



November 7, 2012

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

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

Gentlemen:

Attached is the Company's Report on Number of Shareholders as of October 31, 2012.

We trust the foregoing meets your requirements.

Very truly yours,


TERESA CECILIA H. REYES
Vice President – Finance



November 06, 2012

**Philippine Stock Exchange, Inc.
4th Floor Philippine Stock Exchange Centre
Ortigas Center, Pasig City**

**Attention: Ms. Janet A. Encarnacion
Head, Disclosure Dept.**

Gentlemen:

In compliance with PSE Disclosure Rules Section 17.6, we are pleased to submit this report on the number of shareholders owning at least one board lot of SM Prime Holdings, Inc. as of October 31, 2012, to wit:

Date	Issuer	Board Lot	No. of Shareholders Owning At Least 1 Board Lot	Total Number of Shareholders
October 31, 2012	SMPH	100 Shares	2,466	2,507

Certified by:

STOCK TRANSFER SERVICE, INC.
Transfer Agent

A handwritten signature in black ink, appearing to read "Ricardo D. Regala, Jr.", is written over the signature line.

RICARDO D. REGALA, JR.
General Manager