

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 23, 2013
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	27,808,916,249
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October 23, 2013

Philippine Stock Exchange
3rd Floor, PSE Plaza, Ayala Triangle
Ayala Avenue, Makati City

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

Re: Merger between SM Prime Holdings, Inc. and SM Land, Inc.

Gentlemen:

We wish to inform you that on 10 October 2013 the Securities Exchange Commission's ("SEC") issued the Certificate of Filing of the Plan and Articles of Merger between SM Prime Holdings, Inc. ("SMPH" or the "Company") and SM Land, Inc. (SM Land), with SMPH as the surviving corporation. Pursuant to such transaction and SEC approval, the Company acquired 5,338,526,826 treasury shares, which pertains to the remaining SMPH shares held by SM Land. Hence as of date, the Company has a total of 5,357,383,826 treasury shares, 33,166,300,075¹ issued shares and 27,808,916,249 outstanding shares.

We trust that you find the foregoing information in order.

Very truly yours,

A handwritten signature in black ink that reads 'Teresa Cecilia H. Reyes'.

TERESA CECILIA H. REYES
Vice President – Finance

¹ This includes the additional subscription of SM Investments Corporation, Mountain Bliss Resort and Development Corporation, and members of the Sy Family following the increase in authorized capital stock of the Company which was approved by the SEC on 10 October 2013.