

**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

<b>1. Name and Address of Reporting Person</b> <b>AYALA LAND, INC.</b>			<b>2. Issuer Name and Trading Symbol</b> <b>PRIME ORION PHILIPPINES, INC. (POPI)</b>			<b>7. Relationship of Reporting Person to Issuer</b> (Check all applicable) <table style="width:100%; border: none;"> <tr> <td style="width:30%; text-align: center;">_____</td> <td style="width:40%;">Director</td> <td style="width:30%; text-align: center;">_x_</td> <td style="width:10%;">10% Owner</td> </tr> <tr> <td style="text-align: center;">_____</td> <td>Officer</td> <td style="text-align: center;">_____</td> <td>Other</td> </tr> <tr> <td colspan="4" style="text-align: center;">(give title below) (specify below)</td> </tr> </table>			_____	Director	_x_	10% Owner	_____	Officer	_____	Other	(give title below) (specify below)			
_____	Director	_x_	10% Owner																	
_____	Officer	_____	Other																	
(give title below) (specify below)																				
(Last) (First) (Middle) 31/F Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue	<b>3. Tax Identification Number</b> 000-153-790-000		<b>5. Statement for Month/Year</b>																	
(Street) Makati City	<b>4. Citizenship</b> Filipino		<b>6. If Amendment, Date of Original (Month/Year)</b> January 2018																	
(City) (Province) (Postal Code)																				

Table 1 - Equity Securities Beneficially Owned

1. Class of Equity Security	2. Transaction Date (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D)			3. Amount of Securities Owned at End of Month		4. Ownership Form: Direct (D) or Indirect (I) *	6. Nature of Indirect Beneficial Ownership
					%	Number of Shares		
		Amount	(A) or (D)	Price				
<b>COMMON SHARES AT P1.00 PAR VALUE</b>	Beg. Bal.				51.07%	2,500,630,996	D	2,499,999,996 sh.
						Bal. as of 3/31/17	I - 631,000 sh.	631,000 sh. lodged with PCD
	1/26/2018	202,774,547	(A)*	P2.45				
		*Block Sale Transaction						
	End. Bal.				55.21%	2,703,405,543	D	2,499,999,996 sh.
						Bal. as of 1/26/18	I - 203,405,547 sh.	203,405,547 sh. lodged with PCD

(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												

Explanation of Responses:

AYALA LAND, INC.



SOLOMON M. HERMOSURA  
Group General Counsel and  
Corporate Secretary

MAY 16 2018

Date

by:

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