



111072014000751



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Information

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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.)		7. Relationship of Reporting Person to Issuer (Check all applicable) Director _____ Officer _____ (give title below)	
(Last)	(First) (Middle)	3. Tax Identification Number 001-221-699		5. Statement for Month/Year Oct. 2014	
3F STARMALL, CV STARR AVENUE, PAMPLONA		4. Citizenship FILIPINO		6. If Amendment, Date of Original (Month/Year)	
LAS PINAS CITY (City) (Province) (Postal Code) 1740					

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)	%	Number of Shares		
COMMON SHARES				36.28%	3,065,076,761	(D)	
PREFERRED SHARES				0.28%	2,350,000,000	(D)	
COMMON SHARES				26.02%	2,198,633,434	(I)	See Note 1 below
COMMON SHARES	Oct. 1-31, 2014		(A)	4.19 per share	851,400	(I)	See Note 2 below
TOTAL			Total Number of Shares as of 31 October 2014	62.58%	7,614,561,595		

NOTE 1. CONSIST OF SHARES OWNED BY FINE PROPERTIES, INC. ("FINE") HELD BY PCD NOMINEE CORPORATION, AND 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 IS THE BENEFICIAL OWNER OF THE SHARES HELD BY ALTHORP AND VITALE

NOTE 2. SHARES ACQUIRED BY ALTHORP HELD BY PCD NOMINEE CORPORATION FOR THE PERIOD OCTOBER 1-31, 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.

