

**SECURITIES AND EXCHANGE COMMISSION  
Metro Manila, Philippines**

**FORM 23-B**

**REVISED**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**  
Filed pursuant to Section 23 of the Securities Regulation Code

Check box if no longer subject to filing requirement

1. Name and Address of Reporting Person <b>HERBERT T. SY</b> <small>(Last) (First) (Middle)</small>		2. Issuer Name and Trading Symbol <b>SM Prime Holdings, Inc. (SMPH)</b>		7. Relationship of Reporting Person to Issuer <small>(Check all applicable)</small>  <input type="checkbox"/> Director <input type="checkbox"/> Officer <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other <small>(give title below) (specify below)</small>  <hr style="width: 50%; margin-left: 0;"/>	
10th Floor L.V. Locsin Building <small>(Street)</small>		3. Tax Identification Number <b>100-190-627</b>	5. Statement for Month/Year <b>5-Dec-17</b>		
6752 Ayala Ave cor Makati Ave., Makati Ci <small>(City) (Province) (Postal Code)</small>		4. Citizenship <b>Filipino</b>	6. If Amendment, Date of Original (MonthYear)		

Table 1 - Equity Securities Beneficially Owned								
1. Class of Equity Security	2. Transaction Date <small>(Month/Day/Year)</small>	4. Securities Acquired (A) or Disposed of (D)			3. Amount of Securities Owned at End of Month		4. Ownership Form: <small>Direct (D) or Indirect (I) *</small>	6. Nature of Indirect Beneficial Ownership
		Amount	(A) or (D)	Price	%	Number of Shares		
Common - A	12/5/2017	0			0.002	485,128	(D)	Principal stockholder
	12/5/2017	(5,351,598)	(D)	36.50	2.287	660,552,796	(I)	still with brokers / PCD
Total holdings as of December 5, 2017					2.289	661,037,924		

(Print or Type Responses)

**If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.**

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
  - (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
  - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
  - (A) held by members of a person's immediate family sharing the same household;
  - (B) held by a partnership in which such person is a general partner;
  - (C) held by a corporation of which such person is a controlling shareholder; or
  - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

FORM 23-B (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., warrants, options, convertible securities)

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yr)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)		5. Date Exercisable and Expiration Date (Month/Day/Year)		6. Title and Amount of Underlying Securities		7. Price of Derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security; Direct (D) or Indirect (I)	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
*****NO ENTRIES*****												

Explanation of Responses:

Note. File three (3) copies of this form, one of which must be manually signed.  
Attach additional sheets if space provided is insufficient.



Herbert T. Sy  
Signature of Reporting Person