

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATIONS CODE (SRC) AND SRC RULE 17(a)-1(b)(3) THEREUNDER

1. **March 31, 2017**
Date of Report (Date of earliest event reported)
2. **34218**
SEC Identification Number
3. **000-153-610-000**
BIR Tax Identification Number
4. **AYALA CORPORATION**
Exact Name of registrant as specified in its charter
5. **PHILIPPINES**
Province, country or other jurisdiction of incorporation
6. **[REDACTED]** (SEC Use Only)
Industry Classification Code
7. **32-35/F, Tower One, Ayala Triangle, Ayala Avenue, Makati City**
Address of principal office
- 1226**
Postal code
8. **908-3000**
Registrant's telephone number, including area code
9. **N.A.**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the SRC

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

Indicate the item numbers reported herein : **Please refer to attached letter**

Re: **AC Infrastructure and SM Investments Corporation submit unsolicited proposal for C3 Elevated Expressway (C3EX)**

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AYALA CORPORATION

Registrant



PAOLO F. BORRROMEO

Group Head, Corporate Strategy and Development

Date : **March 31, 2017**



March 31, 2017

Securities and Exchange Commission

SEC Building, Mandaluyong City

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

The Philippine Stock Exchange, Inc.

3/F Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue, Makati City

Attention: **Mr. Jose Valeriano B. Zuño III**
Head, Disclosure 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:

Please be informed that AC Infrastructure Holdings Corporation ("AC Infrastructure"), a wholly owned subsidiary of Ayala Corporation ("Ayala"), and SM Investments Corporation ("SMIC"), submitted today an unsolicited proposal to the Department of Public Works and Highways to design, finance, construct, operate, and maintain for a period of 35 years an elevated toll road approximately 8.6-kilometer long that would link Sta. Mesa, Manila to the Mall of Asia Complex in Pasay City via the Central Business District. The estimated project cost is ₱25 billion.

The proposed toll road identified as C3 Elevated Expressway ("C3EX"), completes Circumferential Road 3 (C3) and is expected to reduce traffic congestion along Epifanio Delos Santos Avenue ("EDSA") and improve access to Manila Bay development areas, the Makati central business district, the cities of Mandaluyong, San Juan, and Manila. It is proposed to have interchanges in Sta. Mesa, the Circuit Makati, Ayala-Gil Puyat, Roxas Boulevard, and the SM Mall of Asia Complex. The proposed project will go through the government process for unsolicited proposals under the Build-Operate-Transfer (BOT) Law.

Very truly yours,

NORMA P. TORRES

Head of Business Development
AC Infrastructure Holdings Corporation

TRISTAN B. CHOA

Vice President, Investments Portfolio
SM Investments Corporation