# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 6)\*

# **The Macerich Company**

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share (Title of Class of Securities)

554382101 (CUSIP Number)

Jeff Davis
Chief Legal & Corporate Affairs Officer
Ontario Teachers' Pension Plan Board
5650 Yonge Street, 3rd Floor
Toronto, Ontario M2M 4H5
Canada
(416) 228-5900

With a Copy to:

William G. Farrar Sullivan & Cromwell LLP 125 Broad Street New York, New York 10004 (212) 558-4940

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 27, 2021 (Date of Event which Requires Filing of this Statement)

| If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this |  |
|--|--|
| schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. $\Box$   |  |
|  |  |

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

## **SCHEDULE 13D**

**CUSIP No.** 554382101 Page 2 of 7 Pages

| 1  |   |   |  |
|----|---|---|--|
|    | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only) |   |  |
|    | Ontario Teachers' Pension Plan Board                        |   |  |
| 2  |   |   |  |
|    | (a) □   | (b) □   |  |
| 3  | SEC USE   | ONLY  |  |
|    |   |   |  |
| 4  | 4 SOURCE OF FUNDS (See Instructions)                        |   |  |
|    | 00  |   |  |
| 5  | CHECK B   | OX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  |  |
|    |   |   |  |
| 6  |   | HIP OR PLACE OF ORGANIZATION  |  |
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|    | Ontario, C  | 7   SOLE VOTING POWER   |  |
|    |   |   |  |
|    | JMBER OF<br>SHARES  | 0 CHARED MOTING POWER   |  |
|    | NEFICIALLY  | 8 SHARED VOTING POWER   |  |
| O' | WNED BY<br>EACH   | 0   |  |
| RI | EPORTING  | 9 SOLE DISPOSITIVE POWER  |  |
|    | PERSON  |   |  |
|    | WITH  | 10 SHARED DISPOSITIVE POWER   |  |
|    |   |   |  |
| 11 | AGGREGA   | 0<br>ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                       |  |
|    |   |   |  |
| 12 | 0   | OX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |  |
| 12 | СПЕСК Б   | OX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See HISHUCHORS)   |  |
|    |   |   |  |
| 13 | PERCENT   | OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  |  |
|    | 0%  |   |  |
| 14 | TYPE OF   | REPORTING PERSON (See Instructions)   |  |
|    | FI  |   |  |
|    |   |   |  |

## **SCHEDULE 13D**

**CUSIP No.** 554382101 Page 2 of 7 Pages

| 1    | 1 NAMES OF REPORTING PERSONS  |        |  |  |
|------|---|--------|--|--|
|      | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)                                 |        |  |  |
|      |   |        |  |  |
|      | 1700480 Ontario Inc.  |        |  |  |
| 2    | CHECK T   | HE A   | PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)                     |  |
|      | (a) □   | (b) [  |  |  |
|      |   |        |  |  |
| 3    | SEC USE (   | ONLY   |  |  |
|      |   |        |  |  |
| 4    | SOURCE (  | OF FU  | JNDS (See Instructions)  |  |
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| 5    | CHECK B   | OX II  | F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |  |
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| 6    | CITIZENS  | HIP (  | OR PLACE OF ORGANIZATION   |  |
|      |   |        |  |  |
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|      |   | 10     | SHARED DISPOSITIVE POWER   |  |
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| 11   | AGGREGA   | 11 E F | ANIOUNI BENEFICIALLY OWNED BY EACH REPORTING PERSON                          |  |
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|      | 0%  |        |  |  |
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|      | CO  |        |  |  |

