

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

Mr. Jeffrey C. Lim
 (Contact Person)

831-1000
 (Company Telephone Number)

0 1 0 7
 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

 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. **January 07, 2013**
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	17,373,677,760
.....	
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.....	

11. Indicate the item numbers reported herein: **ITEM # 9, LETTER B.**

January 07, 2013

Securities and Exchange Commission
SEC Building, EDSA, Greenhills
Mandaluyong City

Attention: Ms. Justina F. Callangan
Director, Corporate Finance Department


The Philippine Stock Exchange, Inc.
3rd Floor, PSE Plaza, Ayala Triangle
Ayala Avenue, Makati City, 1226 Philippines

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

Gentlemen:

Please be informed that SM Prime Holdings, Inc. has entered into a Joint Venture with Waltermart Group of Companies. Waltermart is engaged in the business of shopping mall operations.

Very truly yours,

- 
JEFFREY C. LIM
Executive Vice President



SM Prime Holdings, Inc.
10/F Mall of Asia Arena Annex Building
Coral Way corner J.W. Diokno Boulevard
Mall of Asia Complex
1300, Pasay City, Philippines