

Howard Hughes Corp  
Form 8-K  
June 14, 2012

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

Washington, DC 20549

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**FORM 8-K**

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

Date of Report (Date of earliest event reported): **June 11, 2012**

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**THE HOWARD HUGHES CORPORATION**

(Exact name of registrant as specified in its charter)

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**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**

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(Address of principal executive offices)

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

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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))
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### 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 June 11, 2012, the stockholders elected the Company's Board of Directors (the Board ) and voted upon four Board proposals contained within our Proxy Statement dated April 26, 2012.

The Board nominees were elected with the following vote:

| Nominee          | For        | Against | Abstentions | Broker Non-Votes |
|------------------|------------|---------|-------------|------------------|
| William Ackman   | 22,862,683 | 179,615 | 6,822       | 8,417,152        |
| Adam Flatto      | 22,978,871 | 38,938  | 31,311      | 8,417,152        |
| Jeffrey Furber   | 23,001,925 | 40,321  | 6,874       | 8,417,152        |
| Gary Krow        | 22,964,558 | 53,272  | 31,290      | 8,417,152        |
| Allen Model      | 23,001,126 | 40,997  | 6,997       | 8,417,152        |
| R. Scot Sellers  | 22,959,752 | 58,008  | 31,360      | 8,417,152        |
| Steven Shepsman  | 22,977,610 | 40,014  | 31,496      | 8,417,152        |
| Burton M. Tansky | 22,958,264 | 59,688  | 31,168      | 8,417,152        |
| Mary Ann Tighe   | 22,968,337 | 74,041  | 6,742       | 8,417,152        |
| David R. Weinreb | 22,957,204 | 60,063  | 31,853      | 8,417,152        |

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

| Proposal  | For        | Against | Abstentions | Broker Non-Votes |
|---|------------|---------|-------------|------------------|
| An advisory (nonbinding) vote to approve the compensation of the named executive officers (1) | 22,749,439 | 281,079 | 18,602      | 8,417,152        |

(1) In 2011, 63.08% of the votes cast in the Company's stockholder advisory vote on the frequency of advisory votes on executive compensation (the Say-on-Frequency Proposal ) voted that the Company should submit advisory votes on executive compensation every third year. The Board evaluated the voting on the Say-on-Frequency Proposal and determined that the Company should submit advisory votes on executive compensation to its stockholders every year because it wants to be responsive to the large minority of stockholders who did not vote for a frequency of three years.

| Proposal  | For        | Against | Abstentions | Broker Non-Votes |
|---|------------|---------|-------------|------------------|
| A vote to approve amendments to the <u>Company's</u> 2010 Equity Incentive Plan | 22,646,819 | 385,265 | 17,036      | 8,417,152        |



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| <b>Proposal</b>   | <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---|------------|----------------|--------------------|-------------------------|
| A vote to ratify the Company's Section 382 Rights Agreement | 22,616,160 | 415,200        | 17,760             | 8,417,152               |

| <b>Proposal</b>  | <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|--|------------|----------------|--------------------|
| A vote to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal 2012 | 31,442,199 | 15,502         | 8,571              |

### Item 9.01 (d) Financial Statement and Exhibits

#### Exhibits

- 3.1** Certificate of Designations of Series A Junior Participating Preferred Stock, filed with the Secretary of State of the State of Delaware on February 29, 2012 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed February 29, 2012)
- 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 Company's Current Report on Form 8-K, filed February 29, 2012)
- 10.1** The Howard Hughes Corporation Amended and Restated 2010 Incentive Plan

**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: June 14, 2012

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
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| <b>10.1</b>    | The Howard Hughes Corporation 2010 Amended and Restated Incentive Plan   |