

# 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)

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<i>Month</i>	<i>Day</i>		<i>Month</i>	<i>Day</i>
<i>(Calendar Period)</i>				

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(Form Type)

<i>Month</i>	<i>Day</i>		<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

Domestic	Foreign

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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. February 20, 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
<b>COMMON STOCK, P1 PAR VALUE</b>	<b>28,879,231,694</b>
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.....	

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

The Securities and Exchange Commission (“SEC”) approved on February 14, 2017 the amendment to the By-Laws (Article III, Section 6) increasing the board quorum to two-thirds (2/3) of the number of Board of Directors.

During the regular meeting of the Board of Directors (the “Board”) of SM Prime Holdings, Inc. (the Corporation”) held today, the Board approved the following matters:

1. The audited financial statements of the Company for the year 2016;
2. Setting of its 2017 Annual Stockholders’ Meeting on April 25, 2017, 2:30 p.m. at the **SMX Convention Center, Function Room 1, Seashell Lane, Mall of Asia Complex, 1300 Pasay** and setting March 31, 2017 as the record date for stockholders entitled to notice of, to attend and vote at the annual stockholders’ meeting;
3. Setting of Analysts and Press Briefing **immediately after** the 2:30pm Annual Stockholders’ Meeting on April 25, 2017. The venue of the briefing will be at the **SMX Convention Center, Meeting Rooms 8 & 9, Seashell Lane, Mall of Asia Complex, 1300 Pasay**;
4. Amendment of the Corporate Governance Manual of the Corporation;
5. Creation of the Corporate Governance Committee to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to the Nomination and Remuneration Committee and election of the following directors as members:
  - Mr. Joselito H. Sibayan – Chairman
  - Mr. Gregorio U. Kilayko
  - Mr. Jose L. Cuisia, Jr.
6. Amendment of the composition of the following Board Committees:
  - a. Audit Committee:
    - Mr. Jose L. Cuisia, Jr. – Chairman
    - Mr. Joselito H. Sibayan
    - Mr. Jorge T. Mendiola
  - b. Risk Oversight Committee:
    - Mr. Gregorio U. Kilayko – Chairman
    - Mr. Jose L. Cuisia, Jr.
    - Mr. Jorge T. Mendiola
  - c. Related Party Transactions Committee:
    - Mr. Joselito H. Sibayan – Chairman
    - Mr. Gregorio U. Kilayko
    - Mr. Jorge T. Mendiola
7. Appointment of Mr. Jose L. Cuisia, Jr. as the Lead Independent Director.

We trust you will find the foregoing in order.

## 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: February 20, 2017



**TERESA CECILIA H. REYES**  
**Vice President - Finance**