

COVER SHEET

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S.E.C. Registration Number

S M I N V E S T M E N T C O R P .

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(Company's Full Name)

1 0 T H F L O O R O N E E - C O M

C E N T E R , H A R B O R D R I V E , M O A

C O M P L E X , P A S A Y C I T Y

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

Elmer B. Serrano

Contact Person

(02) 687-1195

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

Letter

FORM TYPE

[Empty box for Annual Meeting]

Annual Meeting

[Empty box for Secondary License Type]

Secondary License Type, If Applicable

[Empty box for Dept. Requiring this Doc.]

Dept. Requiring this Doc.

[Empty box for Amended Articles Number/Section]

Amended Articles Number/Section

[Empty box for Total No. of Stockholders]

Total No. of Stockholders

Total Amount of Borrowings

[Empty box for Domestic]

Domestic

[Empty box for Foreign]

Foreign

To be accomplished by SEC Personnel concerned

[Empty grid for File Number]

File Number

LCU

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Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes.

PSE - ISSUER REGULATION DIVISION

RECEIVED
FEB 03 2015

BY: JANE B. DOLAR

RECEIVED
FEB 06 2015

BY: JANE B. DOLAR
February 5, 2015

SECURITIES AND EXCHANGE COMMISSION
SEC Bldg., EDSA, Greenhills
Mandaluyong City

PSE-IRD
FEB 6 '15 PM 3:19

Attention: **Vicente Graciano P. Felizmenio, Jr.**
Director, Markets and Securities Regulation Department

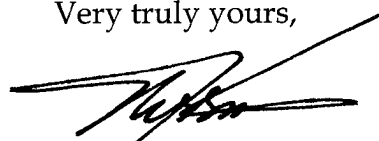
Re: Notice of Listing of SMIC shares

Gentlemen:

Please find attached for your reference the Notice of Listing of SM Investments Corporation's (SMIC) shares which we will be sending to the PSE in connection to the Conversion Notice we have received from the bondholders of SMIC Convertible Bond.

We trust that you find the foregoing in order. Thank you.

Very truly yours,



ELMER B. SERRANO
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION
RECEIVED
FEB 06 2015
MARKET REGULATION DEPT.
BY: JANE B. DOLAR

Encl. a/s

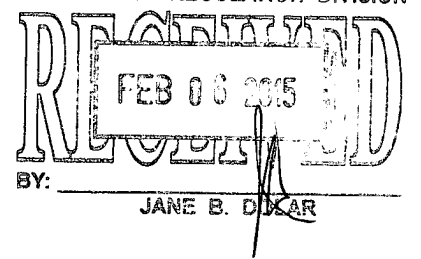
SM Investments Corporation
10/F One E-Com Center
Harbor Drive
Mall of Asia Complex
1300, Pasay City, Philippines

February 5, 2015

PHILIPPINE STOCK EXCHANGE, INC.
 3rd Floor, Philippine Stock Exchange Plaza
 Ayala Triangle, Ayala Avenue, Makati Avenue
 Makati City

Attention: Ms. Marsha M. Resurreccion
Head, Issuer Regulation Division

Re: Notice of Listing of SMIC shares

PSE - ISSUER REGULATION DIVISION

 BY: JANE B. DIKAR

PSE-IRD

FEB6'15PM3:19

Madame:

We would like to request the Philippine Stock Exchange to issue the Notice of Listing in connection with the Conversion Notice we have received from the following bondholder of the SM Investments Corporation's (SMIC) Convertible Bond:

<u>Bondholder</u>	<u>No. of shares issuable to the Bondholder</u>
JP MORGAN SECURITIES PLC	136,757
JP MORGAN SECURITIES PLC	164,108
CACEIS BANK FRANCE	41,027
DEUTSCHE BANK AG LONDON	341,893
DEUTSCHE BANK AG LONDON	410,271
JP MORGAN SECURITIES PLC	68,378
JP MORGAN SECURITIES PLC	68,378
UBS AG LONDON	123,081


Please note that the Philippine Stock Exchange has already issued its Notice of Approval last May 23, 2012 (attached hereto as "Annex A") approving the application of SMIC to list the additional 13,664,091 common shares, with a par value of P10.00 per share as part of the issuance of its Convertible Bond due 2017.

SM Investments Corporation
 10/F One E-Com Center
 Harbor Drive
 Mall of Asia Complex
 1300, Pasay City, Philippines

In compliance with said Notice of Approval to effect the actual listing and trading of the shares attached is the Sworn Corporate Secretary's Certificates confirming the receipt of notice of conversion from the respective Bondholders indicating there in the name of the Bondholder and the corresponding number of shares to be listed equivalent to the converted bonds ("Annexes B, C, D, E, F, G, H & I").

Thank you.

