

COVER SHEET

A S 0 9 4 - 0 0 0 0 8 8

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

Teresa Cecilia H. Reyes

(Contact Person)

831-1000

(Company Telephone Number)

1 0

Month Day
(Calendar Period)

2 7

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

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

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. October 27, 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. 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	27,819,137,294
.....	
.....	
.....	

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



October 27, 2014

The Philippine Stock Exchange, Inc.
3F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

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

Gentlemen:

This refers to the news article entitled “Mystery P40B bid for half of Ortigas perks up SM-Ayala fight over Greenhills” under Money-Go-Round column published in today’s issue of The Philippine Star. The article reported that:

“An unknown company has offered P40 billion to acquire the lesser half of the divided Ortigas clan, the so-called Fernando Ortigas bloc.

The buyout offer has finally put a benchmark price in the two-year fight between the SM and the Ayala groups for the control of the Greenhills and Tiendesitas shopping centers and the Kapitolyo project in Pasig.

At the offer price, the entire Ortigas real estate empire is valued around P100 billion, as against the P470 billion market capitalization of Ayala Land and P475 billion of SM Prime.

A notice dated Sept. 8 was sent out by Fernando Ortigas to fellow shareholders of the clan’s OCLP Holdings, disclosing that his bloc had received a tender offer from the Preeminent Global Holdings Ltd., said to be a British Virgin Island company incorporated only last July.

According to sources close to the negotiations, Preeminent Global is a special purpose vehicle formed by the SM Group specifically to acquire the Ortigas holding company.

...”

We cannot comment on the above news article given that SMPH is not related in any way to Preeminent Global Holdings Ltd.

Very truly yours,

A handwritten signature in black ink that reads "Teresa Cecilia H. Reyes".


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: October 27, 2014


TERESA CECILIA H. REYES
Vice President – Finance