

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	2	2	2
<i>Month</i>		<i>Day</i>	
<i>(Calendar Period)</i>			

1	7	-	C
<i>(Form Type)</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

<i>Domestic</i>	<i>Foreign</i>

To be accomplished by SEC Personnel concerned

<i>File Number</i>									

LCU

<i>Document ID</i>									

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 22, 2016**
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
.....	
.....	
.....	

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

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. Setting of its 2016 Annual Stockholders’ Meeting on April 12, 2016, 2:30 p.m. and setting March 14, 2016 as the record date for stockholders entitled to notice of, to attend and vote at the annual stockholders’ meeting. Venue to be announced at a later date;
2. Amendment of Article III, Section 6 of the Corporation’s By-laws increasing the quorum requirement for meetings of the Board from majority of the Board to at least 2/3 of the Board;
3. Declaring the vacancy of a Board seat left by Mr. Henry Sy, Sr. by reason of his election/appointment as Chairman Emeritus;
4. Creation of a separate Risk Committee and election of the following directors as members:
 - a. Mr. Jose L. Cuisia, Jr. – Chairman
 - b. Mr. Gregorio U. Kilayko – Member
 - c. Mr. Joselito H. Sibayan – Member
 - d. Mr. Jorge T. Mendiola - Member
5. Creation of a committee of independent directors to review significant related party transactions and election of the following directors as members:
 - a. Mr. Joselito H. Sibayan – Chairman
 - b. Mr. Jose L. Cuisia, Jr.
 - c. Mr. Gregorio U. Kilayko.


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 22, 2016


TERESA CECILIA H. REYES
Vice President - Finance