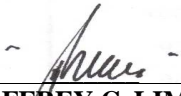
For further inquiries:
Mr. Jeffrey C. Lim
Executive Vice President
SM Prime Holdings, Inc.
E-mail: jeffrey.lim@smprime.com

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: May 29, 2012



JEFFREY C. LIM
Executive Vice President