

# 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 7 1 0

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

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 To be accomplished by SEC Personnel concerned

[ ]

File Number

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Document ID

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STAMPS

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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. **July 10, 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
<b>COMMON STOCK, P1 PAR VALUE</b>	<b>17,373,677,760</b>
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.....	
.....	

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

At the **special stockholders' meeting** of SM PRIME HOLDINGS, INC. ("SMPH" or the "Corporation") held today, July 10, 2013, the following matters were approved/ratified:

1. Minutes of the annual stockholders' meeting held on April 16, 2013;
2. Merger between the Corporation and SM Land, Inc. (SM Land) as well as the Plan of Merger;
3. Amendment of the Articles of Incorporation of the Corporation to: (a) increase 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 (b) change the Corporation's primary purpose to a mixed-use real property developer; and,
4. Issuance of SMPH common shares of stock for the following transactions: (a) 14,390,923,857 shares of common stock to stockholders of SM Land pursuant to the Merger; (b) 707,957,409 shares of common stock in exchange for shares of stock in various real estate companies (share for share swap); and (c) 837,764,769 shares of common stock to SM Investments Corporation (SMIC) in exchange for various real estate properties (property for share swap), and the grant of waiver to conduct a public offering of the shares to be issued as required for the listing of such shares.


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: July 10, 2013

  
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**JEFFREY C. LIM**  
Executive Vice President