

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. May 21, 2012
Date of Report (Date of earliest event reported)
2. 152747 SEC Identification Number
3. 000-153-790-000 BIR Tax Identification Number
4. AYALA LAND, INC.
Exact Name of registrant as specified in its charter
5. MAKATI CITY, PHILIPPINES
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code
7. 30/F, Tower One, Ayala Triangle, Ayala Avenue, Makati City
Address of principal office
1226
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 March 31, 2012

Table with 3 columns: Title of Each Class, Number of Shares of Common Stock Outstanding, Amount of Debt Outstanding. Row 1: COMMON SHARES, 13,044,415,650, P 4.9 Billion Bonds

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

Re: Items taken up during the May 21, 2012 Regular Meeting of the Board of Directors

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 : May 21, 2012

AYALA LAND, INC.
Registrant
[Signature]
JAIME E. YSMAEL
Senior Vice President, CFO
and Compliance Officer



May 21, 2012

Securities and Exchange Commission
SEC Building, Mandaluyong City

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

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

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

Philippine Dealing and Exchange Corporation
37F Tower 1, The Enterprise Center
6766 Ayala Ave cor. Paseo de Roxas, Makati City

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

Gentlemen:

Please be informed that, at its regular meeting held this afternoon, our Board of Directors approved the offer and issuance of the voting preferred shares of the capital stock of our Company exclusively to holders of the common shares of our Company as of June 4, 2012 (the "**Eligible Shareholders**") pursuant to their pre-emptive rights at a price of P0.10 per share. The basic terms of the offer and issuance are as follows:

- a. **Issue Price:** P0.10 per share.
- b. **Record Date for Determining Shareholders Entitled to Subscribe:** June 4, 2012.
- c. **Offer Period:** June 18, 2012 to noon of June 22, 2012.
- d. **Pre-emptive Rights:** Each Eligible Shareholder is entitled to subscribe to one voting preferred share for every one common share held as of the Record Date (the "Pre-emptive Rights Entitlement").
- e. **Additional Subscription:** If an Eligible Shareholder (the "Subscriber") fully subscribes to his Pre-emptive Rights Entitlement and subject to the availability of unsubscribed voting preferred shares (the "Additional Shares") arising from the failure of the other Eligible Shareholders to fully subscribe to their Pre-emptive Rights Entitlement, the Subscriber may simultaneously apply for subscription of the Additional Shares (the "Additional Subscription"). A deposit for such Additional Subscription equal to the subscription amount shall be made together with the payment for the Pre-emptive Rights Entitlement. If the aggregate number of Additional Shares equals or exceeds the aggregate number of Additional Shares so subscribed for, a Subscriber will be allocated the number of Additional Shares he subscribed for. If the aggregate number of Additional Shares is less than the aggregate number of Additional Shares so subscribed for, the Additional Shares will be allocated to Subscribers

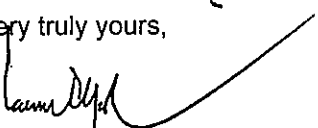
who have applied to subscribe for such Additional Shares based on each Subscriber's relative shareholding in the Company as of the Record Date, provided that no Subscriber for Additional Shares shall be allocated Additional Shares that will result in a total allocation that is in excess of the number of shares that the Subscriber has applied and paid for. Within 30 days from the close of the Offer Period, the Company shall return to each Subscriber that portion of the deposit, without interest, in payment for Additional Shares that are not allocated to such Subscriber.

f. Features of the Voting Preferred Shares:

- i. Dividend rate shall be equivalent to the 90% of the 10-year PDST-R2 as of the time of the issuance of the shares (the "Issue Date"), payable annually on each anniversary of the Issue Date. The dividend rate will be repriced every ten years thereafter at 90% of the 10-year PDST-R2 prevailing on each relevant tenth year anniversary of the Issue Date. In case the PDST-R2 ceases to be an acceptable benchmark, the replacement mark-to-market benchmark as determined by the Bankers' Association of the Philippines will be utilized.
- ii. Non-cumulative and non-participating in payment of dividends.
- iii. Convertible to one common share for every one voting preferred share commencing on the 10th year after the issuance of the voting preferred shares at a conversion price which shall be the higher of the 30-day average closing price of the common shares or the closing price of the common shares immediately preceding the exercise of the conversion option less the par value of the voting preferred shares.
- iv. Preferred in liquidation to the extent of par value.
- v. Voting.
- vi. No pre-emptive rights to any issue of shares, common, preferred, or voting preferred.
- vii. Redeemable at par at the sole option of the Company under the terms and conditions approved by the Board of the Company.

Thank you.

Very truly yours,



JAIME E. YSMAEL
Senior Vice President, CFO
and Compliance Officer