

COVER SHEET

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SEC Registration Number

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D	I	A	R	I	E	S																					

(Company's Full Name)

B	u	i	l	d	i	n	g	A	,	S	M	C	o	r	p	o	r	a	t	e	O	f	f	i	c	e	s	,
1	0	0	0	J	W	D	i	o	k	n	o	B	o	u	l	e	v	a	r	d	,	M	a	l	l	o	f	
A	s	i	a	C	o	m	p	l	e	x	,	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	2	1	3
<i>Month</i>		<i>Day</i>	
<i>(Calendar Period)</i>			

1 7 - C

(Form Type)

<i>Month</i>	<i>Day</i>
<i>(Annual Meeting)</i>	

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

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. **December 13, 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 **SM Corporate Offices, Building A, 1000 J.W. Diokno Boulevard, Mall of Asia Complex,**
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
.....	
.....	
.....	

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



Press Release

SM Prime to Open Fifth Shopping Mall in China

(13 December 2012. Pasay City, Philippines.) SM Prime Holdings, Inc. (SM Prime), the Philippines' dominant mall developer and operator, is scheduled to open SM City Chongqing located in Southwest China, on Friday, 14 December 2012. It is the company's fifth shopping mall in China, after SM City Xiamen, SM City Jinjiang, SM City Chengdu, and SM City Suzhou.

SM Prime President Mr. Hans T. Sy said, "We are very pleased to open our fifth mall in China, SM City Chongqing, as we provide mall-goers with a one-stop shopping, dining, and leisure destination. We believe Chongqing is a significant market given the city's huge population and its attractive growth prospects. As we learn more about the market and gain acceptance in China, we intend to penetrate other cities that show promising economic progress. After Chongqing, the pipeline includes the launching of Zibo and Tianjin in 2014."

SM City Chongqing, located in the Yubei District, has a gross floor area (GFA) of 149,080 square meters (sqm), 85% of which has already been awarded to various tenants. With its strategic location and transport accessibility, the mall will serve a population of approximately 30 million residents in the city of Chongqing offering a mix of local and international stores. The shopping mall's major tenants are Vanguard Supermarket, SM Department Store and Wanda Cinema. Junior tenants include Vero Moda, Only, Jack & Jones, Starbucks, Watsons, and Kidswant.

SM City Chongqing is a one building structure with five levels. Its exterior design features fish scale panels accentuated by lightings. The mall's interior has slanted glass panels that define lobbies that help create grand entrance ambiance.



SM City Chongqing

Chongqing has several economic and technological development zones and is a major railway hub. The city also boasts of cultural heritage and natural attractions, and is the starting point for the Yangtze River cruise, which explores the impressive scenery of China's famous Three Gorges.

SM City Chongqing is the sixth SM mall to be opened by SM Prime this year, after SM City Olongapo in Zambales, SM City Consolacion in Cebu, SM City San Fernando in Pampanga, SM City General Santos in South Cotabato and SM Lanang Premier in Davao.

SM Prime has already completed all its programmed expansions for 2012. It now has a total of 51 SM malls in the Philippines and in China, with a combined GFA of 6.3 million sqm.

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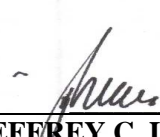
For further inquiries:
Ms. Mary Christine Q. Tan
Investor Relations
SM Prime Holdings, Inc.
E-mail: tynee.tan@smprime.com
Tel. no.: 831.1000 loc. 1401

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: December 13, 2012



JEFFREY C. LIM
Executive Vice President