

# 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

**Mr. Jeffrey C. Lim**  
 (Contact Person)

**831-1000**  
 (Company Telephone Number)

0 1    0 7  
 Month    Day  
 (Calendar Period)

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

Total Amount of Borrowings  
 \_\_\_\_\_ 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. **January 07, 2013**  
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. \_\_\_\_\_  
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
<b>COMMON STOCK, P1 PAR VALUE</b>	<b>17,373,677,760</b>
.....	
.....	
.....	

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

January 07, 2013

**Securities and Exchange Commission**  
SEC Building, EDSA, Greenhills  
Mandaluyong City

**Attention: Ms. Justina F. Callangan**  
Director, Corporate Finance Department


**The Philippine Stock Exchange, Inc.**  
3<sup>rd</sup> Floor, PSE Plaza, Ayala Triangle  
Ayala Avenue, Makati City, 1226 Philippines

**Attention: Ms. Janet A. Encarnacion**  
Head, Disclosure Department

Gentlemen:

Please be informed that SM Prime Holdings, Inc. has entered into a Joint Venture with Waltermart Group of Companies. Waltermart is engaged in the business of shopping mall operations.

Very truly yours,

-   
**JEFFREY C. LIM**  
Executive Vice President



**SM Prime Holdings, Inc.**  
10/F Mall of Asia Arena Annex Building  
Coral Way corner J.W. Diokno Boulevard  
Mall of Asia Complex  
1300, Pasay City, Philippines