Very truly yours,



ELMER B. SERRANO
Corporate Secretary

ES



May 24, 2012

SM Investments Corporation
10th Floor, One E-Corn Center
Harbor Drive, MOA Complex
Pasay City

Attention : **Harley T. Sy**
President

Re : **Notice of Approval**
Underlying Common Shares of Convertible Bonds

Gentlemen:

We are pleased to inform you that The Philippine Stock Exchange, Inc. (the "Exchange" or "PSE") approved on May 23, 2012, the application of SM Investments Corporation ("SM" or the "Company") to list additional 13,884,081 common shares, with a par value of ₱10.00 per share, to cover the underlying SM common shares of the Convertible Bonds Due 2017 issued by the Company on February 15, 2012, at a conversion price of ₱781.446 per share. The Company's Convertible Bonds Due 2017 were issued at a total issue price of US\$250,000,000.00.

The actual listing and the eligibility for trading of the underlying SM common shares of the Convertible Bonds will take effect only after the following requirements have been complied with:

1. The Company pays the PSE listing fee and any other fees or surcharges;
2. The Company pays the SEC listing fee;
3. The Company submits a sworn Undertaking that each time a Bondholder converts its Convertible Bonds, the Company shall submit a sworn Corporate Secretary's certificate certifying the following:
 - a. The Company's receipt of notice(s) of conversion indicating therein the name(s) of the Bondholder(s) and the corresponding number of common shares equivalent to the converted Bonds;
 - b. The actual conversion of the Bonds and the corresponding issuance by the Company of the common shares equivalent to the converted Bonds; and
 - c. The underlying common shares of the Convertible Bonds will be duly lodged with the Philippine Depository and Trust Corporation ("PDTC") on the scheduled listing date. This certificate should make reference to the number of shares for listing, the date of actual lodgment and the listing application covering such shares.

4. The Company submits the duly signed duplicate original copy of this letter.

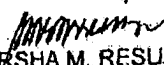
The listing date of the underlying common shares of the Convertible Bonds will be scheduled one (1) trading day from receipt of the aforementioned Corporate Secretary's certificate in item no. 3 above.

The PSE and SEC listing fees should be paid within the fifteen (15) calendar days from receipt of this notice. Otherwise, the Company shall be fined a 25% surcharge plus a 1% interest on the PSE listing fee billed for every day of delay. A copy of the official receipt covering the SEC listing fee should be submitted to the Exchange. All documents must be duly received by the PSE Listings Department.

This approval is being issued on the basis of the representations made to the Exchange. However, in the event that the representations are found to be inaccurate, false, misleading and/or incomplete, then this approval shall be considered null and void.

If these conditions are acceptable to you, please indicate your conformity by signing on the space provided below. The duplicate original should be returned to the Exchange so that we can proceed with the final processing of your application.


Very truly yours,


MARSHA M. RESURRECCION
Head, Issuer Regulation Division

CONFORME:

SM INVESTMENTS CORPORATION

by:


MR. JOSE I. SIO
V.P. AND CHIEF FINANCIAL OFFICER

Authorized Signatory
(Signature over Printed Name)

Date: _____

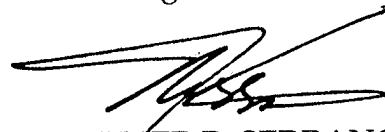

9

SECRETARY'S CERTIFICATE

I, **ELMER B. SERRANO**, of legal age, Filipino, and with office address at Martinez Vergara Gonzalez & Serrano, Suite 2401, The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City, being the Corporate Secretary of SM Investments Corporation (the "Corporation"), a corporation duly organized and existing under and by virtue of Philippine Law with address at 10th Floor, One E-Com Center, Harbor Drive, Mall of Asia Complex, Pasay City, do hereby certify that:

- a. The principal amount of Bonds to be converted: US\$2,000,000.00
- b. The number of shares (excluding fractions) issuable to such Bondholder: 136,757;
- c. The name of person in whose name the Shares issuable upon conversion are to be registered: JP MORGAN SECURITIES PLC
PDTC Participant / Broker's Name: HSBC MANILA
PDTC Participant / Broker's Code: HSBC1000000
Sub-account No.: 1
- d. The Conversion Date: 01/30/2015; Conversion Price: Php624.625

IN WITNESS WHEREOF, this Certificate has been signed this FEB 06 2015
at Pasig City.



ELMER B. SERRANO
Corporate Secretary 

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

Before me, a notary public in and for the city named above, personally appeared Mr. Elmer B. Serrano with Tax Identification No. 153-406-995, who is personally known to me to be the same person who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this FEB 06 2015.

Doc. No. 246;
Page No. 51;
Book No. 1;
Series of 2015.