This Amendment No. 6 (this "Amendment No. 6") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on November 24, 2014 (the "Original Schedule 13D"), Amendment No. 1 to the Original Schedule 13D filed with the SEC on May 8, 2015 ("Amendment No. 1"), Amendment No. 2 to the Original Schedule 13D filed with the SEC on May 15, 2015 ("Amendment No. 2"), Amendment No. 3 to the Original Schedule 13D filed with the SEC on March 9, 2016 ("Amendment No. 3"), Amendment No. 4 to the Original Schedule 13D filed with the SEC on August 9, 2016 ("Amendment No. 4") and Amendment No. 5 to the Original Schedule 13D filed with the SEC on February 1, 2018 ("Amendment No. 5") (the Original Schedule 13D, together with Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5 and this Amendment No. 6, collectively, the "Schedule 13D"), with respect to the common stock, par value \$0.01 per share (the "Common Stock"), of The Macerich Company, a Maryland corporation (the "Issuer"), filed by Ontario Teachers' Pension Plan Board, an Ontario, Canada corporation ("Teachers'"), and 1700480 Ontario Inc., an Ontario, Canada corporation ("1700480"), wholly owned by Teachers'. Capitalized terms used herein and not otherwise defined have the meanings assigned to such terms in the Original Schedule 13D. All items or responses not described herein remain as previously reported in the Original Schedule 13D, as amended and supplemented by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and Amendment No. 5.

All calculations with respect to beneficial ownership of the Issuer's Common Stock set forth in this Amendment No. 6 are based on 149,472,431 shares of Common Stock outstanding as of November 5, 2020, as reported on to the cover page of the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, filed with the SEC by the Issuer on November 6, 2020.

#### Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended solely with respect to Schedule A and B attached hereto.

#### Item 5. Interest in Securities of the Issuer

As of January 27, 2021 (after giving effect to the transactions described in Item 5(c) below), the Reporting Persons beneficially own no shares of Common Stock. The first sentence of paragraphs (a) and (b) of Item 5 of the Schedule 13D is hereby amended and restated to read in its entirety as follows:

See the rows numbered 7, 8, 9, 10, 11 and 13 on each of pages 2 and 3 of this Amendment No. 6, which are incorporated in this Item 5 by reference.

Item 5(c) of the Schedule 13D is hereby amended by adding the following information:

On January 27, 2021, 7,000,000 shares of Common Stock beneficially owned by the Reporting Persons were sold in a block trade at a price of \$19.25 per share, 4,951,814 shares of Common Stock beneficially owned by the Reporting Persons were sold in multiple open market transactions at a weighted average price per share of \$19.09, at prices ranging from \$18.60 through \$19.59 per

share, 6,201,597 shares of Common Stock beneficially owned by the Reporting Persons were sold in multiple open market transactions at a weighted average price per share of \$20.26, at prices ranging from \$19.60 through \$20.59 per share, 4,080,364 shares of Common Stock beneficially owned by the Reporting Persons were sold in multiple open market transactions at a weighted average price per share of \$21.21, at prices ranging from \$20.60 through \$21.59 per share, 706,959 shares of Common Stock beneficially owned by the Reporting Persons were sold in multiple open market transactions at a weighted average price per share of \$22.03, at prices ranging from \$21.60 through \$22.59 per share, 372,230 shares of Common Stock beneficially owned by the Reporting Persons were sold in multiple open market transactions at a weighted average price per share of \$22.75, at prices ranging from \$22.60 through \$23.59 per share, 400,000 shares of Common Stock beneficially owned by the Reporting Persons were sold in multiple open market transactions at a weighted average price per share of \$24.93, at prices ranging from \$24.60 through \$25.59 per share and 850,000 shares of Common Stock beneficially owned by the Reporting Persons were sold in multiple open market transactions at a weighted average price per share of \$25.75, at prices ranging from \$25.60 through \$26.59 per share. The Reporting Persons undertake to provide the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.

Except for the arrangements described in this Amendment No. 6, neither Reporting Person has, and to the knowledge of the Reporting Persons, without independent verification, no person named in Schedule A or Schedule B has, effected any transactions in the class of securities reported since the date that is 60 days before the date of this Amendment No. 6.

