

COVER SHEET

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SEC Registration Number

S M P R I M E H O L D I N G S , I N C . A N D S U B S I
 D I A R I E S

(Company's Full Name)

M a l l o f A s i a A r e n a A n n e x B u i l d i n g
 , C o r a l W a y c o r . J . W . D i o k n o B l v d
 . , M a l l o f A s i a C o m p l e x , B r g y . 7 6
 Z o n e 1 0 , C B P - 1 A , P a s a y C i t y 1 3 0 0

Mr. Jeffrey C. Lim

(Contact Person)

831-1000

(Company Telephone Number)

0 4 1 5
 Month Day
 (Calendar Period)

1 7 - C
 (Form Type)

Month Day
 (Annual Meeting)

 (Secondary License Type, If Applicable)

 Dept. Requiring this Doc.

 Amended Articles Number/Section

 Total No. of Stockholders

Total Amount of Borrowings

 Domestic

 Foreign

To be accomplished by SEC Personnel concerned

 File Number

 LCU

 Document ID

 Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

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. April 15, 2014
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. 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
COMMON STOCK, P1 PAR VALUE	27,819,137,294
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.....	
.....	

11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.

I. At the **regular meeting of the board of directors** of SM Prime Holdings, Inc. (Corporation) held on April 15, 2014, the following matter was approved:

- A. Declaration of a ~~₱~~0.19 centavos cash dividend per share amounting to ~~₱~~5.3 billion in favor of stockholders of record as of May 15, 2014 payable on or before June 10, 2014;
- B. Revised mission and vision statements of the Corporation.

II. At the **annual stockholders' meeting** of the Corporation held on April 15, 2014:

- A. The stockholders approved the minutes of the special meeting held last July 10, 2013;
- B. The stockholders approved the 2013 Annual Report;
- C. The stockholders ratified all acts of the board of directors and the management from the date of the last annual stockholders' meeting (April 16, 2013) up to today's annual stockholders' meeting (April 15, 2014);
- D. The stockholders approved the amendment of the Articles of Incorporation of the Corporation to state the specific address of the Corporation's office address at 10th Floor, Mall of Asia Arena Annex Building, Coral Way corner J.W. Diokno Boulevard, Mall of Asia Complex, Barangay 76, Zone 10, CBP-1A, 1300 Pasay City, per SEC MC No. 6, Series of 2014;
- D. The following stockholders were elected as directors of the Corporation to serve for the period 2014-2015 and until their successors shall have been duly elected and qualified, to wit:

HENRY SY, SR. – Chairman Emeritus
HENRY T. SY, JR. – Chairman
JOSE L. CUISIA, JR. – Vice-Chairman and Independent Director
HANS T. SY
GREGORIO U. KILAYKO – Independent Director
JOSELITO H. SIBAYAN – Independent Director
HERBERT T. SY
JORGE T. MENDIOLA
TERESITA T. SY – Adviser to the Board
ELIZABETH T. SY – Adviser to the Board

- F. The stockholders re-appointed Sycip Gorres Velayo & Co. as external auditor of the Corporation for the period 2014-2015.

III. At the **organizational meeting of the board of directors** of the Corporation held on April 15, 2014:

- A. The following persons were elected officers of the Corporation for the year 2014-2015 to serve as such and until their successors shall have been duly elected and qualified:

HENRY T. SY, JR.	- Chairman
JOSE L. CUISIA, JR.	- Vice-Chairman
HANS T. SY	- President
JEFFREY C. LIM	- Executive Vice President
CORAZON I. MORANDO	- Senior Vice President-Legal and Corporate Affairs and Assistant Corporate Secretary
JOHN C. ONG	- Senior Vice President-Chief Finance Officer
RONALD G. TUMAO	- Vice President-Market Research and Planning
KELSEY HARTIGAN Y. GO	- Vice President-Information Technology
DIANA R. DIONISIO	- Vice President-Finance (China Projects)

TERESA CECILIA H. REYES	- Vice President-Finance
EDGAR RYAN C. SAN JUAN	- Vice President-Legal
DAVEE M. ZUNIGA	- Vice President-Internal Audit
MARIA LUISA M. SALUD	- Vice President-Corporate Communications
EMMANUEL C. PARAS	- Corporate Secretary
ANNA MARIA S. GARCIA	- Business Unit Head-Malls
JOSE MARI H. BANZON	- Business Unit Head-Residential
DAVID L. RAFAEL	- Business Unit Head-Offices
SHIRLEY C. ONG	- Business Unit Head-Leisure and Resorts
MARRISA L. NUBLA	- Business Development Head-Hotels and Convention Centers

B. The following persons were elected members of the Compensation Committee of the Corporation for the year 2014-2015 to serve as such and until their successors shall have been duly elected and qualified:

HANS T. SY	- Chairman
GREGORIO U. KILAYKO	- Member (Independent Director)
JOSELITO H. SIBAYAN	- Member (Independent Director)

C. The following persons were elected members of the Nomination Committee of the Corporation for the year 2014-2015 to serve as such and until their successors shall have been duly elected and qualified:

HERBERT T. SY	- Chairman
JOSE L. CUISIA, JR.	- Member (Independent Director)
GREGORIO U. KILAYKO	- Member (Independent Director)

D. The following persons were elected members of the Audit and Risk Management Committee of the Corporation for the year 2014-2015 to serve as such and until their successors shall have been duly elected and qualified:

JOSE L. CUISIA, JR.	- Chairman (Independent Director)
GREGORIO U. KILAYKO	- Member (Independent Director)
JOSELITO H. SIBAYAN	- Member (Independent Director)
JORGE T. MENDIOLA	- Member
JOSE T. SIO	- Member
SERAFIN U. SALVADOR	- Member
CORAZON I. MORANDO	- Member

E. Mr. Jeffrey C. Lim was re-appointed as Corporate Information Officer.

CORAZON I. MORANDO	- Alternate
TERESA CECILIA H. REYES	- Alternate

F. Atty. Corazon I. Morando was appointed as Compliance Officer.

JEFFREY C. LIM	- Alternate
TERESA CECILIA H. REYES	- Alternate
EMMANUEL C. PARAS	- Alternate

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: April 15, 2014



JEFFREY C. LIM
Executive Vice President