## SECURITIES AND EXCHANGE COMMISSION Metro Manila, Philippines

Check box if no longer subject to filing requirement

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 23 of the Securities Regulation Code

| 1. Name and Address of Reporting Person  | 2. Issuer Name and Trading Symbol                             |            |                          |             |               | Relationship of Reporting Person to Issuer     (Check all applicable) |                                  |                             |  |  |  |  |
|--|---|------------|--------------------------|-------------|---------------|---|----------------------------------|-----------------------------|--|--|--|--|
| AYALA CORPORATION  | AYALA LAND, INC. (ALI)  |            |                          |             | 1             |   | (crieck all abbreaue)            |                             |  |  |  |  |
| (Last) (First) (Middle)  | 3. Tax Identification   |            | 5. Statement for         |             | 1 —           | Director<br>Officer   | _x 10% Owner<br>Other            |                             |  |  |  |  |
| 32/F to 35/F Tower One and Exchange Plaza, Ayala   | Number<br>000-153-610-000                                     |            | Month/Year               |             |               | (give title be  | (specify below)                  |                             |  |  |  |  |
| Triangle, Ayala Avenue   | 000-15  | 3-610-000  | April 2019               |             | ╛             | faise the oc  | (ayaan) aasan                    |                             |  |  |  |  |
| (Street)   | 4. Citizenship  |            | 6. If Amendment, Date of |             |               |   |                                  |                             |  |  |  |  |
|  |   | lipino     | Original (Month)         | ear)        |               |   |                                  |                             |  |  |  |  |
| Makati City  | [   | ipino      |                          |             |               |   |                                  |                             |  |  |  |  |
| (City) (Province) (Postal Code)  |   |            | <u> </u>                 | Table 1 - 8 | Equity Securi | ties Beneficially Owned   |                                  |                             |  |  |  |  |
| 1. Class of Equity Security  | Transaction     4. Securities Acquired (A) or Disposed of (D) |            |                          |             |               | of Securities Owned at End  | 6. Nature of Indirect Beneficial |                             |  |  |  |  |
|  | Date  |            |                          |             | of Month      | Number of Shares  | Direct (D) or Indirect (‡) *     | Ownership                   |  |  |  |  |
|  | (Month/Day/Year)  | Amount     | (A) or (D)               | Price       | ⊣ *           | regulation of otherws   | V                                |                             |  |  |  |  |
| COMMON SHARES AT P1.00 PAR VALUE   | Beg. Bal.   |            |                          |             | 46.00%        | 6,778,574,689   | 1 - 32,694,238                   | 32,694,238 sh fodged w/ PCD |  |  |  |  |
| Ooming to the state of the stat | _   |            |                          |             |               | Bal. as of 3/31/19  | D - 6,745,880,451                |                             |  |  |  |  |
|  | 4/3/19  | 27,859,020 | (D)*                     | P44.97      |               |   |                                  | <u> </u>                    |  |  |  |  |
|  | 4/3/19  | 10,737,896 | (D)*                     | P44.95      |               |   |                                  |                             |  |  |  |  |
|  | 4/4/19  | 2,199,327  | (D)*                     | P44.59      |               |   |                                  |                             |  |  |  |  |
|  | 4/5/19  | 5,433,634  | (D)*                     | P44.50      |               |   |                                  | <u></u>                     |  |  |  |  |
|  | 4/10/19   | 12,726,348 | (D)*                     | P44.97      |               |   |                                  |                             |  |  |  |  |
|  | 4/11/19   | 5,174,889  | (D)*                     | P44.97      |               |   |                                  |                             |  |  |  |  |
|  | 4/11/19   | 14,318,920 | (D)*                     | P45.24      |               |   |                                  |                             |  |  |  |  |
|  | 4/12/19   | 20,099,272 | (D)*                     | P46.32      |               |   |                                  |                             |  |  |  |  |
|  | 4/15/19   | 24,955,904 | (D)*                     | P46.57      |               |   |                                  |                             |  |  |  |  |
|  | 4/16/19   | 1,076,377  | (D)*                     | P46.57      |               |   |                                  |                             |  |  |  |  |
|  | 4/16/19   | 15,321,555 | (D)*                     | P46.77      |               |   |                                  |                             |  |  |  |  |
|  | 4/17/19   | 1,000,047  | (D)*                     | P44.97      |               |   |                                  |                             |  |  |  |  |
|  | 4/22/19   | 35,264,287 | (D)*                     | P47.26      |               |   |                                  |                             |  |  |  |  |
|  | 4/23/19   | 399,760    | (D)*                     | P47.26      |               |   |                                  |                             |  |  |  |  |
|  | 4/23/19   | 15,463,862 | (D)*                     | P46.98      |               |   |                                  |                             |  |  |  |  |
|  | 4/24/19   | 37,880,195 | (D)*                     | P46.98      |               | <u> </u>  |                                  |                             |  |  |  |  |
|  | 4/25/19   | 2,199,328  | (D)*                     | P46.98      | 1             |   |                                  |                             |  |  |  |  |
|  | 4/26/19   | 517,489    | (D)*                     | P46.98      |               |   |                                  |                             |  |  |  |  |
|  | *Block Sale Transactions                                      |            |                          |             |               |   | <del> </del>                     |                             |  |  |  |  |
|  | End. Bal.   |            |                          |             | 44.42%        | 6,545,946,579   | <u> D _ </u>                     |                             |  |  |  |  |
|  |   |            |                          |             |               | Bal. as of 4/30/19  |                                  |                             |  |  |  |  |
|  |   |            |                          |             | 1             |   |                                  |                             |  |  |  |  |
| VOTING PREFERRED SHARES AT P0.10 PAR VALUE   | E End. Bal.   |            |                          |             | 93.09%        | 12,163,180,640  | <u> </u>                         |                             |  |  |  |  |
|  |   |            |                          |             |               | Bal. as of 6/29/12  |                                  | (Distance Processes)        |  |  |  |  |
|  |   |            |                          |             |               |   |                                  | (Print or Type Responses)   |  |  |  |  |

