

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATIONS CODE (SRC)
AND SRC RULE 17.1**

1. January 30, 2013
Date of Report (Date of earliest event reported)
2. 152747 3. 000-153-790-000
SEC Identification Number BIR Tax Identification Number
4. AYALA LAND, INC.
Exact Name of registrant as specified in its charter
5. MAKATI CITY, PHILIPPINES 6. [] (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code
incorporation
7. 30/F, Tower One, Ayala Triangle, Ayala Avenue, Makati City 1226
Address of principal office Postal code
8. (632) 750-6974
Registrant's telephone number, including area code
9. Not Applicable
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

As of September 30, 2012

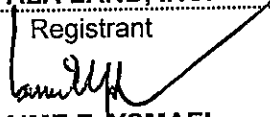
Title of Each Class	Number of Shares of Common Stock Outstanding	Amount of Debt Outstanding
COMMON SHARES	13,751,209,776	
VOTING PREFERRED*	13,066,494,759	P 20.2 Billion Bonds

Indicate the item numbers reported herein : Item 9. Other Events

Re: **Compliance with SEC Memorandum Circular No. 4, Series of 2012**

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date : January 30, 2013

AYALA LAND, INC.
Registrant

JAIME E. YSMAEL
Senior Vice President
Chief Finance Officer and
Chief Compliance Officer

**Unregistered*



SEC Reg. No. 152747

January 30, 2013

Securities and Exchange Commission
SEC Building, Mandaluyong City

Attention: Hon. Justina F. Callangan
Director, Corporation and Finance Department

Philippine Stock Exchange, Inc.
3rd Floor, Tower One and Exchange Plaza
Ayala Triangle, Ayala Ave., Makati City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Philippine Dealing and Exchange Corporation
37th Floor, Tower1, The Enterprise Center
6766 Ayala Avenue cor. Paseo de Roxas, Makati City

Attention: Ms. Ma. Concepcion Magdaraog
Head, Issuer Compliance and Disclosures Department

Gentlemen and Mesdames:

Please be informed that Ayala Land, Inc. ("the Company") has complied with the Guidelines for the Assessment of the Performance of Audit Committees of Companies Listed on the Exchange ("Guidelines"), as set forth in SEC Memorandum Circular No. 4, Series of 2012. In particular, the following were undertaken by the Company:

1. On November 23, 2012, the Board of Directors of the Company approved the Audit and Risk Committee's ("the Committee") revised Charter which was updated to comply with the new Guidelines. The Charter already included as an Annex the Self Assessment Questionnaire adopted from the Guidelines.
2. For 2012, the Committee accomplished the Self Assessment Questionnaire and the results are summarized as follows (score of 10 being the highest):

Aspect	Average Score (3 Committee Members)
Setting of Committee Structure and Operation	10

Oversight on Financial Reporting and Disclosures	9
Oversight on Risk Management and Internal Controls	9.67
Oversight on Management and Internal Audit	10
Oversight on External Audit	10
Net Average	9.73

The Committee shall continue to formulate and implement plans to improve its performance. For example, the Committee shall review and approve the 2012 management representation letter before the submission to the external auditor in February this year.

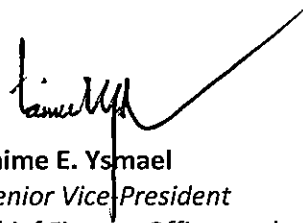
3. The above results have been validated by the Company's Chief Compliance Officer.

Thank you very much.

Very truly yours,



Oscar S. Reyes
 Chairman
 Audit and Risk Committee



Jaime E. Ysmael
 Senior Vice President
 Chief Finance Officer and
 Chief Compliance Officer