



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. May 19, 2016  
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. 10th Floor 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. N/A  
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
<b>COMMON STOCK, P1 PAR VALUE</b>	<b>28,879,231,694</b>
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11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.



May 19, 2016

**The Philippine Stock Exchange, Inc.**  
3<sup>rd</sup> Floor, PSE Plaza, Ayala Triangle  
Ayala Avenue, Makati City, 1226 Philippines

**Attention of Ms. Janet A. Encarnacion**  
Head - Disclosure Department

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Gentlemen:

We are pleased to inform you that Philippine Rating Services Corporation (Philratings) assigned a rating of **PRS Aaa** to SM Prime Holdings, Inc.'s (SMPH) proposed bond issue of P5.0 billion, with an oversubscription option of P5.0 Billion, for a maximum aggregate amount of P10.0 Billion. The bonds are part of the company's proposed 3-year Debt Securities Program of up to P60.0 billion. The rating for SMPH's outstanding bonds amounting to P40.0 Billion was likewise maintained at PRS Aaa. PhilRatings assigned a Stable outlook for the ratings of the proposed and outstanding bonds.

**PRS Aaa** is the highest rating assigned by Philratings, denoting that such obligations are of the highest quality with minimal credit risk and that the issuing company's capacity to meet its financial commitment on the obligations is extremely strong.

Very truly yours,

  
**TERESA CECILIA H. REYES**  
Vice President – Finance

Cc: Issuer Compliance & Disclosure Department  
Philippine Dealing & Exchange Corp.


## 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: May 19, 2016

  
**TERESA CECILIA H. REYES**  
Vice President - Finance