

COVER SHEET

AS094-000088

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)

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c	o	r	.		C	o	r	a	l		W	a	y	,		M	a	l	l		o	f		A	s	i	a		C
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1	-	A	,		P	a	s	a	y		C	i	t	y	,		M	e	t	r	o		M	a	n	i	l	a	,
P	h	i	l	i	p	p	i	n	e	s																			

Mr. John Nai Peng C. Ong

(Contact Person)

8831-1000

(Company Telephone Number)

05

Month Day
(Calendar Period)

24

17-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

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File Number

LCU

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Document ID

Cashier

STAMPS

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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. May 24, 2024
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 incorporation Industry Classification Code:
7. 7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76 Zone 10, CBP 1-A, Pasay City, Metro Manila, Philippines 1300
Address of principal office Postal Code
8. (632) 8831-1000
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	28,879,231,694
DEBT SECURITIES – RETAIL BOND	115,432,740,000

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

SM PRIME

May 24, 2024

The Philippine Stock Exchange, Inc.

6F PSE Tower

28th Street corner 5th Avenue

BGC, Taguig City

Attention of Ms. Alexandra D. Tom Wong

Officer-in-Charge, Disclosure Department

Gentlemen:

This refers to the news article posted in Inquirer.net. The article reported in part that:

“MANILA, Philippines — The Securities and Exchange Commission (SEC) has approved the shelf registration of SM Prime Holdings Inc. for up to P100 billion in fixed-rate bonds.

In its meeting on May 23, the Commission En Banc resolved to render effective the registration statement for the company’s peso-denominated bonds, which can be offered in one or more tranches, subject to compliance with certain remaining requirements.

For the first tranche, SM Prime will offer up to P20 billion to the public in three-year Series V bonds, five-year Series W bonds, and seven-year Series X bonds, with an oversubscription option of up to P5 billion.

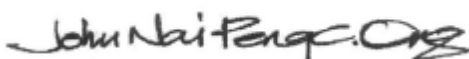
Net proceeds from the offer could reach P24.72 billion, assuming the overallotment option is fully exercised. The funds will be used to refinance the listed company’s debt and expand its property portfolio.

The bonds will be offered at face value from June 7 to 14, according to the timeline submitted by the company to the SEC. They will subsequently be listed on the Philippine Dealing & Exchange Corp. . . .”

In your letter dated May 24, 2024, you seek clarification and confirmation from us in the above-quoted news article on the approval by the SEC on May 23, 2024 of SM Prime’s shelf registration for up to Php100 Billion fixed-rate bond program.

We confirm that in its meeting on May 23, 2024, the SEC has approved SM Prime’s Shelf Registration of Debt Securities in the aggregate principal amount of ₱100 billion to be offered within a period of 3 years, with an initial offer of up to ₱20 billion Fixed Rate Bonds with an Oversubscription Option of up to ₱5 billion Fixed Rate Bonds.

Very truly yours,



JOHN NAI PENG ONG

Chief Finance Officer

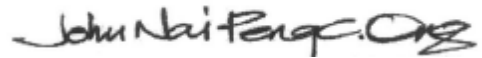
SIGNATURES

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: May 24, 2024

A handwritten signature in black ink, appearing to read "John Nai Peng Ong", written over a horizontal line.

JOHN NAI PENG ONG
Chief Finance Officer