

# 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)

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

(Business Address: No. Street City/Town/Province)

**Mr. Jeffrey C. Lim**

(Contact Person)

**831-1000**

(Company Telephone Number)

0 2

*Month*  
(Calendar Period)

1 4

*Day*

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

Domestic

Foreign

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To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

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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. February 14, 2011  
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
6. SM Corporate Offices, Building A, 1000 J.W. Diokno Boulevard, Mall of Asia Complex,  
Pasay City, Philippines                      1300  
Address of principal office                      Postal Code
7. (632) 831-1000  
Registrant's telephone number, including area code
8. \_\_\_\_\_  
Former name or former address, if changed since last report
9. 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>13,898,943,067</b>
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.....	

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

This is to advise that at the board of directors' meeting held today, February 14, 2011, the following matters were approved:

- a. The audited financial statements of the Company for the year 2010.
- b. Amendment of the articles of incorporation to increase the number of directors from seven (7) to eight (8) to accommodate an additional independent director, subject to ratification at the annual stockholders' meeting on April 19, 2011.
- c. The 2011 annual stockholders' meeting of SM Prime to be held on April 19, 2011, 2:30 p.m. **at the Rizal Ballroom AB, Makati Shangri-La Hotel, Ayala Avenue corner Makati Avenue, Makati City 1200.** The BOD has fixed the end of trading hours of the Philippine Stock Exchange on March 21, 2011 as the record date for the determination of stockholders entitled to notice of and to vote at such meeting and any adjournment thereof.
- d. There will be an Analysts and Press Briefing **immediately after** the Annual Stockholders' Meeting on April 19, 2011. The venue of the briefing will be at the **Parañaque AB Room, Makati Shangri-La Hotel, Ayala Avenue corner Makati Avenue, Makati City 1200.**
- e. Renaming the Audit and Governance Committee to Audit and Risk Management Committee.

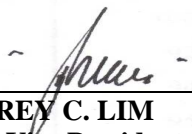
The above information is being disclosed in accordance with the disclosure rules of the Securities and Exchange Commission and the Philippine Stock Exchange.

## 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: February 14, 2011

  
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**JEFFREY C. LIM**  
Executive Vice President