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 of 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.

## FORM 23-B (continued)

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., warrants, options, convertible securities)

| Derivative Security | 2. Conversion or<br>Exercise Price<br>of Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Yr) | Number of Derivative Securities     Acquired (A) or Disposed of (D) |            | 5. Date Exercisable and Expiration Date (Month/Day/Year)  Date Exercisable   Expiration |      | 6. Title and Amount of<br>Underlying Securities |                  | Derivative<br>Securities<br>Beneficially | 9. Owner-<br>ship Form<br>of Derivative<br>Security;<br>Direct (D) | 10. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|---------------------|---|--|---|------------|---|------|---|------------------|--|--|--|
|                     |   |  | Amount  | (A) or (D) | Date Exclosure  | Date | Title   | Number of Shares | Month                                    | Indirect (I) *   |  |
|                     |   |  |   |            |   |      |   |                  |  |  |  |
| N/A                 |   |  |   |            |   |      |   |                  |  |  |  |
|                     |   |  |   |            |   |      |   |                  |  |  |  |
|                     |   |  |   |            |   |      |   |                  |  |  |  |
|                     |   |  |   |            |   |      |   |                  |  |  |  |
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|                     |   |  |   |            |   |      |   |                  |  |  |  |
|                     |   |  |   |            |   |      |   |                  |  |  |  |
|                     |   |  | •   |            |   |      |   |                  |  |  |  |
|                     |   |  |   |            |   |      |   |                  |  |  |  |
|                     |   |  |   |            |   |      |   |                  |  |  |  |

Explanation of Responses:

**AYALA CORPORATION** 

by:

SOLOMON M. HERMOSURA

Chief Legal Officer and Corporate Secretary

Date

MAY 0 9 2019

Note: File **three (3)** copies of this form, one of which must be manually signed.

Attach additional sheets if space provided is insufficient.