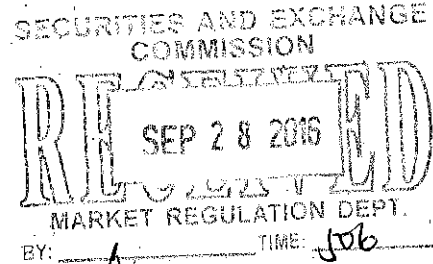


SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: **16342**
2. **SM INVESTMENTS CORPORATION**
Exact name of registrant as specified in its charter
3. **PASAY CITY, METRO MANILA, PHILIPPINES**
Province, country or other jurisdiction of incorporation or organization
4. **169-020-000**
BIR Tax Identification Number
5. **HOLDING COMPANY**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **10TH FLOOR, ONE E-COM CENTER, HARBOR DRIVE, MALL OF ASIA COMPLEX CBP-1A, PASAY CITY 1300**
Telephone Number: (63) 02-857-0100
Facsimile Number: (63) 02- 857-0144
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices.
8. **N/A**
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.
9. Fiscal Year Ending Date (Month and Day): **December 31**



Computation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
7-Year Fixed Rate Bonds (Series G Bonds)	₱15,000,000,000	Face Value	₱15,000,000,000	₱4,312,500.00 Computation: 812,500 (for the 1 st 1 Billion) + 3,500,000 (14,000,000,000 x .025%)
Oversubscription Option for the Series G Bonds	₱ 5,000,000,000	Face Value	₱5,000,000,000	₱ 1,250,000.00 Computation: (5,000,000,000 x .025%)
Shelf Registration	₱ 30,000,000,000	Face Value	₱30,000,000,000	₱ 7,500,000.00 Computation: (30,000,000,000 x .025%)
Legal Research Fee of 1%				₱ 130,625.00 (1% of Total Reg. Fee)
TOTAL SEC FEES				₱ 13,193,125.00
SEC FEES TO BE PAID FOR THE SERIES G BONDS OFFER				₱ 5,618,125.00
BALANCE OF SEC FEES				₱7,575,000.00

PART I - INFORMATION REQUIRED IN PROSPECTUS

Item 1. Front of the Registration Statement and Outside Front Cover Page of Prospectus.

The information required by Part VI, paragraph (A) of "Annex C, as amended" is on the cover page and page (iii) of the Prospectus.

Item 2. Inside Front Cover and First Two or More Pages of Prospectus.

The information required by Part VI, paragraph (B) of "Annex C, as amended", to wit:

- (1) The following information is found on the following pages of the Prospectus:
 - (a) Number of shares offered by current stockholders – Not applicable;
 - (b) Total number of shares outstanding after the offering – Not applicable;
 - (c) Total proceeds raised by the offering is on page (ii) of the Prospectus;
 - (d) Brief description of use of proceeds from the offering is on page (ii) of the Prospectus;
 - (e) Underwriters' fees is on page (i) of the Prospectus;
 - (f) Dividend policy is on page (iii) of the Prospectus;
 - (g) Address and telephone number of the company's principal office is on page (ii).
- (2) Table of Contents is on page (v) of the Prospectus.
- (3) Brief description of the company's business is on pages 9-10 of the Prospectus.
- (4) Summary paragraph or key points characterizing the risks of the offering under the caption "Risks of Investing" is on pages 13-15 of the Prospectus.
- (5) Summary financial information in tabular or graphic form which is useful to potential investors is on pages 16-23 of the Prospectus.
- (6) A Glossary is on pages 1-8 of the Prospectus.
- (7) The required statement is on page (iv) of the Prospectus

Item 3. Risk Factors and Other Information

The information required by Part VI, paragraph (C) and (D) of "Annex C, as amended" is on pages 27

~~56~~ of the Prospectus, under the title, "Risk Factors."

Item 4. Use of Proceeds.

The information required by Part VI, paragraph (E) of "Annex C, as amended" is on ~~pages 57 - 59~~ of the Prospectus, under the title, "Use of Proceeds."

Item 5. Determination of Offering Price.

The information required by Part VI, paragraph (F) of "Annex C, as amended" is on ~~page 60~~ of the Prospectus, under the title, "Determination of the Offer Price."

Item 6. Dilution.

Not Applicable

Item 7. Selling Security Holders.

Not Applicable

Item 8. Plan of Distribution.

The information required by Part VI, paragraphs (I), (J) and (K) of "Annex C, as amended" is on ~~pages 49 - 53~~ of the Prospectus, under the title, "Plan of Distribution".

Item 9. Description of Securities to Be Registered.

The information required by Part II, paragraph (B) of "Annex C, as amended" is on ~~pages 61 - 64~~ of the Prospectus, under the title, "Description of the Bonds."

Item 10. Interests of Named Experts and Independent Counsel.

The information required by Part VI, paragraph (L) of "Annex C, as amended" is on ~~page 81~~ of the Prospectus.

Item 11. Information with Respect to the Registrant.

