

**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>HERBERT 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>				
10th Floor L.V. Locsin Building <small>(Street)</small>		3. Tax Identification Number <b>100-190-627</b>	5. Statement for Month/Year <b>31-Aug-13</b>		<input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other <small>(give title below) (specify below)</small>			
6752 Ayala Ave cor Makati Ave., Makati City <small>(City) (Province) (Postal Code)</small>		4. Citizenship <b>Filipino</b>	6. If Amendment, Date of Original (Month Year)					
Table 1 - Equity Securities Beneficially Owned								
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	8/31/2013	0			0.003	485,128	(D)	Principal stockholder
	8/15/2013	4,616,938	tender offer 1	SMDC : .472 SMPHI	0.027	4,616,938	(I)	still with brokers / PCD
	8/15/2013	270,000	tender offer 1	HP : .135 SMPHI	0.001	270,000	(I)	still with brokers / PCD
Total holdings as of August 31, 2013					0.031	5,372,066		

(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.

