

# 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)

<b>Mr. Jeffrey C. Lim</b>
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(Contact Person)

<b>831-1000</b>
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(Company Telephone Number)

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Month      Day  
(Calendar Period)

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(Form Type)

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Month      Day  
(Annual Meeting)

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(Secondary License Type, If Applicable)

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

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To be accomplished by SEC Personnel concerned

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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 19, 2011  
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
<b>COMMON STOCK, P1 PAR VALUE</b>	<b>13,898,943,067</b>
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.....	
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11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.

11. Indicate the item numbers reported herein: Other Matters, Item 9b.

I. At the **regular meeting of the board of directors** of SM Prime Holdings, Inc. (Corporation) held on April 19, 2011, the following matters were approved:

A. Declaration of a ₱0.27 centavos cash dividend per share amounting to ₱3.8 billion in favor of stockholders of record as of May 19, 2011 payable on or before June 14, 2011, equivalent to 50% payout ratio of 2010 Philippine net income.

II. At the **annual stockholders' meeting** of the Corporation held on April 19, 2011:

A. The stockholders approved the minutes of the annual meeting held last April 27, 2010;

B. The stockholders approved the 2010 Annual Report;

C. The stockholders ratified all acts of the board of directors and the management from the date of the last annual stockholders' meeting (April 27, 2010) up to today's annual stockholders' meeting (April 19, 2011);

D. The stockholders ratified the approval by the board of directors to issue 569,608,700 shares of common stock pursuant to an equity placement held last October 14, 2010;

E. The stockholders ratified the amendment of Article Six of the Corporation's Articles of Incorporation to increase the number of directors from seven (7) to eight (8);

F. The following stockholders were elected as directors of the Corporation to serve for the period 2011-2012 and until their successors shall have been duly elected and qualified, to wit:

HENRY SY, SR.  
JOSE L. CUISIA, JR. – Independent Director  
HANS T. SY  
GREGORIO U. KILAYKO – Independent Director  
HENRY T. SY, JR.  
JOSELITO H. SIBAYAN – Independent Director  
HERBERT T. SY  
SENEN T. MENDIOLA  
TERESITA T. SY – Adviser to the Board

G. The stockholders re-appointed Sycip Gorres Velayo & Co. as external auditor of the Corporation for the period 2011-2012.

III. At the **organizational meeting of the board of directors** of the Corporation held on April 19, 2011:

A. The following persons were elected officers of the Corporation for the year 2011-2012 to serve as such and until their successors shall have been duly elected and qualified:

HENRY SY, SR.	- Chairman of the Board
JOSE L. CUISIA, JR.	- Vice-Chairman
HANS T. SY	- President
JEFFREY C. LIM	- Executive Vice President and Chief Finance Officer

CORAZON I. MORANDO	Senior Vice President-Legal and Corporate Affairs and Assistant Corporate Secretary
ELIZABETH T. SY	- Senior Vice President-Marketing
RONALD G. TUMAO	- Vice President-Market Research and Planning
CHRISTOPHER S. BAUTISTA	- Vice President-Internal Audit
KELSEY H. GO	- Vice President-Information Technology
ERICKSON Y. MANZANO	- Vice President-Project Development
DIANE R. DIONISIO	- Vice President-Finance (China Projects)
TERESA CECILIA H. REYES	- Vice President-Finance
EMMANUEL C. PARAS	- Corporate Secretary

- B. The following persons were elected members of the Compensation Committee of the Corporation for the year 2011-2012 to serve as such and until their successors shall have been duly elected and qualified:

HANS T. SY	- Chairman
GREGORIO U. KILAYKO	- Member (Independent Director)
JOSE T. SIO	- Member

- C. The following persons were elected members of the Nomination Committee of the Corporation for the year 2011-2012 to serve as such and until their successors shall have been duly elected and qualified:

HENRY SY, SR.	- Chairman
JOSE L. CUISIA, JR.	- Member (Independent Director)
CORAZON I. MORANDO	- Member

- D. The following persons were elected members of the Audit and Risk Management Committee of the Corporation for the year 2011-2012 to serve as such and until their successors shall have been duly elected and qualified:

JOSE L. CUISIA, JR.	- Chairman (Independent Director)
GREGORIO U. KILAYKO	- Member (Independent Director)
JOSELITO H. SIBAYAN	- Member (Independent Director)
SENEN T. MENDIOLA	- Member
JOSE T. SIO	- Member
SERAFIN U. SALVADOR	- Member
CORAZON I. MORANDO	- Member

- E. Mr. Jeffrey C. Lim was re-appointed as Corporate Information Officer.

CORAZON I. MORANDO	- Alternate
TERESA CECILIA H. REYES	- Alternate

- F. Atty. Corazon I. Morando was appointed as Compliance Officer.

JEFFREY C. LIM	- Alternate
EMMANUEL C. PARAS	- Alternate

## **ANNEX**

### **BIO-DATA**

#### **JOSELITO H. SIBAYAN, 52 - Independent director**

Mr. Sibayan has spent the past 20 years of his career in investment banking. His experience spanned securities and derivatives sales and trading, capital raising, mergers and acquisitions and restructuring advisory. He is currently President and CEO of Mabuhay Capital Corporation (“MC2”). Prior to forming MC2 in 2005, he was Vice-Chairman, Investment Banking-Philippines and Philippine Country Manager for Credit Suisse First Boston (“CSFB”). Mr. Sibayan established CSFB’s representative office in Manila in 1998, which he later migrated to a Branch. His team raised over US\$7 Billion for the Philippine government and companies from bond flotations, equity placements, structured financings, and foreign strategic sales. CSFB was voted the Philippines’ ‘Top Foreign Investment Bank’ in 2002 and 2003 by Finance Asia and was also recognized by AsiaMoney as ‘Best in M&A’ in 2003 and 2004. From 1987 to 1994, Mr. Sibayan was based in New York where he worked in various positions at Merrill Lynch, DeutscheBank and Natwest Markets (“NWM”). In 1995, he moved to London as NWM’s head of International Fixed Income Sales for Europe, the Middle East, and the Americas. Mr. Sibayan has a MBA degree from the University of California in Los Angeles and a B.S. Chemical Engineering degree from De La Salle University.


## 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 19, 2011

  
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**JEFFREY C. LIM**  
Executive Vice-President