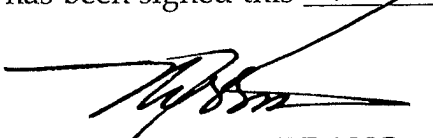

ARLEO ANTONIO R. MAGTIBAY JR.
Appointment No. 267 (2014-2015)
Notary Public For Pasig/Taguig/San Juan/Pateros
Until December 31, 2015
Attorneys Roll No. 61659
Suite 2401 The Orient Square Bldg.
F Ortigas Jr. Road Ortigas Pasig City
IBP No 0984497 01 06 15 RSM

SECRETARY'S CERTIFICATE

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- a. The principal amount of Bonds to be converted: US\$2,400,000.00
- b. The number of shares (excluding fractions) issuable to such Bondholder: 164,108;
- c. The name of person in whose name the Shares issuable upon conversion are to be registered: JP MORGAN SECURITIES PLC
 PDTC Participant / Broker's Name: HSBC MANILA
 PDTC Participant / Broker's Code: HSBC1000000
 Sub-account No.: 1
- d. The Conversion Date: 01/30/2015; Conversion Price: Php624.625

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 Corporate Secretary

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 PASIG CITY) S.S.

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 IBP No 0984497 01 06 15 RSM
 PTR No 0381594. 01.07 15 Pasig City

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- a. The principal amount of Bonds to be converted: US\$600,000.00
- b. The number of shares (excluding fractions) issuable to such Bondholder: 41,027;
- c. The name of person in whose name the Shares issuable upon conversion are to be registered: CACEIS BANK FRANCE
PDTC Participant / Broker's Name: HSBC MANILA
PDTC Participant / Broker's Code: HSBC1000000
Sub-account No.: 1
- d. The Conversion Date: 01/30/2015; Conversion Price: Php624.625

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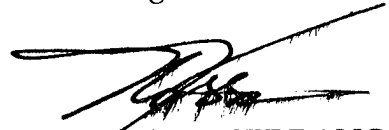

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- a. The principal amount of Bonds to be converted: US\$5,000,000.00
- b. The number of shares (excluding fractions) issuable to such Bondholder: 341,893;
- c. The name of person in whose name the Shares issuable upon conversion are to be registered: DEUTSCHE BANK AG LONDON
 PDTC Participant / Broker's Name: DEUTSCHE BANK AG MANILA
 PDTC Participant / Broker's Code: DEUB1000000
 Sub-account No.: 1
- d. The Conversion Date: 02/03/2015; Conversion Price: Php624.625

IN WITNESS WHEREOF, this Certificate has been signed this FEB 06 2015
 at Pasig City.



ELMER B. SERRANO
 Corporate Secretary

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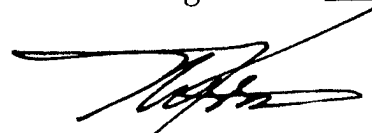


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- a. The principal amount of Bonds to be converted: US\$6,000,000.00
- b. The number of shares (excluding fractions) issuable to such Bondholder: 410,271;
- c. The name of person in whose name the Shares issuable upon conversion are to be registered: DEUTSCHE BANK AG LONDON
 PDTC Participant / Broker's Name: DEUTSCHE BANK AG MANILA
 PDTC Participant / Broker's Code: DEUB1000000
 Sub-account No.: 1
- d. The Conversion Date: 02/03/2015; Conversion Price: Php624.625

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ELMER B. SERRANO
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

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 PTR No. 0381594 01.07.15 Pasig City

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- a. The principal amount of Bonds to be converted: US\$1,000,000.00
- b. The number of shares (excluding fractions) issuable to such Bondholder: 68,378;
- c. The name of person in whose name the Shares issuable upon conversion are to be registered: JP MORGAN SECURITIES PLC
 PDTC Participant / Broker's Name: HSBC MANILA
 PDTC Participant / Broker's Code: HSBC1000000
 Sub-account No.: 1
- d. The Conversion Date: 02/04/2015; Conversion Price: Php624.625

IN WITNESS WHEREOF, this Certificate has been signed this FEB 06 2015 at Pasig City.


ELMER B. SERRANO
 Corporate Secretary 

REPUBLIC OF THE PHILIPPINES)
 PASIG CITY) S.S.

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

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 PDTC Participant / Broker's Name: HSBC MANILA
 PDTC Participant / Broker's Code: HSBC1000000
 Sub-account No.: 1
- d. The Conversion Date: 02/04/2015; Conversion Price: Php624.625

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ELMER B. SERRANO
 Corporate Secretary 

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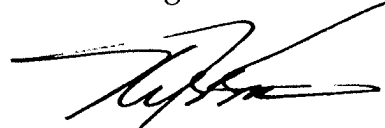

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- a. The principal amount of Bonds to be converted: US\$1,800,000.00
- b. The number of shares (excluding fractions) issuable to such Bondholder: 123,081;
- c. The name of person in whose name the Shares issuable upon conversion are to be registered: UBS AG LONDON
 PDTCC Participant / Broker's Name: DEUTSCHE BANK AG MANILA
 PDTCC Participant / Broker's Code: DEUB1000000
 Sub-account No.: 1
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ELMER B. SERRANO.
Corporate Secretary *MS*

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