

MACERICH CO  
Form S-8  
August 14, 2009

As filed with the Securities and Exchange Commission on August 14, 2009

Registration No.

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

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**THE MACERICH COMPANY**

(Exact Name of Registrant as Specified in Its Charter)

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**Maryland**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**95-4448705**  
(I.R.S. Employer  
Identification No.)

**401 Wilshire Boulevard, Suite 700**

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**Santa Monica, California 90401**  
(Address, Including Zip Code, of Principal Executive Offices)

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**The Macerich Company**

**2003 Equity Incentive Plan**

**The Macerich Company**

**Eligible Directors Deferred Compensation/Phantom Stock Plan**

(Full Title of the Plan)

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**Richard A. Bayer**  
**Senior Executive Vice President, Chief Legal Officer and Secretary**  
**The Macerich Company**

**401 Wilshire Boulevard, Suite 700**

**Santa Monica, California 90401**

(Name and Address of Agent for Service)

Telephone Number, including Area Code, of Agent of Service: **(310) 394-6000**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

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Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, \$0.01 par value per share:				
	6,800,000			
2003 Equity Incentive Plan	shares(1)	\$ 26.55(2)	\$ 180,540,000(2)	\$ 10,075(2)
Eligible Directors' Deferred				
Compensation/Phantom Stock Plan	250,000 shares(1)	\$ 26.55(2)	\$ 6,637,500(2)	\$ 371(2)
	7,050,000			
Total	shares(1)	\$ 26.55(2)	\$ 187,177,500(2)	\$ 10,446(2)
(1)	This Registration Statement covers, in addition to the number of shares of The Macerich Company, a Maryland corporation (the Company or the Registrant), common stock, par value \$0.01 per share (the Common Stock), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to The Macerich Company 2003 Equity Incentive Plan and The Macerich Company Eligible Directors' Deferred Compensation/Phantom Stock Plan (the Plans) as a result of one or more adjustments under the applicable Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.			
(2)	Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on August 7, 2009.			

The Exhibit Index for this Registration Statement is at page 7.

**EXPLANATORY NOTE**

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Plans and consists of only those items required by General Instruction E to Form S-8.

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**PART I**

**INFORMATION REQUIRED IN THE  
SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1). Such documents need not be filed with the Securities and Exchange Commission (the Commission) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Securities Act Rule 424. These documents, which include the statement of availability required by Item 2 of Form S-8, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Form S-8 (Part II hereof), taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**

INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT

**Item 3. Incorporation of Documents by Reference**

The following documents of the Company filed with the Commission are incorporated herein by reference:

- (a) The Company's Registration Statements on Form S-8, filed with the Commission on August 25, 2003 and January 24, 1996 (Commission File Nos. 333-108193 and 333-00584, respectively);
- (b) The Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2008, filed with the Commission on February 27, 2009 (Commission File No. 001-12504);
- (c) The Company's Quarterly Reports on Form 10-Q for its fiscal quarter ended March 31, 2009 filed with the Commission on May 11, 2009 and its fiscal quarter ended June 30, 2009 filed with the Commission on August 7, 2009 (each, Commission File No. 001-12504);
- (d) The Company's Current Reports on Form 8-K, filed with the Commission on January 5, 2009, February 11, 2009 (with respect to Items 1.01, 5.03 and 9.01), May 1, 2009, May 27, 2009, May 28, 2009, June 12, 2009, June 23, 2009 and July 31, 2009 (each, Commission File No. 001-12504); and
- (e) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A, filed with the Commission on March 4, 1994, as amended on Form 8-K, dated August 5, 1994, and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such

statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 8.**

**Exhibits**

See the attached Exhibit Index at page 7, which is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Monica, State of California, on August 14, 2009.

**THE MACERICH COMPANY**

By: /s/ Richard A. Bayer  
Richard A. Bayer  
Senior Executive Vice President,  
Chief Legal Officer and Secretary

**POWER OF ATTORNEY**

We, the undersigned directors and officers of The Macerich Company, and each of us, do hereby constitute and appoint Dana K. Anderson, Arthur M. Coppola, Edward C. Coppola, Thomas E. O'Hern and Richard A. Bayer, or any one of them, our true and lawful attorneys and agents, each with power of substitution, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or any one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically but without limitation, the power and authority to sign for us and any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto; and we do hereby ratify and confirm all that the said attorneys and agents, or their substitute or substitutes, or any one of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Arthur M. Coppola Arthur M. Coppola	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	August 14, 2009
/s/ Dana K. Anderson Dana K. Anderson	Vice Chairman of the Board of Directors	August 14, 2009



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/s/ Edward C. Coppola Edward C. Coppola	President and Director	August 14, 2009
/s/ James S. Cownie James S. Cownie	Director	August 14, 2009
/s/ Frederick S. Hubbell Frederick S. Hubbell	Director	August 14, 2009
/s/ Diana M. Laing Diana M. Laing	Director	August 14, 2009
/s/ Stanley A. Moore Stanley A. Moore	Director	August 14, 2009
/s/ Mason G. Ross Mason G. Ross	Director	August 14, 2009
/s/ Dr. William P. Sexton Dr. William P. Sexton	Director	August 14, 2009
/s/ Thomas E. O Hern Thomas E. O Hern	Senior Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	August 14, 2009

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.1	The Macerich Company 2003 Equity Incentive Plan, as amended and restated. (Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 12, 2009, and incorporated herein by reference)
4.2	The Macerich Company Eligible Directors' Deferred Compensation/Phantom Stock Plan, as amended and restated
5.1	Opinion of Venable LLP
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Counsel (included in Exhibit 5.1)
24	Power of Attorney (included in this Registration Statement under "Signatures")