

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	3	2	6
<i>Month</i>	<i>Day</i>	<i>(Calendar Period)</i>	

1	7	-	C
<i>(Form Type)</i>			

<i>Month</i>	<i>Day</i>	<i>(Annual Meeting)</i>	

<i>(Secondary License Type, If Applicable)</i>

<i>Dept. Requiring this Doc.</i>

<i>Amended Articles Number/Section</i>

<i>Total No. of Stockholders</i>

<i>Total Amount of Borrowings</i>	
<i>Domestic</i>	<i>Foreign</i>

To be accomplished by SEC Personnel concerned

<i>File Number</i>

_____ LCU

<i>Document ID</i>

_____ 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. March 26, 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. _____
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
.....	
.....	
.....	

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



March 26, 2014

The Philippine Stock Exchange, Inc.
3rd Floor, PSE Plaza, Ayala Triangle
Ayala Avenue, Makati City, 1226 Philippines

Attention of Ms. Janet A. Encarnacion
Head, Disclosure Department

Gentlemen:

Please find the following details in relation to the Company's (SMPH) disposal of treasury shares executed today, March 26, 2014, in exchange for Highlands Prime Inc. (HPI) shares. This is to give way to the shareholders who were not able to exchange their HPI shares in exchange for SMPH shares during the Tender Offer period. The transaction was settled under the same terms and conditions as the Exchange Offer.

No. of HPI Shares Acquired	No. of SMPH Shares Disposed	SMPH Outstanding Shares after Transaction	SMPH Treasury Shares after Transaction
50,000	6,750	27,819,137,294	5,347,162,781

We trust the foregoing meets your requirements.

Very truly yours,


TERESA CECILIA H. REYES
Vice President – Finance

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: March 26, 2014



JEFFREY C. LIM
Executive Vice President