

COVER SHEET

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SEC Registration Number

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(Company's Full Name)

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| Mr. Jeffrey C. Lim (Contact Person) |
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| 831-1000 (Company Telephone Number) |
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| <i>Month</i> | <i>Day</i> | | | | |
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| <i>Month</i> | <i>Day</i> | | | | |
| (Annual Meeting) | | | | | |

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(Secondary License Type, If Applicable)

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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|--|---------|--|--|
| Total Amount of Borrowings | | | |
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| Domestic | Foreign | | |

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document ID

Cashier

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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 31, 2013
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. _____
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 | 17,373,677,760 |
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11. Indicate the item numbers reported herein: **ITEM # 9, LETTER B.**

Please be informed that in the special Board of Directors' meeting of SM PRIME HOLDINGS, INC. ("SMPH" or the "Corporation") held today, May 31, 2013, the Board has approved the following:

1. The merger between the Corporation and SM Land, Inc. and further approved the Plan of Merger which was presented by the management;
2. The increase in the authorized capital stock of the Corporation by Twenty Billion Pesos (Php20,000,000,000.00) or from Twenty Billion Pesos (Php20,000,000,000.00) consisting of Twenty Billion (20,000,000,000) common shares with a par value of One Peso (Php1.00) per share to Forty Billion Pesos (Php40,000,000,000.00) consisting of Forty Billion (40,000,000,000) common shares with a par value of One Peso (Php1.00) per share, and the consequent amendment of Article SEVENTH of the Corporation's Articles of Incorporation;
3. The change in the Corporation's primary purpose to a mixed-use real property developer, and the consequent amendment of Article SECOND of the Corporation's Articles of Incorporation;
4. The issuance of 707,957,409 SMPH common shares to acquire certain unlisted real estate companies from SM Investments Corporation (SMIC), Mountain Bliss Resort and Development Corporation, and the SY Family, in exchange for the latter's shares in the companies (share for share swap);
5. The issuance of 837,764,769 SMPH common shares to SMIC in exchange for certain real property assets (property for share swap);

Further, the Board has delegated to the management the negotiation for the valuation of the exchange of shares and the final terms and conditions relating to the above stated transaction as it deems most beneficial to the Corporation.

6. The unaudited pro-forma condensed consolidated financial information of SMPHI as at December 31, 2012 and the years ended December 31, 2012, 2011, and 2010

In relation to the above:

1. There will be a Press Briefing today, **May 31, 2013, 12:30 pm at the SMX Convention Center Taguig Meeting Rooms 4-6 at SM Aura Premier, 26th St., Corner Mckinley Parkway, Barangay Fort Bonifacio Global City, Taguig.**
2. There will be an Analysts Briefing today, **May 31, 2013, 2:30 p.m. at the SMX Convention Center Taguig Meeting Rooms 2-3 at SM Aura Premier, 26th St., Corner Mckinley Parkway, Barangay Fort Bonifacio Global City, Taguig.**
3. There will be a special stockholders' meeting on, **July 10, 2013, 2:30 p.m. at the SMX Convention Center Function Room 3, Seashell Lane, Mall of Asia Complex, Pasay City.**

The above information is being disclosed in accordance with the disclosure rules of the Securities and Exchange Commission and the Philippine Stock Exchange.

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 31, 2013



JEFFREY C. LIM
Executive Vice President