



April 24, 2012

The Philippine Stock Exchange, Inc.
3F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Gentlemen:

We are attaching the amended “Results of Annual Stockholders' Meeting and Meetings of Board of Directors; declaration of cash and stock dividends” specifically pertaining to Item 11-I-B.

We trust the foregoing meets your requirements.

Very truly yours,


TERESA CECILIA H. REYES
Vice President – Finance

COVER SHEET

A S 0 9 4 - 0 0 0 0 8 8

SEC Registration Number

S M P R I M E H O L D I N G S , I N C . A N D S U B S I
D I A R I E S

(Company's Full Name)

M a l l o f A s i a A r e n a A n n e x B u i l d i n g
, C o r a l W a y c o r . J . W . D i o k n o B l v d
. , M a l l o f A s i a C o m p l e x , B r g y . 7 6
Z o n e 1 0 , C B P - 1 A , P a s a y C i t y 1 3 0 0

(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

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

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. 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
COMMON STOCK, P1 PAR VALUE	13,898,943,067
.....	
.....	
.....	

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. The stock dividend will be coming from the unissued capital stock of the Company.
- 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



JEFFREY C. LIM
Executive Vice-President