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Atlas Consolidated Mining and Development Corporation AT

**PSE Disclosure Form 17-7 - Statement of Changes in Beneficial
Ownership of Securities**
*References: SRC Rule 23 and
Section 17.5 of the Revised Disclosure Rules*

Name of Reporting Person	SM Investments Corporation
Relationship of Reporting Person to Issuer	More than 10% owner

Description of the Disclosure

Disclosure of the increase in the indirect ownership of SMIC in Atlas through its subsidiary, Primebridge Holdings, Inc.

Filed on behalf by:

Name	Carmen Rose Basallo-Estampador
Designation	Assistant Vice President - Legal Affairs and Corporate Governance

FORM 23-B

SECURITIES AND EXCHANGE COMMISSION
Metro Manila, Philippines

Check box if no longer subject to filing requirement

Filed pursuant to Section 23 of the Securities Regulation Code

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person SM INVESTMENTS CORPORATION (Last) (First) (Middle)		2. Issuer Name and Trading Symbol ATLAS CONSOLIDATED MINING AND DEV CORP		7. Relationship of Reporting Person to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other <input type="checkbox"/> (give title below) (specify below)	
10F SM ONE ECOM CENTER BLDG HARBOR DRIVE MGA (Street)		3. Tax Identification Number 000-169-020	5. Statement for Month/Year January 2015		
COMPLEX CB 01-04 PASAY CITY (City) (Province) (Postal Code)		4. Citizenship Filipino	6. If Amendment, Date of Original (Month/Year) NA		

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 %	Number of Shares	4. Ownership Form Direc (D) or Indirect (I)	5. Nature of Indirect Beneficial Ownership
		No. of Shares	(A) or (D)				
Common Shares	Total direct holdings as of December 31, 2014			29.02%	602,785,791	D	
	Dilution effect of increase in outstanding shares (stock option plan)			-0.136%			
	Total direct holdings as of January 31, 2015			28.88%	602,785,791	D	
	Total indirect holdings as of December 31, 2014			0.11%	2,189,414	I	Atlas shares owned by Primebridge Holdings, Inc., a subsidiary of SM Investments Corporation.
	01.06.2015		58,908	(A)	9.80		
	01.06.2015		19,636	(A)	9.85		
	01.06.2015		19,636	(A)	9.80		
	01.08.2015		1,472,700	(A)	10.00		
	01.13.2015		1,619,970	(A)	10.00		
	01.20.2015		98,180	(A)	9.98		
01.29.2015		490,900	(A)	9.50			
01.29.2015		490,900	(A)	9.52			
Total indirect holdings as of January 31, 2015				0.32%	6,460,244		
Total direct & indirect holdings as of January 31, 2015				29.20%	609,246,035		

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 acquires:
 (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:
 (A) hold by indirect beneficial ownership any equity security which is:
 (i) held by another person who is a beneficial owner of such security;
 (ii) held by a partnership in which such person is a general partner;
 (iii) held by a corporation in which such person is a controlling shareholder; or
 (iv) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

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 of Derivative Security, Direct (D) or Indirect (I) *	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)						

***** NO ENTRIES *****

Explanation of Responses:

Note: File three (3) copies of this form, one of which must be manually signed. Attach additional sheets if space provided is insufficient.

**DISCLOSURE REQUIREMENTS
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP
(50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)**

Item 1.

Security and Issuer

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION
Address: 7F Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City

Item 2.

Identity and Background

SM INVESTMENTS CORPORATION was incorporated with the Philippine Securities and Exchange Commission on January 15, 1990 primarily as a real estate lessor. Its principal office is located at 10F SM One eCom Center Bldg Harbor Drive, MOA Complex CB 01-04 Pasay City.

During the past five (5) years, there were no bankruptcy petition filed by or against any business of the Corporation nor was the company convicted by any final judgement in a criminal proceeding, domestic or foreign; nor was subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, banning, suspending or otherwise limiting the company's involvement in any type of business, securities, commodities or banking activities; and the corporation has not been found by a domestic or foreign court of competent jurisdiction (in civil action), the Securities and Exchange Commission or comparable foreign body, or a domestic or foreign exchange or electronic market place or self-regulatory organization, to have violated a securities or commodities law.

Item 3.

Purpose of Transaction

Other than for investment purposes, there are no other plans or pending corporate exercises that will result in any of the following:

- a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- c. A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- d. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- e. Any material change in the present capitalization or dividend policy of the issuer;
- f. Any other material change in the issuer's business or corporate structure;
- g. Changes in the issuer's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- h. Causing a class of securities of the issuer to be delisted from a securities exchange;
- i. Any action similar to any of those enumerated above.

Item 4.

Interest in Securities of the Issuer

SM Investments Corporation owns beneficially as of January 31, 2015, 609,246,035 common shares of Atlas Consolidated Mining & Development Corporation or 29.20% of the issuer's equity.

Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None

Item 6. Material to be Filed as Exhibits

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 report is signed in the City of Pasay on February 6, 2015.



JOSE T. SIO
Executive Vice President and Chief Finance Officer