- (a) Information required by Part I, paragraph (A) of "Annex C, as amended" is on ~~page 83~~ ~~153~~ of the Prospectus under the title "Description of the Issuer";
- (b) Information required by Part I, paragraph (B) of "Annex C, as amended" is on ~~pages 188 - 192~~ of the Prospectus under the title "Description of Properties";
- (c) Information required by Part I, paragraph (C) of "Annex C, as amended" is on ~~pages 140 - 146~~ of the Prospectus under the title "Description of the Issuer - Legal Proceedings";

- (d) Information required by Part II, paragraph (A)(2) of "Annex C, as amended" is on ~~pages 201 - 206~~ and ~~page 207~~ of the Prospectus, respectively, under the titles "Market Price of and Dividends of the Issuer's Common Equity and Related Stockholder Matters" and "Description of the Debt", respectively;
- (e) Information required by Part III, paragraph (A) of "Annex C, as amended" is on ~~pages 165 - 197~~ of the Prospectus under the title "Management's Discussion and Analysis of Financial Condition and Result of Operations";
- (f) Information required by Part III, paragraph (B) of "Annex C, as amended" is on ~~page 81~~ of the Prospectus under the title on the "Independent Auditors and Counsels";
- (g) Information required by Part IV, paragraph (A) of "Annex C, as amended" is on ~~pages 193 - 200~~ of the Prospectus under the title "Board of Directors and Management of the Issuer";
- (h) Information required by Part IV, paragraph (B) of "Annex C, as amended", is on ~~pages 199 - 200~~ of the Prospectus under the title "Board of Directors and Management of the Issuer - Executive Compensation";
- (i) Information required by Part IV, paragraph (C) of "Annex C, as amended" is on ~~pages 201 - 206~~ of the Prospectus, under the title "Market Price and Dividends on the Issuer's Common Equity and Related Stockholder Matters - Security Ownership of Certain Beneficial Owners and Management";
- (j) Information required by Part IV, Section (D) of "Annex C, as amended" is on ~~pages 150 - 152~~ of the Prospectus under the title "Description of the Issuer - Related Party Transactions".

Item 12. Financial Information

The financial information as required by SRC Rule 68 is attached to the Prospectus as Annexes.

**PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT
BUT NOT REQUIRED IN PROSPECTUS**

Item 13. Other Expenses of Issuance and Distribution.

The information required by Part VI, paragraph (M) of "Annex C, as amended" is on ~~page 57 - 59~~ of the Prospectus under the title "Use of Proceeds".

Item 14. Exhibits.

Incorporated herein by reference are additional exhibits required by Part VII of "Annex C, as amended", to wit:

VOLUME I		
1.	Sec Form 12-1	
2.	Preliminary Prospectus	
3.	Offer Supplement	
4.	Annexes to the Prospectus	
	Exhibit "A-1"	Audited Financial Statement for Fiscal Year 2014 & 2015
	Exhibit "A-2"	Reviewed Interim Condensed Financial Statements as of 30 June 2016
	Exhibit "A-3"	Reviewed Interim Consolidated Financial Statements as of 30 June 2016
VOLUME II		
	Exhibit "B-1"	Reviewed Pro-Forma Condensed Consolidated Financial Information for the Fiscal Year 2013, 2014 & 2015
	Exhibit "B-2"	Reviewed Pro-Forma Condensed Consolidated Financial Information as of 30 June 2016
	Exhibit "C"	Latest Annual Reports to Security Holders (31 December 2015)
	Exhibit "D"	Latest Quarterly Report to Security Holders (30 June 2016)
	Exhibit "E"	Manual of Corporate Governance
	Exhibit "F"	Secretary's Certificate on the adoption of Manual on Corporate Governance; adoption of a fit and proper rule; and undertaking allowing the SEC to resolve conflicting issues regarding the selection of independent directors
VOLUME III		
	Exhibit "G"	Form of Receiving and Paying Agency Agreement
	Exhibit "H"	Form of Underwriting Agreement
	Exhibit "I"	Form of Trust Indenture Agreement
	Exhibit "J"	Publication of notice of filing of the Registration Statement
	Exhibit "K"	Current (Amended) Articles of Incorporation and (Amended) By-laws
	Exhibit "L"	Continuing authorization for the SEC to examine bank accounts
	Exhibit "M"	Director's Certificate on the offering of the securities and filing of the Registration Statement

	Exhibit "N"	Directors' Certificate on the approval by the Board of Directors of the disclosures contained in the Registration Statement and assuming responsibility for the information contained therein
	Exhibit "O"	Opinion of independent counsel on the legality of the securities being offered
		Opinion of tax counsel as to the tax consequences of the offer
	Exhibit "P"	Copy of Tax Compliance Report

Item 15.


There are no other documents, the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

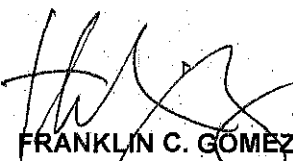
SIGNATURES

Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in MAKATI CITY on SEP 23 2016, 2016.

By:


HARLEY T. SY
 President



JOSE T. SIO
 Executive Vice-President/ Chief
 Financial Officer


FRANKLIN C. GOMEZ
 Principal Accounting Officer and SVP-Finance

MAKATI CITY **SUBSCRIBED AND SWORN** to before me this SEP 23 2016 2016 in City, affiants exhibiting to me their respective competent evidence of identity as follows:

Name	Government Issued I.D.
Harley T. Sy	TIN No. 100-210-483
Jose T. Sio	TIN No. 103-433-285
Franklin Gomez	TIN No. 101-782-033

Doc. No. 391
 Page No. 79
 Book No. XXX
 Series of 2016.


ATTY. REINIER S. QUIAMBAO
 NOTARY PUBLIC
 UNTIL DECEMBER 31, 2016
 PTR NO. 5329630 / 01.07.16 / MAKATI CITY
 IBP NO. 1023809 / 01.08.16 / TARLAC CITY
 TIN 238-251-899 ROLL NO. 62283
 MCLE NO. V - 0011532 / 10.08.15