

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 13, 2006
Date of Report

2. SEC Identification Number 0000-88

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 incorporation Industry Classification Code:

7 SM Corporate Offices, Building A, 2000 Bay Boulevard, SM Central Business Park, Bay City, Pasay City, Metro Manila 1226
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	9,935,294,157
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11. Indicate the item numbers reported herein: Other Matters, Item 9b.

This is to advise that the annual meeting for the year 2006 of the stockholders of SM Prime Holdings, Inc. will be held on April 26, 2006 at 3:00 p.m. at the Rigodon Ballroom, The Peninsula Manila, Ayala Avenue cor. Makati Avenue, Makati City.

This is to further advise that the closing/record date for purposes of determining the stockholders entitled to notice of and to vote at the annual stockholders' meeting and any adjournment thereof, is set on March 27, 2006.

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: _____

JEFFREY C. LIM
VP - Finance and Administration