



August 14, 2017

Securities and Exchange Commission

SEC Building, Mandaluyong City

Attention: **Director Vicente Graciano P. Felizmenio, Jr.**
Director, Markets & Securities Regulation Department

Philippine Dealing and Exchange Corporation

37/F Tower 1, The Enterprise Center

6766 Ayala Ave. cor. Paseo de Roxas, Makati City

Attention: **Ms. Vina Vanessa S. Salonga**
Head, Issuer Compliance and Disclosure Department

Mesdames/Gentlemen:

We hereby submit the amended PSE Disclosure Form 4-2 for our acquisition of BF Jade E-Services Inc..

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Jose Teodoro K. Limcaoco'.

JOSE TEODORO K. LIMCAOCO

Chief Finance Officer

C05136-2017

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Aug 14, 2017
2. SEC Identification Number
34218
3. BIR Tax Identification No.
000-153-610-000
4. Exact name of issuer as specified in its charter
AYALA CORPORATION
5. Province, country or other jurisdiction of incorporation
PHILIPPINES
6. Industry Classification Code (SEC Use Only)
7. Address of principal office
32F to 35F , Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City
Postal Code
1226
8. Issuer's telephone number, including area code
(02)908-3000
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	620,726,154
Preferred B Series 1 Shares	20,000,000
Preferred B Series 2 Shares	27,000,000
Voting Preferred Shares	200,000,000

11. Indicate the item numbers reported herein
Item 9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Ayala Corporation AC

PSE Disclosure Form 4-2 - Acquisition/Disposition of Shares of Another Corporation References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure	
Acquisition of shares of BF Jade E-Services Inc. ("BF Jade")	
Background/Description of the Disclosure	
On 23 February 2017, Ayala Corporation ("Ayala"), Ayala Land Inc. ("Ayala Land"), BPI Capital Corporation ("BPI Capital"), and Kickstart Ventures Inc. signed an investment agreement to acquire ownership stakes in BF Jade E-Service Philippines, Inc. ("BF Jade"), subject to the fulfillment of certain closing conditions, including the approval of the acquisition by the Philippine Competition Commission. BF-Jade is the owner and operator of online fashion platform Zalora Philippines ("Zalora").	
Date of Approval by Board of Directors	Aug 1, 2016
Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction	
Through this transaction, Ayala aims to capture the growing opportunities in e-commerce amid a robust domestic consumer market and an increasingly digital environment. Moreover, with businesses in real estate, banking, and telecommunications, this investment provides opportunities for Ayala to create synergies across the e-commerce value chain.	
Details of the acquisition or disposition	
Date	TBA
Manner	
Issuance of primary shares of the corporation	
Description of the company to be acquired or sold	
BF Jade is the owner and operator of online fashion platform Zalora Philippines ("Zalora"). Zalora is currently the Philippines' largest online fashion destination offering over 120,000 products across over 1,000 brands in accessories, beauty, clothing, shoes, and sports. Zalora's online fashion business is complemented by a proprietary, robust, and scalable logistics platform that effectively utilizes online channels and technology.	

The terms and conditions of the transaction

Number of shares to be acquired or disposed	269,864,500
Percentage to the total outstanding shares of the company subject of the transaction	43.28
Price per share	Total amount <10% of Ayala's shareholders' equity

Nature and amount of consideration given or received

The amount is not material as it is less than 10% of Ayala Corporation's total shareholders' equity

Principle followed in determining the amount of consideration

In coming up with the valuation, two (2) methods were utilized: (i) Discounted Cash Flow with terminal value using the Gordon Growth method and (ii) Enterprise Value / Net Merchandise Value multiple

Terms of payment

Subject to conditions precedent

Conditions precedent to closing of the transaction, if any

1. Completion of certain procedural requirements and submission by Sellers of certain documents to Buyers as part of the due diligence examination; and
2. Delivery of consents from certain parties, including approval (or deemed approval) from the Philippine Competition Commission.

Any other salient terms

1. Board of Directors approval on 1 August 2016 is subject to completion of due diligence examination and satisfaction of conditions precedent
2. Acquisition is still subject to fulfillment of certain closing conditions

Identity of the person(s) from whom the shares were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
BF Jade E-Services Inc.	None

Effect(s) on the business, financial condition and operations of the Issuer, if any

This acquisition allows Ayala to capture the growing opportunities in e-commerce

Other Relevant Information

Some of the conditions precedent to closing the transaction has been complied with, including the approval (or deemed approval) from the Philippine Competition Commission.

Filed on behalf by:

Name	Celeste Jovenir
Designation	Investor Relations Head