#### Item 7. Material to Be Filed as Exhibits

Description

Exhibit No.

| Exhibit 99.1 | Master Agreement, dated as of November 14, 2014, by and among The Macerich Company, Pacific Premier Retail LP, MACPT LLC, Macerich PPR GP LLC, Queens JV LP, Macerich Queens JV LP, Queens JV GP LLC, and 1700480 Ontario Inc. (incorporated by reference to Exhibit 2.1 to The Macerich Company's Current Report on Form 8-K filed on November 18, 2014). |
|--------------|--|
| Exhibit 99.2 | Registration Rights Agreement, dated as of November 14, 2014, by and between The Macerich Company and 1700480 Ontario Inc. (incorporated by reference to Exhibit 10.1 to The Macerich Company's Current Report on Form 8-K filed on November 18, 2014).  |
| Exhibit 99.3 | Representation Letter, dated as of November 24, 2014, executed and delivered by The Macerich Company and agreed to by Ontario Teachers' Pension Plan Board and 1700480 Ontario Inc. (incorporated by reference to Exhibit 99.3 to the Original Schedule 13D filed on November 24, 2014).   |
| Exhibit 99.4 | Limited Waiver, dated as of November 14, 2014, of the Macerich Company to Ontario Teachers' Pension Plan Board and its affiliates (incorporated by reference to Exhibit 99.4 to the Original Schedule 13D filed on November 24, 2014).   |

| Exhibit 99.5 | Joint Filing Agreement, dated November 24, 2014, by and between Ontario Teachers' Pension Plan Board and 1700480 Ontario Inc. |
|--------------|---|
|              | (incorporated by reference to Exhibit 99.5 to the Original Schedule 13D filed on November 24, 2014).                          |

Exhibit 99.6 Letter Agreement, dated as of August 8, 2016, by and among The Macerich Company, Ontario Teachers' Pension Plan Board and 1700480 Ontario Inc. (incorporated by reference to Exhibit 99.6 to Amendment No. 4 filed on August 9, 2016).

#### **Signatures**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 28, 2021

## Ontario Teachers' Pension Plan Board

By: /s/ Rossana Di Lieto

Name: Rossana Di Lieto

Title: Senior Managing Director & Chief Compliance

Officer

## 1700480 Ontario Inc.

By: /s/ Sandra J. Hardy
Name: Sandra J. Hardy
Title: Authorized Officer

#### **SCHEDULE A**

# CERTAIN INFORMATION REGARDING THE BOARD MEMBERS AND OFFICERS OF ONTARIO TEACHERS' PENSION PLAN BOARD

Set forth in the table below are the name, current business address and current occupation or employment of each of the board members and officers of Ontario Teachers' Pension Plan Board, an Ontario, Canada corporation ("Teachers'"). Each director and officer is a citizen of Canada with the exception of Andrew Jonathan Mark Taylor and Nicholas Jansa, who are citizens of the United Kingdom, Karen-Ann Frank, who is a citizen of the United States and Wei Beng Chan, who is a citizen of Malaysia.

| Name   | Business Address  | Principal Occupation or Employment                           |
|--|---|--|
| William Frank Chinery<br>(Board Member)      | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5 | Board Member   |
| Cathryn Elizabeth Cranston<br>(Board Member) | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5 | Board Member   |
| Patricia Anne Croft<br>(Board Member)        | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5 | Board Member   |
| Cindy Lou Forbes<br>(Board Member)           | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5 | Board Member   |
| Lise Fournel<br>(Board Member)               | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5 | Board Member   |
| Melville George Lewis<br>(Board Member)      | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5 | Board Member   |
| Gene Lewis<br>(Board Member)                 | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5 | Board Member   |
| Kathleen O'Neill<br>(Board Member)           | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5 | Board Member   |
| Steven Robert McGirr<br>(Board Member)       | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5 | Board Member   |
| John David Murray<br>(Board Member)          | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5 | Board Member   |
| OFFICERS                                     |   |  |
| Tracy Lee Abel                               | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5 | Chief Operations & Pension Officer                           |
| Gillian Margaret Boyd Brown                  | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5 | Senior Managing Director, Capital Markets                    |
| William Dale Burgess                         | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5 | Senior Managing Director, Infrastructure & Natural Resources |

