
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

THE MACERICH COMPANY

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

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

**401 Wilshire Boulevard, Suite 700
Santa Monica, California 90401**
(Address of principal executive offices, including zip code)

The Macerich Company 2003 Equity Incentive Plan, As Amended and Restated
(Full title of the plan)

**Thomas E. O'Hern
Chief Executive Officer
The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, California 90401
(310) 394-6000**

(Name and address of agent for service; telephone number, including area code, of agent for service)

Copies to:

**Ettore A. Santucci, Esq.
David H. Roberts, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
Tel: (617) 570-1000**

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

The Macerich Company (the “Company”) previously filed (i) a Registration Statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) on August 25, 2003 (File No. 333-108193), (ii) a Registration Statement on Form S-8 with the Commission on August 14, 2009 (File No. 333-161371) and (iii) a Registration Statement on Form S-8 with the Commission on June 3, 2016 (File No. 333-211816) (together, the “Original Filings”) in connection with The Macerich Company 2003 Equity Incentive Plan, as amended and restated (together with previous versions of such plan, the “Plan”). This Registration Statement registers additional shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”), to be issued pursuant to the Plan. The contents of the Original Filings, as updated by the information set forth below, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the Commission pursuant to the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference and made a part hereof:

- the Company’s [Annual Report on Form 10-K](#) for the year ended December 31, 2022, filed with the Commission on February 24, 2023;
- the portions of the Company’s definitive [Proxy Statement on Schedule 14A](#) for our 2023 Annual Meeting of Stockholders, filed on April 21, 2023 that are incorporated by reference in our Annual Report on Form 10-K for the year ended December 31, 2022;
- the Company’s [Quarterly Report on Form 10-Q](#) for the quarter ended March 31, 2023, filed with the Commission on May 8, 2023;
- the Company’s Current Reports on Form 8-K filed with the Commission on [February 1, 2023](#) and [June 5, 2023](#);
- the description of the Company’s Common Stock contained in the [Company’s Registration Statement on Form 8-A](#) filed with the Commission on November 13, 1998, as updated by [Exhibit 4.1](#) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 filed with the Commission on February 24, 2023, including any amendment and reports filed for the purpose of updating such descriptions; and
- all documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and 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, except as to any portion of any future report or document that is deemed furnished and not filed in accordance with the Commission’s rules.

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 that 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 8. Exhibits.

Exhibit Number	Description
4.1	Articles of Amendment and Restatement of the Company (incorporated by reference as an exhibit to the Company's Registration Statement on Form S-11, as amended (No. 33-68964)) (Filed in paper – hyperlink is not required pursuant to Rule 105 of Regulation S-T)
4.2	Articles Supplementary of the Company (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date May 30, 1995) (Filed in paper – hyperlink is not required pursuant to Rule 105 of Regulation S-T)
4.3	<u>Articles Supplementary of the Company (with respect to the first paragraph) (incorporated by reference as an exhibit to the Company's 1998 Form 10-K)</u>
4.4	<u>Articles Supplementary of the Company (Series D Preferred Stock) (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date July 26, 2002)</u>
4.5	<u>Articles Supplementary of the Company (incorporated by reference as an exhibit to the Company's Registration Statement on Form S-3, as amended (No. 333-88718))</u>
4.6	<u>Articles of Amendment of the Company, as corrected by a Certificate of Correction (Declassification of Board) (incorporated by reference as an exhibit to the Company's 2008 Form 10-K)</u>
4.7	<u>Articles Supplementary of the Company (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date February 5, 2009)</u>
4.8	<u>Articles of Amendment of the Company (Increased Authorized Shares) (incorporated by reference as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009)</u>
4.9	<u>Articles of Amendment of the Company (To Eliminate the Supermajority Vote Requirement to Amend the Charter and to Clarify a Reference in Article NINTH) (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date May 30, 2014)</u>
4.10	<u>Articles Supplementary of the Company (Election to be Subject to Section 3-803 of the MGCL) (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date March 17, 2015)</u>
4.11	<u>Articles Supplementary of the Company (Designation of Series E Preferred Stock) (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date March 18, 2015)</u>
4.12	<u>Articles Supplementary of the Company (Reclassification of Series E Preferred Stock to Preferred Stock) (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date May 7, 2015)</u>
4.13	<u>Articles Supplementary of the Company (Repeal of Election to be Subject to Section 3-803 of the MGCL) (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date May 28, 2015)</u>
4.14	<u>Articles Supplementary of the Company (Opting Out of Provisions of Subtitle 8 of Title 3 of the MGCL (MUTA Provisions)) (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date April 24, 2019)</u>
4.15	<u>Articles of Amendment of the Company (Increased Authorized Shares) (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date May 28, 2021)</u>
4.16	<u>Amended and Restated Bylaws of the Company (incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date January 26, 2023)</u>
5.1*	<u>Opinion of Venable LLP</u>
23.1*	<u>Consent of KPMG LLP</u>

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- 23.2* [Consent of Venable LLP \(contained in Exhibit 5.1\)](#)
- 24.1* [Power of Attorney \(included on signature page hereto\)](#)
- 99.1 [The Macerich Company 2003 Equity Incentive Plan, as amended and restated as of May 31, 2023 \(incorporated by reference as an exhibit to the Company's Current Report on Form 8-K, event date May 31, 2023\)](#)
- 107* [Calculation of Filing Fee Table](#)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 registration statement (the "Registration Statement") to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Monica, State of California, on this 6th day of June, 2023.

