

# 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. April 27, 2022  
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. [REDACTED] (SEC Use Only) Industry Classification Code
7. 31F Tower One and Exchange Plaza, Ayala Triangle,  
Ayala Avenue, Makati City Address of principal office 1226 Postal code
8. (632) 7908-3111  
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

Title of Each Class (As of March 31, 2022)	Number of Shares of Stock Outstanding	Amount of Debt Outstanding (Registered)
Common	14,795,594,779	
Voting Preferred*	13,066,494,759	P97,900,000,000.00

Indicate the item numbers reported herein :

**Item 9. Other Events**  
**Re: Block Sale of AREIT shares**

**AYALA LAND, INC.**

Registrant



Date: April 27, 2022

**MICHAEL ANTHONY L GARCIA**  
Head, Investor Communications and Compliance,

\*Unregistered



**27 April 2022**

**Philippine Stock Exchange, Inc.**

6th Floor, PSE Tower, 28<sup>th</sup> St. corner 5<sup>th</sup> Avenue  
Bonifacio Global City, Taguig City

To **Ms. Alexandra D. Tom Wong**  
Officer-in-Charge, Disclosure Department

**Philippine Dealing and Exchange Corporation**

29<sup>th</sup> Floor, BDO Equitable Tower  
8751 Paseo de Roxas, Makati City

To **Atty. Marie Rose M. Magallen-Lirio**  
Head, Issuer Compliance and Disclosures Department

**Securities and Exchange Commission**

PICC Complex, Roxas Boulevard, Pasay City

To **Hon. Vicente Graciano P. Felizmenio, Jr.**  
Director, Market Regulation Department

Dear Mesdames, and Gentlemen,

Please be informed that today, Ayala Land, Inc. (ALI) sold 87,370,000 shares (Offer Shares) of AREIT, Inc. (AREIT) at a transaction price of Php39.70 per share, equivalent to Php3.47 billion (exclusive of fees and taxes), in relation to its property-for-share swap transaction with AREIT.

The Offer Shares were offered and sold outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and within the United States to qualified institutional buyers as defined in, and in reliance on, Rule 144A under the U.S. Securities Act. The said shares were also offered and sold in the Philippines in transactions that do not require registration under the Philippine Securities Regulation Code ("**SRC**"), specifically Section 10.1(l) of the SRC and Rule 10.1.3 of the implementing rules and regulations of the SRC.

The sale of the Offer Shares is exempt from the registration requirements of the SRC, and the said shares were not registered with the Philippine Securities and Exchange Commission (the "**Philippine SEC**") under the SRC. Any future offer or sale of the Offer Shares by the buyers thereof in the Philippines is subject to the registration requirements of the SRC unless such offer or sale qualifies as an exempt transaction in accordance with the applicable requirements of the SRC.

The proceeds from the block sale shall be settled on May 2, 2022, under the Placement Agreement between the ALI and AREIT. ALI will submit the required Reinvestment Plan detailing the use of proceeds obtained from the share sale transaction in due course.

Thank you.

A handwritten signature in blue ink, appearing to read 'AB' followed by a stylized flourish.

**AUGUSTO D. BENGZON**

Senior Vice-President  
CFO, Treasurer and Chief Compliance Officer