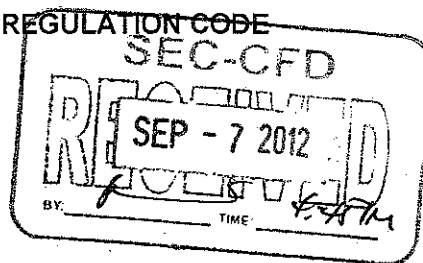


SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE



1. SEC Identification Number 152747
2. AYALA LAND, INC.
Exact name of registrant as specified in its charter
3. Metro Manila, Philippines
Province, country or other jurisdiction of Incorporation or organization
4. 000-153-790-000
BIR Tax Identification Number
5. Real Estate
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City, 1226 Philippines
Telephone (632) 750-6694/Fax (632) 759-4566
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. NOT APPLICABLE
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.
9. Fiscal Year Ending Date (Month and Day): December 31

Computation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Total Amount of Registration Fee (including Legal Research Fee)
Fixed Rate Bonds	Up to ₱3,000,000,000.00, to be issued in one or more tranches	To be determined	₱3,000,000,000.00	₱1,325,625.00

SIGNATURES

Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on SEP 07 2012, 2012.

By:

Antonino T. Aquino
President and Chief Executive Officer

Bernard Vincent O. Dy
Exec. Vice President

Jaime E. Ysmael
Senior Vice President and
Chief Finance Officer

Solomon M. Hermosura
Corporate Secretary

Rodelio R. Manansala
Assistant Vice President and
Comptroller

Ma. Jennifer J. Almojuela
Head- Corporate Accounting

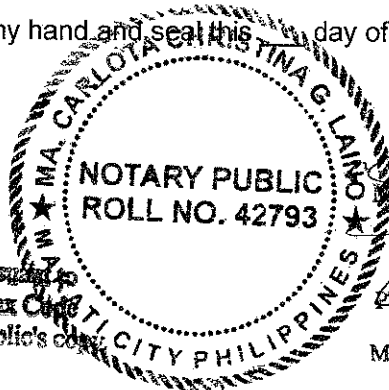
BEFORE ME, a notary public in and for the city named above, personally appeared:

Name	Identification No.	Date of Issue	Place of Issue
Bernard Vincent O. Dy	DL No. N20-88-001594	06/17/2011	Manila
Jaime E. Ysmael	Passport No. XX1502287	06/29/2008	Manila
Solomon M. Hermosura	Passport No. EB2913409	07/05/2011	Manila
Rodelio R. Manansala	Passport No. EB0361510	06/09/2010	Manila
Ma. Jennifer J. Almojuela	DL No. N01-11-011198	05/18/2011	Quezon City

who were identified by me through competent evidence of identity to be the same persons who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this SEP 07 2012 day of _____, 2012.

Doc. No. 60
Page No. 13
Book No. 4
Series of 2012.



MA. CARLOTA CHRISTINA G. LAINO
Notary Public - Makati City
Appt. No. M300 until December 31, 2012
Attorney's Roll No. 42793
PTR No: 3178180MB; 01-03-2012; Makati City
IBP Lifetime Roll No. 07925
MCLE Compliance No. III - 05-0421, 7-17-2008
33rd Floor, Tower One & Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Philippines

Notarial DST pursuant to
Sec. 188 of the Tax Code
affixed on Notary Public's copy


UNDERTAKING
(To Submit Fully Signed Registration Statement)

AYALA LAND, INC. ("ALI"), a corporation organized under the laws of the Philippines, with principal office address at Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City, herein represented by the undersigned attorney-in-fact, Augusto D. Bengzon and Ma. Belen S. Fabella, hereby undertakes to submit, in connection with the application for registration of the Ayala Land Homestarter Bonds in the amount of up to Three Billion Pesos (P3,000,000,000.00), the Registration Statement as signed by all the required signatories, including its President and Chief Executive Officer, Antonino T. Aquino, within a reasonable time after his return to the country on September 10, 2012.


SEP 07 2012 WITNESS WHEREOF, I have hereunto set my hand this ___ day of _____ 2012 in Makati City.

AYALA LAND, INC.
Registrant

By:



AUGUSTO D. BENGZON
Attorney-in-Fact



MA. BELEN S. FABELLA
Attorney-in-Fact

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

Before me, a notary public in and for the city named above, personally appeared:

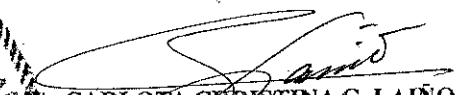
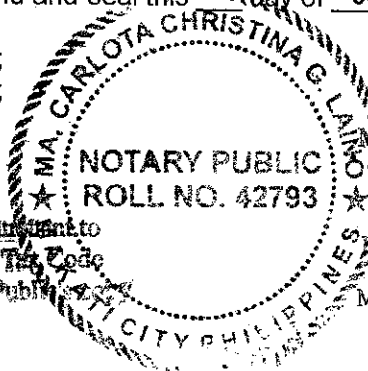
<u>Name</u>	<u>Evidence of Identity</u>	<u>Date & Place of Issue</u>
AUGUSTO D. BENGZON	Passport No. EB1863825	February 04, 2011, Manila
MA. BELEN S. FABELLA	Passport No. EB1708251	January 12, 2011, Manila

who is identified by me through competent evidence of identity to be the same person who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this _____ day of **SEP 07 2012** 2012.

