

COVER SHEET

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SEC Registration Number

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(Company's Full Name)

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Mr. Jeffrey C. Lim
(Contact Person)

831-1000
(Company Telephone Number)

0 4 2 5
Month Day
(Calendar Period)

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

Total Amount of Borrowings

[] Domestic	[] Foreign
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To be accomplished by SEC Personnel concerned

[]
File Number

LCU

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Document ID

Cashier

STAMPS

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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. April 25, 2017
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. 10th Floor 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
COMMON STOCK, P1 PAR VALUE	28,879,231,694
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11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.

- I. At the **regular meeting of the board of directors** of SM Prime Holdings, Inc. (Corporation) held on April 25, 2017, the Board approved the declaration of a P0.26 cash dividend per share amounting to P7.509 billion in favor of stockholders of record as of May 12, 2017, payable on May 25, 2017.

- II. At the **annual stockholders' meeting** of the Corporation held on April 25, 2017, the following matters were approved:
 - A. Minutes of the annual meeting held last April 12, 2016;
 - B. 2016 Annual Report;
 - C. Ratification of all acts of the board of directors and the management from the date of the last annual stockholders' meeting (April 12, 2016) up to today's annual stockholders' meeting (April 25, 2017);
 - D. The following stockholders were elected as directors of the Corporation to serve for the period 2017-2018 and until their successors shall have been duly elected and qualified, to wit:

HENRY SY, SR. – Chairman Emeritus
 HENRY T. SY, JR. – Chairman
 JOSE L. CUISIA, JR. – Vice-Chairman and Lead Independent Director
 GREGORIO U. KILAYKO – Independent Director
 JOSELITO H. SIBAYAN – Independent Director
 HANS T. SY – Member
 HERBERT T. SY – Member
 JORGE T. MENDIOLA – Member
 JEFFREY C. LIM – Member
 TERESITA T. SY – Adviser to the Board
 ELIZABETH T. SY – Adviser to the Board
 - E. Re-appointment of Sycip Gorres Velayo & Co. as external auditor of the Corporation for the period 2017-2018.

- III. At the **organizational meeting of the board of directors** of the Corporation held on April 25, 2017:
 - A. The following persons were elected officers of the Corporation for the year 2017-2018 to serve as such and until their successors shall have been duly elected and qualified:

HENRY T. SY, JR.	- Chairman
JOSE L. CUISIA, JR.	- Vice Chairman and Lead Independent Director
JEFFREY C. LIM	- President
JOHN NAI PENG C. ONG	- Chief Finance Officer
TERESA CECILIA H. REYES	- Chief Risk Officer
CHRISTOPHER S. BAUTISTA	- Chief Audit Executive
ANNA MARIA S. GARCIA	- Business Unit Head-Malls
JOSE MARI H. BANZON	- Business Unit Head-Residential (Primary)
SHIRLEY C. ONG	- Business Unit Head-Residential (Secondary)
RUSSEL T. SY	- Business Unit Head-Commercial
MA. LUISA E. ANGELES	- Business Unit Head-Hotels and Convention Centers
 - B. The following persons were elected members of the Corporate Governance Committee of the Corporation for the year 2017-2018 to serve as such and until their successors shall have been duly elected and qualified:

JOSELITO H. SIBAYAN - Chairman (Independent Director)

GREGORIO U. KILAYKO - Member (Independent Director)
JOSE L. CUISIA, JR. - Member (Independent Director)

- C. The following persons were elected members of the Audit Committee of the Corporation for the year 2017-2018 to serve as such and until their successors shall have been duly elected and qualified:

JOSE L. CUISIA, JR. - Chairman (Independent Director)
JOSELITO H. SIBAYAN - Member (Independent Director)
JORGE T. MENDIOLA - Member
JOSE T. SIO - Adviser
SERAFIN U. SALVADOR - Adviser

- D. The following persons were elected members of the Risk Oversight Committee of the Corporation for the year 2017-2018 to serve as such and until their successors shall have been duly elected and qualified:

GREGORIO U. KILAYKO - Chairman (Independent Director)
JOSE L. CUISIA, JR. - Member (Independent Director)
JORGE T. MENDIOLA - Member
JOSE T. SIO - Adviser
SERAFIN U. SALVADOR - Adviser

- E. The following persons were elected members of the Related Party Transactions Committee of the Corporation for the year 2017-2018 to serve as such and until their successors shall have been duly elected and qualified:

JOSELITO H. SIBAYAN - Chairman (Independent Director)
GREGORIO U. KILAYKO - Member (Independent Director)
JORGE T. MENDIOLA - Member

- F. The following persons were elected members of the Executive Committee of the Corporation for the year 2017-2018 to serve as such and until their successors shall have been duly elected and qualified:

HANS T. SY - Chairman
HENRY T. SY, JR. - Member
JEFFREY C. LIM - Member
HERBERT T. SY - Member
ELIZABETH T. SY - Member
JOHN NAI PENG C. ONG – Member

- G. Mr. John Nai Peng C. Ong was appointed as Corporate Information Officer.

ARTHUR A. SY - Alternate
TERESA CECILIA H. REYES - Alternate

- H. Mr. John Nai Peng C. Ong was re-appointed as Compliance Officer.

ELMER B. SERRANO - Alternate
TERESA CECILIA H. REYES - Alternate

- I. Atty. Elmer B. Serrano and Atty. Arthur A. Sy were appointed as Corporate Secretary and Assistant Corporate Secretary, respectively.

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: April 25, 2017



TERESA CECILIA H. REYES

Alternate Corporate Information
Officer