

**SECURITIES AND EXCHANGE COMMISSION**  
**Metro Manila, Philippines**

**FORM 23-B**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 23 of the Securities Regulation Code

☐ Check box if no longer subject to filing requirement

|                                                                   |  |                                                                    |  |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |  |  |                                                |  |  |
|-------------------------------------------------------------------|--|--------------------------------------------------------------------|--|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person<br><b>TAN, VINCENT Y.</b> |  | 2. Issuer Name and Trading Symbol<br><b>AYALA LAND, INC. (ALI)</b> |  |  | 7. Relationship of Reporting Person to Issuer<br>(Check all applicable)<br><br><div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input checked="" type="checkbox"/> Director<br/> <input type="checkbox"/> Officer<br/>           (give title below)         </div> <div style="width: 45%;"> <input type="checkbox"/> 10% Owner<br/> <input type="checkbox"/> Other<br/>           (specify below)         </div> </div> |  |  |  |                                                |  |  |
| (Last) (First) (Middle)                                           |  | 3. Tax Identification Number                                       |  |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |  |  | 5. Statement for Month/Year                    |  |  |
| 47A Laguna Tower, The Residences at Greenbelt, Esperanza Street   |  | 108-729-400                                                        |  |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |  |  | August 2015                                    |  |  |
| (Street)                                                          |  | 4. Citizenship                                                     |  |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |  |  | 6. If Amendment, Date of Original (Month/Year) |  |  |
| Makati City                                                       |  | Filipino                                                           |  |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |  |  |                                                |  |  |
| (City) (Province) (Postal Code)                                   |  |                                                                    |  |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |  |  |                                                |  |  |

  

| Table 1 - Equity Securities Beneficially Owned |                                         |                                               |            |        |                                               |                    |                                                    |                                            |
|------------------------------------------------|-----------------------------------------|-----------------------------------------------|------------|--------|-----------------------------------------------|--------------------|----------------------------------------------------|--------------------------------------------|
| 1. Class of Equity Security                    | 2. Transaction Date<br>(Month/Day/Year) | 4. Securities Acquired (A) or Disposed of (D) |            |        | 3. Amount of Securities Owned at End of Month |                    | 4. Ownership Form:<br>Direct (D) or Indirect (I) * | 6. Nature of Indirect Beneficial Ownership |
|                                                |                                         | Amount                                        | (A) or (D) | Price  | %                                             | Number of Shares   |                                                    |                                            |
| <b>COMMON SHARES AT P1.00 PAR VALUE</b>        | Beg. Bal.                               |                                               |            |        | 0.09%                                         | 13,092,271         | I - 9,160,151 sh                                   | 9,160,151 sh thru ESOWN                    |
|                                                |                                         |                                               |            |        |                                               | Bal. as of 5/19/15 | D - 3,932,120 sh                                   | (subscribed & unissued until               |
|                                                |                                         |                                               |            |        |                                               |                    |                                                    | fully paid)                                |
|                                                | 8/14/2015                               | 16,100                                        | (D)        | P37.50 |                                               |                    |                                                    |                                            |
|                                                | 8/14/2015                               | 10,000                                        | (D)        | P37.55 |                                               |                    |                                                    |                                            |
|                                                | 8/14/2015                               | 13,000                                        | (D)        | P37.60 |                                               |                    |                                                    |                                            |
|                                                | 8/14/2015                               | 21,900                                        | (D)        | P37.65 |                                               |                    |                                                    |                                            |
|                                                | 8/14/2015                               | 70,000                                        | (D)        | P37.70 |                                               |                    |                                                    |                                            |
|                                                | 8/14/2015                               | 19,000                                        | (D)        | P37.75 |                                               |                    |                                                    |                                            |
|                                                | End. Bal.                               |                                               |            |        | 0.09%                                         | 12,942,271         | I - 9,160,151 sh                                   | 9,160,151 sh thru ESOWN                    |
|                                                |                                         |                                               |            |        |                                               | Bal. as of 8/14/15 | D - 3,782,120 sh                                   | (subscribed & unissued until               |
|                                                |                                         |                                               |            |        |                                               |                    |                                                    | fully paid)                                |

(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.

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

| 1. Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Yr) | 4. Number of Derivative Securities Acquired (A) or Disposed of (D) |            | 5. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 6. Title and Amount of Underlying Securities |                            | 7. Price of Derivative Security | 8. No. of Derivative Securities Beneficially Owned at End of Month | 9. Ownership Form of Derivative Security; Direct (D) or Indirect (I) * | 10. Nature of Indirect Beneficial Ownership |
|------------------------|--------------------------------------------------------|------------------------------------|--------------------------------------------------------------------|------------|----------------------------------------------------------|-----------------|----------------------------------------------|----------------------------|---------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------|
|                        |                                                        |                                    | Amount                                                             | (A) or (D) | Date Exercisable                                         | Expiration Date | Title                                        | Amount or Number of Shares |                                 |                                                                    |                                                                        |                                             |
| N/A                    |                                                        |                                    |                                                                    |            |                                                          |                 |                                              |                            |                                 |                                                                    |                                                                        |                                             |
|                        |                                                        |                                    |                                                                    |            |                                                          |                 |                                              |                            |                                 |                                                                    |                                                                        |                                             |
|                        |                                                        |                                    |                                                                    |            |                                                          |                 |                                              |                            |                                 |                                                                    |                                                                        |                                             |
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|                        |                                                        |                                    |                                                                    |            |                                                          |                 |                                              |                            |                                 |                                                                    |                                                                        |                                             |

Explanation of Responses:


VINCENT Y. TAN  
Signature of Reporting PersonAUG 17 2015  
Date

Intentional misstatements or omissions of facts constitute Criminal Violations under the RSA.

Note: File five (5) copies of this form, one of which must be manually signed. Attach additional sheets if space provided is insufficient.