THE MACERICH COMPANY

By: /s/ THOMAS E. O'HERN

Thomas E. O'Hern

Chief Executive Officer and Director

POWER OF ATTORNEY

We, the undersigned directors and officers of The Macerich Company, and each of us, do hereby constitute and appoint Thomas E. O’Hern, Edward C. Coppola, Scott W. Kingsmore and Ann C. Menard, 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 of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ THOMAS E. O’HERN</u> Thomas E. O’Hern	Chief Executive Officer and Director (Principal Executive Officer)	June 6, 2023
<u>/s/ EDWARD C. COPPOLA</u> Edward C. Coppola	President and Director	June 6, 2023
<u>/s/ PEGGY ALFORD</u> Peggy Alford	Director	June 6, 2023
<u>/s/ ERIC K. BRANDT</u> Eric K. Brandt	Director	June 6, 2023
<u>/s/ STEVEN R. HASH</u> Steven R. Hash	Chairman of Board of Directors	June 6, 2023
<u>/s/ ENRIQUE HERNANDEZ, JR.</u> Enrique Hernandez, Jr.	Director	June 6, 2023
<u>/s/ DANIEL J. HIRSCH</u> Daniel J. Hirsch	Director	June 6, 2023
<u>/s/ MARIANNE LOWENTHAL</u> Marianne Lowenthal	Director	June 6, 2023
<u>/s/ STEVEN L. SOBOROFF</u> Steven L. Soboroff	Director	June 6, 2023
<u>/s/ ANDREA M. STEPHEN</u> Andrea M. Stephen	Director	June 6, 2023
<u>/s/ SCOTT W. KINGSMORE</u> Scott W. Kingsmore	Senior Executive Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer)	June 6, 2023
<u>/s/ CHRISTOPHER J. ZECCHINI</u> Christopher J. Zecchini	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	June 6, 2023

June 6, 2023

The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, California 90401

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as Maryland counsel to The Macerich Company, a Maryland corporation (the “Company”), in connection with certain matters of Maryland law arising out of the registration of an additional 5,200,000 shares (the “Shares”) of common stock, \$0.01 par value per share (the “Common Stock”), of the Company pursuant to The Macerich Company 2003 Equity Incentive Plan, as amended and restated effective as of May 31, 2023 (the “Plan”), covered by the above-referenced Registration Statement, and all amendments thereto (the “Registration Statement”), filed by the Company with the United States Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “1933 Act”).

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the “Documents”):

1. The Registration Statement;
2. The charter of the Company (the “Charter”), certified by the State Department of Assessments and Taxation of Maryland (the “SDAT”);
3. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;
4. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
5. Resolutions adopted by the Board of Directors of the Company, or a duly authorized committee thereof, relating to, among other matters, the approval of the Plan and the issuance of the Shares (the “Resolutions”), certified as of the date hereof by an officer of the Company;

6. The Plan;

7. A certificate executed by an officer of the Company, dated as of the date hereof; and

8. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. The Shares will not be issued or transferred in violation of any restriction or limitation on ownership and transfer contained in Article EIGHTH of the Charter or in the Plan. Upon the issuance of any Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter.

6. Each option, restricted stock unit, award, right or other security exercisable or exchangeable for a Share pursuant to the Plan (each, an “Award”) will be duly authorized and validly granted in accordance with the Plan, and each Award will be exercised or exchanged in accordance with the terms of the Plan and such Award, including any option or award agreement entered into in connection therewith.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares pursuant to the Plan has been duly authorized and, when and to the extent issued and delivered by the Company in accordance with the Registration Statement, the Plan and the Resolutions, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of federal or state securities laws, including the securities laws of the State of Maryland, federal or state laws regarding fraudulent transfers or the laws, codes or regulations of any municipality or other local jurisdiction. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated February 24, 2023, with respect to the consolidated financial statements and financial statement schedule III of The Macerich Company, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Los Angeles, California
June 6, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)The Macerich Company
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price per Unit ⁽³⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	Rules 457(c) and 457(h)	5,200,000	\$ 9.43	\$49,036,000	0.00011020	\$ 5,403.77
		Total Offering Amounts			\$ 49,036,000		\$ 5,403.77
		Total Fee Offsets					\$ --
		Net Fee Due					\$ 5,403.77

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover an indeterminate number of additional shares of common stock, par value \$0.01 per share ("Common Stock"), of The Macerich Company (the "Company") as may be required pursuant to The Macerich Company 2003 Equity Incentive Plan, as amended and restated (together with previous versions of such plan, the "Plan") in the event of a stock split, stock dividend, recapitalization or similar transactions.
- (2) The Company previously filed (i) a Registration Statement on Form S-8 (File No. 333-108193) on August 25, 2003 registering the issuance of 6,000,000 shares of Common Stock under the Plan, (ii) a Registration Statement on Form S-8 (File No. 333-161371) on August 14, 2009 registering the issuance of 6,800,000 shares of Common Stock under the Plan and (iii) a Registration Statement on Form S-8 (File No. 333-211816) on June 3, 2016 registering the issuance of 6,000,000 shares of Common Stock under the Plan. By filing this Registration Statement in accordance with Instruction E to Form S-8, the Company registers the issuance of an additional 5,200,000 shares of Common Stock approved for issuance under the Plan at the Annual Meeting of Stockholders of the Company held on May 31, 2023.
- (3) Calculated solely for the purpose of computing the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act based on the average of the high and the low sales prices of shares of the Company's Common Stock as reported on the New York Stock Exchange on May 30, 2023.