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	Mr. Jeffrey C. Lim (Contact Person)  (Company Telephone Number)																															
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#### 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 <u>AS094-000088</u>	3. BIR Tax Identification No. <u>003-058-789</u>							
4.	SM PRIME HOLDINGS, INC. Exact name of registrant as specified in its char	rter							
5.	PHILIPPINES 6. (SEC UProvince, country or other jurisdiction of 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 Address of principal office  1300 Postal Code								
8.	(632) 831-1000 Registrant's telephone number, including area	code							
9.	N/A Former name or former address, if changed sin	ce last report							
10.	Securities registered pursuant to Sections 4 and	18 of the RSA							
	Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding							
	COMMON STOCK, P1 PAR VALUE	28,879,231,694							
11.	Indicate the item numbers reported herein: <b>IT</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

#### 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,

Term linking A Juyar
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