

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 28, 2009
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 incorporation Industry Classification Code:

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
COMMON STOCK, P1 PAR VALUE	13,329,334,367
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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 28, 2009, the following matter was approved:

A. Declaration of a ₱0.24 centavos cash dividend per share amounting to ₱3.2 billion in favor of stockholders of record as of May 28, 2009 payable on or before June 23, 2009, equivalent to 50% payout ratio of 2008 Philippine net income.

II. At the **annual stockholders' meeting** of the Corporation held on April 28, 2009:

A. The stockholders approved the minutes of the annual meeting held last April 24, 2008;

B. The stockholders approved the 2008 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 24, 2008) up to today's annual stockholders' meeting (April 28, 2009);

D. The following stockholders were elected as directors of the Corporation to serve for the period 2009-2010 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.

HERBERT T. SY

SENEN T. MENDIOLA

E. The stockholders re-appointed Sycip Gorres Velayo & Co. as external auditor of the Corporation for the period 2009-2010.

III. At the **organizational meeting of the board of directors** of the Corporation held on April 28, 2009:

A. The following persons were elected officers of the Corporation for the year 2009-2010 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

DIANE R. DIONISIO - 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 2009-2010 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 2009-2010 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 Corporate Governance Committee of the Corporation for the year 2009-2010 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)
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.

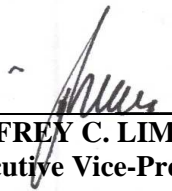
JEFFREY C. LIM - Alternate
EMMANUEL C. PARAS - Alternate

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 28, 2009



JEFFREY C. LIM
Executive Vice-President

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