

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	6	1	3
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Month Day
(Calendar Period)

1	7	-	C
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(Form Type)

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Month Day
(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

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

_____ LCU

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Document ID

_____ 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. June 13, 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

7 SM Corporate Offices, Building A, 1000 J.W. Diokno Boulevard, Mall of Asia Complex, 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	13,898,943,067
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.....	
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11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.

At the **regular meeting of the board of directors** of SM Prime Holdings, Inc. (Corporation) held today, June 13, 2011, the following matters were approved:

- A. The following persons were elected members of the Compensation Committee of the Corporation effective today to serve as such and until their successors shall have been duly elected and qualified:

HANS T. SY	-	Chairman
GREGORIO U. KILAYKO	-	Member (Independent Director)
JOSELITO H. SIBAYAN	-	Member (Independent Director)

- B. The following persons were elected members of the Nomination Committee of the Corporation effective today to serve as such and until their successors shall have been duly elected and qualified:

HERBERT T. SY	-	Chairman
JOSE L. CUISIA, JR.	-	Member (Independent Director)
GREGORIO U. KILAYKO	-	Member (Independent Director)

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: June 13, 2011



JEFFREY C. LIM
Executive Vice-President