| Wei Beng Chan                    | Suites 2801, 2805-2810, Alexandra House 18<br>Chater Road, Central Hong Kong | Senior Managing Director, Asia Pacific                     |
|----------------------------------|--|--|
| Jeffrey Michael Davis            | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5              | Chief Legal & Corporate Affairs Officer                    |
| Karen-Ann Frank                  | 10 Portman Square, London, W1H 6AZ   | Senior Managing Director, Equities                         |
| Ziad Hindo                       | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5              | Chief Investment Officer                                   |
| Stephen Frederick James McLennan | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5              | Senior Managing Director, Total Fund<br>Management         |
| Nicholas Jansa                   | 10 Portman Square, London, W1H 6AZ   | Senior Managing Director, EMEA                             |
| David Lloyd McGraw               | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5              | Chief Financial Officer                                    |
| Saurabh Rastogi                  | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5              | Managing Director, Investment Risk                         |
| Sarah Jane Rowe                  | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5              | Vice Chair, Investments                                    |
| Olivia Steedman                  | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5              | Senior Managing Director, Teachers'<br>Innovation Platform |
| Andrew Jonathan Mark Taylor      | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5              | President & Chief Executive Officer                        |
| Beth Tyndall                     | 5650 Yonge Street, 3 <sup>rd</sup> Floor<br>Toronto, ON M2M 4H5              | Chief People Officer                                       |
|                                  |  |  |

#### SCHEDULE B

## CERTAIN INFORMATION REGARDING THE DIRECTORS AND EXECUTIVE OFFICERS OF 1700480 ONTARIO INC.

Set forth in the table below are the name, current business address and current occupation or employment of each of the directors and executive officers of 1700480 Ontario Inc., an Ontario, Canada corporation. Each director and officer is a citizen of Canada with the exception of Cintia Guimaraes, who is a citizen of Brazil.

| <u>Name</u>                    | Business Address   | Principal Occupation or Employment   |
|--------------------------------|--|--|
| John M. Sullivan<br>(Director) | 20 Queen Street West, 5th Floor<br>Toronto, Ontario M5H 3R4                                  | President & Chief Executive Officer of The Cadillac Fairview Corporation Limited                     |
| Sandra J. Hardy<br>(Director)  | 20 Queen Street West, 5th Floor<br>Toronto, Ontario M5H 3R4                                  | Executive Vice-President, General Counsel and Secretary of The Cadillac Fairview Corporation Limited |
| Sahezad Pardhan<br>(Officer)   | 20 Queen Street West, 5th Floor<br>Toronto, Ontario M5H 3R4                                  | Executive Vice-President & Chief Financial Officer of The Cadillac Fairview Corporation Limited      |
| Joseph Pucci<br>(Officer)      | 20 Queen Street West, 5th Floor<br>Toronto, Ontario M5H 3R4                                  | Senior Vice-President, Finance of The Cadillac Fairview Corporation Limited                          |
| Cintia Guimaraes<br>(Officer)  | Av. Dr. Chucri Zaidan, 1170, Marble Tower, 150<br>Andar<br>São Paulo, SP—Brazil<br>04583-110 | Senior Vice-President, Investments of Cadillac<br>Fairview São Paulo Participações                   |
| Duncan Osborne<br>(Officer)    | 20 Queen Street West, 5th Floor<br>Toronto, Ontario M5H 3R4                                  | Executive Vice-President, Investments of The Cadillac Fairview Corporation Limited                   |
| Alan Millar<br>(Officer)       | 20 Queen Street West, 5th Floor<br>Toronto, Ontario M5H 3R4                                  | Vice-President, Finance of The Cadillac<br>Fairview Corporation Limited                              |
| Lois A. Miles<br>(Officer)     | 20 Queen Street West, 5th Floor<br>Toronto, Ontario M5H 3R4                                  | Senior Vice-President, Tax and Treasury of<br>The Cadillac Fairview Corporation Limited              |
| Salvatore Iacono<br>(Officer)  | 20 Queen Street West, 5th Floor<br>Toronto, Ontario M5H 3R4                                  | Executive Vice-President, Operations of The Cadillac Fairview Corporation Limited                    |
| Louie DiNunzio<br>(Officer)    | 20 Queen Street West, 5th Floor<br>Toronto, Ontario M5H 3R4                                  | Senior Vice-President, Investments of The Cadillac Fairview Corporation Limited                      |

Karl Kreppner (Officer) 20 Queen Street West, 5th Floor Toronto, Ontario M5H 3R4 Senior Vice-President, Investments of The Cadillac Fairview Corporation Limited

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EXHIBIT INDEX