

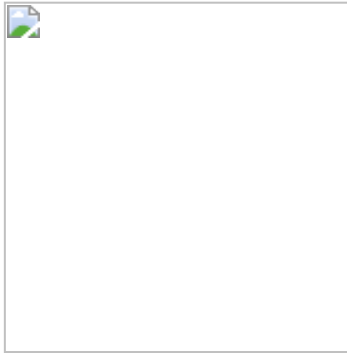
**SECURITIES AND EXCHANGE COMMISSION**  
**SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER**

1. Date of Report (Date of earliest event reported)  
Nov 3, 2014
2. SEC Identification Number  
AS094-000088
3. BIR Tax Identification No.  
003-058-789
4. Exact name of issuer as specified in its charter  
SM PRIME HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation  
PHILIPPINES
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
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  
Postal Code  
1300
8. Issuer's telephone number, including area code  
(632) 831-1000
9. Former name or former address, if changed since last report  
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or 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	27,819,137,294
11. Indicate the item numbers reported herein  
ITEM # 4; ITEM # 9

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



## SM Prime Holdings, Inc. SMPH

**PSE Disclosure Form 4-8 - Change in Directors and/or Officers  
(Resignation/Removal or Appointment/Election)  
References: SRC Rule 17 (SEC Form 17-C) and  
Section 4.4 of the Revised Disclosure Rules**

**Subject of the Disclosure**

Retirement and Appointment of Officers

**Background/Description of the Disclosure**

At the regular meeting of the board of directors of SM Prime Holdings, Inc. (Corporation) held today, November 3, 2014, the following matters were accepted and approved:

Retirement of Atty. Corazon R. Morando as the Assistant Corporate Secretary and Compliance Officer;

Retirement of Atty. Emmanuel C. Paras as the Corporate Secretary and Alternate Compliance Officer;

Appointment of Atty. Marianne M. Guerrero as the Assistant Corporate Secretary;

Appointment of Atty. Elmer B. Serrano as replacement of Atty. Emmanuel C. Paras as the Corporate Secretary and Alternate Compliance Officer;

Appointment of Mr. John Nai Peng C. Ong as Compliance Officer.

**Resignation/Removal or Replacement**

Name of Person	Position/Designation	Effective Date of Resignation/Cessation of term (mmm/dd/yyyy)	Reason(s) for Resignation/Cessation
ATTY. CORAZON R. MORANDO	Assistant Corporate Secretary and Compliance Officer	11/03/2014	Retirement
ATTY. EMMANUEL C. PARAS	Corporate Secretary and Alternate Compliance Officer	11/03/2014	Retirement

**Election or Appointment**

Name of Person	Position/Designation	Date of Appointment/Election (mmm/dd/yyyy)	Effective Date of Appointment Election (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
				Direct	Indirect	
ATTY. MARIANNE M. GUERRERO	Assistant Corporate Secretary	11/03/2014	11/03/2014	0	0	N/A
	Corporate Secretary					

ATTY. ELMER B. SERRANO	and Alternate Compliance Officer	11/03/2014	11/03/2014	0	0	N/A
JOHN NAI PENG C. ONG	Compliance Officer	11/03/2014	11/03/2014	0	0	N/A

**Promotion or Change in Designation**

Name of Person	Position/Designation		Date of Approval (mmm/dd/yyyy)	Effective Date of Change (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
	From	To			Direct	Indirect	
N/A	N/A	N/A	N/A	N/A	0	0	N/A

<b>Other Relevant Information</b>
N/A

Filed on behalf by:

<b>Name</b>	Gerlyn Rosario Barrozo
<b>Designation</b>	Officer