

# COVER SHEET

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SEC Registration Number

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(Company's Full Name)

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(Business Address: No. Street City/Town/Province)

**Mr. Jeffrey C. Lim**  
(Contact Person)

**831-1000**  
(Company Telephone Number)

0 4      2 4  
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

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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 24, 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 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. \_\_\_\_\_  
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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.....	
.....	

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 24, 2012, the following matters were approved:

- A. Declaration of a ₱0.29 centavos cash dividend per share amounting to ₱4.0 billion in favor of stockholders of record as of May 24, 2012 payable on or before June 20, 2012, equivalent to 50% payout ratio of 2011 Philippine net income.
- B. Declaration of a stock dividend of 25% based on the par value per share in favor of stockholders of record as of May 24, 2012 payable on or before June 20, 2012.
- C. Additional appropriation of retained earnings amounting to ₱20.0 billion.

II. At the **annual stockholders' meeting** of the Corporation held on April 24, 2012:

- A. The stockholders approved the minutes of the annual meeting held last April 19, 2011;
- B. The stockholders approved the 2011 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 19, 2011) up to today's annual stockholders' meeting (April 24, 2012);
- D. The stockholders ratified the approval by the board of directors to declare a stock dividend of 25% based on the par value per share in favor of all stockholders of record as of May 24, 2012 payable on or before June 20, 2012.
- E. The following stockholders were elected as directors of the Corporation to serve for the period 2012-2013 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  
ELIZABETH T. SY – Adviser to the Board

- F. The stockholders re-appointed Sycip Gorres Velayo & Co. as external auditor of the Corporation for the period 2012-2013.

III. At the **organizational meeting of the board of directors** of the Corporation held on April 24, 2012:

- A. The following persons were elected officers of the Corporation for the year 2012-2013 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
RONALD G. TUMAO	- Vice President-Market Research and Planning
CHRISTOPHER S. BAUTISTA	- Vice President-Internal Audit
KELSEY HARTIGAN Y. GO	- Vice President-Information Technology
ERICKSON Y. MANZANO	- Vice President-Project Development
DIANA R. DIONISIO	- Vice President-Finance (China Projects)
TERESA CECILIA H. REYES	- Vice President-Finance
EDGAR RYAN C. SAN JUAN	- Vice President-Legal
EMMANUEL C. PARAS	- Corporate Secretary

B. The following persons were elected members of the Compensation Committee of the Corporation for the year 2012-2013 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)
JOSELITO H. SIBAYAN	- Member (Independent Director)

C. The following persons were elected members of the Nomination Committee of the Corporation for the year 2012-2013 to serve as such and until their successors shall have been duly elected and qualified:

HERBERT T. SY	- Chairman
JOSE L. CUISIA, JR.	- Member (Independent Director)
GREGORIO U. KILAYKO	- Member (Independent Director)

D. The following persons were elected members of the Audit and Risk Management Committee of the Corporation for the year 2012-2013 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

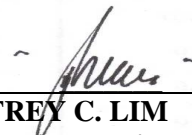
## SIGNATURES

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 24, 2012

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