

COVER SHEET

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S.E.C. Registration Number										

S	T	A	R	M	A	L	L	S	,	I	N	C	.	(F	O	R	M	E	R	L	Y	:	
P	O	L	A	R		P	R	O	P	E	R	T	Y		H	O	L	D	I	N	G	S		
C	O	R	P	O	R	A	T	I	O	N)													

(Company's Full Name)

3	R	D		L	E	V	E	L		S	T	A	R	M	A	L	L		L	A	S		
P	I	N	A	S	,		C	V		S	T	A	R	R		A	V	E	N	U	E	,	
P	H	I	L	A	M	L	I	F	E		V	I	L	L	A	G	E	,					
P	A	M	P	L	O	N	A	,		L	A	S	P	I	N	A	S		C	I	T	Y	

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

Jo L. Ilijay
Contact Person

571-5948
Company Telephone Number

1 2	3 1
<i>Month</i>	<i>Day</i>
Calendar Year	

23-B
FORM TYPE

<i>Month</i>	<i>Day</i>
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 I.D.														

_____ Cashier

SECURITIES AND EXCHANGE COMMISSION

FORM 23B

Check box if no longer subject to filing requirement

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 23 of the Securities Regulation Code



REVISED

1. Name and Address of Reporting Person FINE PROPERTIES, INCORPORATED		2. Issuer Name and Trading Symbol STARSMALLS, INC. (Formerly, Polar Property Holdings Corp.)		3. Tax Identification Number 001-221-699		4. Citizenship FILIPINO		5. Statement for Month/Year April 2014		6. If Amendment Date of Original (Month/Year)		7. Relationship of Reporting Person to Issuer Director _____ Officer _____ (give title below)	
(Last) (First) (Middle)		"STR" (Formerly, "PO")										(Check all applicable) <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
3F STARMALL, CV STARR AVENUE, PAMPLONA													
LAS PINAS CITY		1740											
(City) (Province) (Postal Code)													

Table 1 - Equity Securities Beneficially Owned

1. Class of Equity Security	2. Transaction Date (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D)		3. Amount of Securities Owned at End of Month	4. Ownership Form: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership
		Amount	(A) or (D)			
COMMON SHARES				36.28%		(D)
PREFERRED SHARES				0.28%		(D)
COMMON SHARES				23.24%		(I)
		Total Number of Previous Shares				See Note 1 below
				3.96 per share		
		Total Number of Shares as of 30 April 2013		0.00%		See Note 2 below
				59.80%		
TOTAL						

NOTE 1: CONSIST OF SHARES OWNED BY ALTHORP HOLDINGS, INC. ("ALTHORP") AND VITALE PROPERTY DEVELOPMENT CORP. ("VITALE"), WHICH ARE EITHER HELD DIRECTLY BY ALTHORP AND VITALE, OR HELD BY PCD NOMINEE CORPORATION, FINE PROPERTIES, INC. ("FINE") IS THE BENEFICIAL OWNER OF THE SHARES HELD BY ALTHORP AND VITALE

NOTE 2: SHARES DISPOSED BY ALTHORP HELD BY PCD NOMINEE CORPORATION FOR THE PERIOD APRIL 1-30, 2014. FINE IS THE BENEFICIAL OWNER OF THE SHARES HELD BY ALTHORP

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

- Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.
- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
 - (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
 - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
 - (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
 - (A) held by members of a person's immediate family sharing the same household;
 - (B) held by a partnership in which such person is a general partner;
 - (C) held by a corporation in which such person is a controlling shareholder; or
 - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

FORM 23-B (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., warrants, options, convertible securities)

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yr)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)		5. Date Exercisable and Expiration Date (Month/Day/Year)	6. Title and Amount of Underlying Securities	7. Price of Derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security: Direct (D) or Indirect (I) *	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)						
Not Applicable										

AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS REPORT IS TRUE, COMPLETE AND ACCURATE.
THIS IS SIGNED THIS 06 MAY 2014 AT MANDALUYONG CITY.

FINE PROPERTIES, INC.

By:  JERRY M. NAVARRETE
President

Note: File three (3) copies of this form, one of which must be manually signed.