

Howard Hughes Corp  
Form 8-K  
May 27, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

---

**FORM 8-K**

---

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 21, 2015**

---

**THE HOWARD HUGHES CORPORATION**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34856**  
(Commission File Number)

**36-4673192**  
(I.R.S. Employer  
Identification No.)

**One Galleria Tower**  
**13355 Noel Road, 22nd Floor**  
**Dallas, Texas 75240**  
(Address of principal executive offices)

## Edgar Filing: Howard Hughes Corp - Form 8-K

Registrant's telephone number, including area code: **(214) 741-7744**

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the annual meeting of stockholders of The Howard Hughes Corporation, a Delaware corporation (the Company), held on May 21, 2015, the stockholders elected the Company's Board of Directors (the Board) and voted upon three Board proposals contained within our Proxy Statement dated April 3, 2015.

The Board nominees were elected with the following vote:

| Nominee          | For        | Against | Abstentions | Broker Non-Votes |
|------------------|------------|---------|-------------|------------------|
| William Ackman   | 27,683,170 | 188,508 | 50,375      | 6,612,880        |
| Adam Flatto      | 27,833,934 | 38,074  | 50,045      | 6,612,880        |
| Jeffrey Furber   | 27,827,232 | 44,866  | 49,955      | 6,612,880        |
| Gary Krow        | 27,717,074 | 155,096 | 49,883      | 6,612,880        |
| Allen Model      | 27,744,771 | 127,460 | 49,822      | 6,612,880        |
| R. Scot Sellers  | 27,801,478 | 70,065  | 50,510      | 6,612,880        |
| Steven Shepsman  | 27,831,998 | 39,758  | 50,297      | 6,612,880        |
| Burton M. Tansky | 27,801,608 | 70,120  | 50,325      | 6,612,880        |
| Mary Ann Tighe   | 27,786,467 | 86,717  | 48,869      | 6,612,880        |
| David R. Weinreb | 27,745,973 | 126,125 | 49,955      | 6,612,880        |

The stockholders approved the following proposals and cast their votes as described below:

| Proposal   | For        | Against | Abstentions | Broker Non-Votes |
|--|------------|---------|-------------|------------------|
| An advisory (non-binding) vote to approve the compensation of our named executive officers | 27,391,933 | 469,028 | 61,092      | 6,612,880        |

| Proposal  | For        | Against   | Abstentions | Broker Non-Votes |
|---|------------|-----------|-------------|------------------|
| A vote to approve an amendment extending the term of the Company's Section 382 Rights Agreement for three years | 23,943,331 | 3,920,645 | 58,077      | 6,612,880        |

| Proposal  | For        | Against | Abstentions |
|---|------------|---------|-------------|
| A vote to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015 | 34,444,746 | 19,109  | 71,078      |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 4.1                | Section 382 Rights Agreement, dated as of February 27, 2012, by and between The Howard Hughes Corporation and Computershare Trust Company, N.A., as rights agent (incorporated by reference to Exhibit 4.1 to The Howard Hughes Corporation's Current Report on Form 8-K, filed on February 29, 2012)                |
| 4.2                | Amendment No. 1 to Section 382 Rights Agreement, dated as of February 26, 2015, by and between The Howard Hughes Corporation and Computershare Trust Company, N.A., as rights agent (incorporated by reference to Exhibit 4.2 to The Howard Hughes Corporation's Current Report on Form 8-K, filed on March 3, 2015) |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE HOWARD HUGHES CORPORATION

By:

/s/ Peter F. Riley

Peter F. Riley

Senior Vice President, Secretary and General Counsel

Date: May 27, 2015