Doc. No. 61
Page No. 14
Book No. 1
Series of 2012.

Notarial DST pursuant to
Sec. 188 of the Tax Code
affixed on Notary Public Seal



MA. CARLOTA CHRISTINA G. LAINO
Notary Public - Makati City
Appt. No. M500 until December 31, 2012
Attorney's Roll No. 42793
PTR No: 3178180MB; 01-03-2012; Makati City
IBP Lifetime Roll No. 07925
MCLE Compliance No. III - C-0421, 7-17-2008
33rd Floor, Tower One & Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Philippines

I. INFORMATION REQUIRED IN PROSPECTUS

A	<u>Front of the Registration Statement and Outside Front Cover Page of Prospectus</u> Please refer to front page of the Prospectus.
B	<u>Inside Front Cover and First Two Pages of the Prospectus</u> Please refer to inside front cover and succeeding pages of the Prospectus.
C	<u>Risk Factors and Other Information</u> Please refer to the section "Risk Factors and Other Considerations" at p. 20 of the Prospectus.
D	<u>Specialized Registrants</u> Not applicable.
E	<u>Use of Proceeds</u> Please refer to the section "Use of Proceeds" at p. 33 of the Prospectus.
F	<u>Determination of Offering Price</u> Please refer to the section "Determination of Offering Price" at p. 34 of the Prospectus.
G	<u>Dilution</u> Not applicable.
H	<u>Selling Security Holders</u> Not applicable.
I	<u>Plan of Distribution</u> Please refer to the section "Plan of Distribution" at p. 35 of the Prospectus.
J	<u>Brokers / Dealers' Compensation</u> Not applicable.
K	<u>Finders</u> Not applicable.
L	<u>Interests of Named Experts and Independent Counsel</u> Please refer to the section "Interests of Named Experts" at p. 61 of the Prospectus.
M	<u>Other Expenses of Issuance and Distribution</u> Please refer to the section "Use of Proceeds" at p. 33 of the Prospectus.

N	<p><u>Authorization Re: Issuer's Bank Accounts</u></p> <p>Please refer to III. Exhibits.</p>
----------	----------------------------------------------------------------------------------------------

II. INFORMATION WITH RESPECT TO THE REGISTRANT
(Parts I – IV, Annex C of SRC Rule 12)

I.	<p><u>Description of Business</u></p> <p>Please refer to the section "Description of Business" at p. 62 of the Prospectus.</p>
II	<p><u>Description of Property</u></p> <p>Please refer to the section "Description of Properties" at p. 91 of the Prospectus.</p>
III	<p><u>Legal Proceedings</u></p> <p>Please refer to the section "Certain Legal Proceedings" at p. 95 of the Prospectus.</p>
IV.	<p><u>Market Price of and Dividends on Registrant's Common Equity and Related Stockholder Matters</u></p> <p>Please refer to the section "Market Price of and Dividends on Ayala Land's Common Equity and Related Stockholder Matters" at p. 96 of the Prospectus.</p>
V.	<p><u>Management's Discussion and Analysis or Plan of Operation</u></p> <p>Please refer to the section "Management's Discussion and Analysis of Financial Condition and Results of Operations" at p. 100 of the Prospectus.</p>
VI.	<p><u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u></p> <p>Please refer to the section "Changes in and Disagreements with Accountants on Accounting and Financial Disclosure" at p. 127 of the Prospectus.</p>
VII.	<p><u>Directors, Executive Officers, Promoters and Control Persons</u></p> <p>Please refer to the section "Directors, Executive Officers and Control Persons" at p. 134 of the Prospectus.</p>
VIII.	<p><u>Executive Compensation</u></p> <p>Please refer to the section "Executive Compensation" at p. 143 of the Prospectus.</p>
IX.	<p><u>Security Ownership of Certain Record and Beneficial Owners and Management.</u></p> <p>Please refer to the section "Security Ownership of Management and Certain Record and Beneficial Owners" at p. 146 of the Prospectus.</p>
X.	<p><u>Certain Relationships and Related Transactions</u></p> <p>Please refer to the section "Certain Relationships and Related Transactions" at p. 148 of the Prospectus.</p>

XI.

Financial Information

Please refer to p. 152 of the Prospectus