

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)

831-1000
(Company Telephone Number)

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Month Day
(Calendar Period)

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(Form Type)

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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

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Domestic Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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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. September 1, 2015
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. 10th Floor 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 | 28,879,231,694 |
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11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.



September 3, 2015

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 on September 1, 2015 in exchange for SM Development Corporation (SMDC) shares. This is to give way to the shareholders who were not able to exchange their SMDC 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 SMDC Shares Acquired | No. of SMPH Shares Disposed | SMPH Outstanding Shares after Transaction | SMPH Treasury Shares after Transaction |
|------------------------------------|------------------------------------|--|---|
| 2 | 94,400 | 28,879,231,694 | 4,287,068,381 |

We trust the foregoing meets your requirements.

Very truly yours,

TERESA CECILIA H. REYES
Vice President – Finance

Cc: Issuer Compliance & Disclosure Department
Philippine Dealing & Exchange Corp.

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: September 3, 2015



TERESA CECILIA H. REYES
Vice President - Finance