

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>HANS 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 checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer _____ 10% Owner _____ Other (give title below) (specify below) <p align="center"><u>President</u></p>			
10th Floor, LV Locsin Building, <small>(Street)</small>		3. Tax Identification Number <b>139-339-106</b>	5. Statement for Month/Year <b>3-Jul-14</b>					
6752 Ayala Avenue cor Makati Ave, Makati <small>(City) (Province) (Postal Code)</small>		4. Citizenship <b>Filipino</b>	6. If Amendment, Date of Original (Month/Year)					
<b>Table 1 - Equity Securities Beneficially Owned</b>								
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: Direct (D) or Indirect (I) *	6. Nature of Indirect Beneficial Ownership
		Amount	(A) or (D)	Price	%	Number of Shares		
Common - A	7/3/2014	0			2.377	661,002,569	(D)	Principal Stockholder
	7/3/2014	0			0.085	23,759,066	(I)	still with broker / PCD
	7/3/2014	77	(A)	15.88			(I)	shares of immediate
	7/3/2014	1,800	(A)	16.26	0.001	401,877	(I)	family members
Total holdings as of July 3, 2014					2.463	685,163,512		

(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. Owner-ship Form of Derivative Security, Direct (D) or Indirect (I)	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	Title				
*****NO ENTRIES*****												

  
 Hans T. Sy  
 Signature of Reporting Person

Date  
 7.8.14

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.