

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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 7, 2015

---

**THE MACERICH COMPANY**  
(Exact name of registrant as specified in its charter)

**MARYLAND**

**1-12504**

**95-4448705**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**401 Wilshire Boulevard, Suite 700, Santa Monica, California 90401**  
(Address of principal executive offices) (Zip Code)

(Registrant's telephone number, including area code): **(310) 394-6000**

**N/A**

(Former Name or Former Address, if Changed Since Last report)

---

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 (see General Instruction A.2. below):

- 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 1.01 Entry Into a Material Definitive Agreement.**

On May 7, 2015, The Macerich Company, a Maryland corporation (the "Company"), and Computershare Trust Company, N.A., as rights agent (the "Rights Agent"), entered into an amendment (the "Amendment") to that certain Rights Agreement (the "Rights Agreement"), dated as of March 17, 2015, by and between the Company and the Rights Agent.

The Amendment accelerated the expiration of the preferred share purchase rights (the "Rights") under the Rights Agreement to May 7, 2015 and had the effect of terminating the Rights Agreement on that date. At the time of the termination of the Rights Agreement, all of the Rights distributed to holders of the Company's common stock pursuant to the Rights Agreement expired.

The foregoing is a summary of the terms of the Amendment. The summary does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 4.1 and incorporated herein by reference.

**Item 1.02 Termination of a Material Definitive Agreement.**

The information set forth in Items 1.01 is incorporated herein by reference.

**Item 3.03 Material Modifications to Rights of Security Holders.**

The information set forth in Items 1.01 and 5.03 is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

In connection with the adoption of the Rights Agreement, on March 17, 2015, the Company filed Articles Supplementary for Series E Preferred Stock (the "Preferred Shares") with the State Department of Assessments and Taxation of Maryland.

Promptly following the expiration of the Rights and the termination of the Rights Agreement, the Company filed Articles Supplementary (the "Articles Supplementary") with the State Department of Assessments and Taxation of Maryland reclassifying the Preferred Shares as shares of the Company's preferred stock without designation, effective as of May 8, 2015. The foregoing is a summary of the terms of the Articles Supplementary. The summary does not purport to be complete and is qualified in its entirety by reference to the Articles Supplementary, the form of which is attached as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- Exhibit 3.1 Form of Articles Supplementary of The Macerich Company reclassifying the Series E Preferred Stock as shares of the Company's preferred stock without designation.
- Exhibit 4.1 Amendment No.1 to Rights Agreement, dated May 7, 2015, between The Macerich Company and Computershare Trust Company, N.A., as Rights Agent.

**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 MACERICH COMPANY**

Date: May 12, 2015

By: /s/ Thomas J. Lease  
\_\_\_\_\_  
Thomas J. Lease  
Senior Executive Vice President,  
Chief Legal Officer and Secretary

---

**THE MACERICH COMPANY**  
**ARTICLES SUPPLEMENTARY**

The Macerich Company, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation that:

**FIRST:** Under a power contained in Article FIFTH of the charter of the Corporation (the "Charter"), the Board of Directors of the Corporation (the "Board"), by duly adopted resolutions, reclassified and designated all two hundred thousand (200,000) authorized (but currently unissued) shares of Series E Preferred Stock, par value \$.01 per share (the "Series E Preferred Stock"), as shares of preferred stock, par value \$.01 per share, with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, and terms and conditions of redemption as set forth in the Charter.

**SECOND:** The shares of Series E Preferred Stock have been reclassified and designated by the Board under the authority contained in the Charter.

**THIRD:** These Articles Supplementary have been approved by the Board in the manner and by the vote required by law.

**FOURTH:** The undersigned acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

*-Signature page follows-*

---

IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be executed in its name and on its behalf by its Senior Executive Vice President, Chief Legal Officer and Secretary and attested by its Senior Executive Vice President, Chief Financial Officer and Treasurer on this 7th day of May, 2015.

ATTEST:

THE MACERICH COMPANY

By: /s/ Thomas E. O'Hern  
Name: Thomas E. O'Hern  
Title: Senior Executive Vice President,  
Chief Financial Officer and  
Treasurer

By: /s/ Thomas J. Leanse  
Name: Thomas J. Leanse  
Title: Senior Executive Vice President,  
Chief Legal Officer and Secretary

*Signature Page to Articles Supplementary*

---

**AMENDMENT NO. 1 TO RIGHTS AGREEMENT**

This Amendment No. 1 to Rights Agreement (this “**Amendment**”) is dated as of May 7, 2015 (the “**Effective Date**”) and amends the Rights Agreement, dated as of March 17, 2015 (the “**Rights Agreement**”), by and between The Macerich Company, a Maryland corporation (the “**Company**”), and Computershare Trust Company, N.A., a federally chartered trust company, as rights agent (the “**Rights Agent**”). Capitalized terms used in this Amendment and not otherwise defined have the meaning given to them in the Rights Agreement.

**RECITALS**

WHEREAS, in accordance with Section 27 of the Rights Agreement, the Company may, and the Rights Agent shall if the Company so directs, amend the Rights Agreement without the approval of any holders of Rights to make any change to or delete any provision thereof or to adopt any other provisions with respect to the Rights which the Company may deem necessary or desirable; and

WHEREAS, the Company deems it desirable to, and directs the Rights Agent to, enter into this Amendment.

**AGREEMENT**

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein, the parties hereby agree as follows:

1. *Amendment of the Rights Agreement.* Section 1.28 of the Rights Agreement is hereby amended and restated in its entirety as follows:

“**Final Expiration Date**” means May 7, 2015.

2. *Amendment of Exhibits.* The exhibits to the Rights Agreement shall be deemed to be restated to reflect this Amendment, including all conforming changes.

3. *Other Amendment; Effect of Amendment.* Except as and to the extent expressly modified by this Amendment, the Rights Agreement and the exhibits thereto remain in full force and effect in all respects without any modification. This Amendment will be deemed an amendment to the Rights Agreement and will become effective on the Effective Date. In the event of a conflict or inconsistency between this Amendment and the Rights Agreement and the exhibits thereto, the provisions of this Amendment will govern.

4. *Counterparts.* This Amendment may be executed in any number of counterparts, and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. A signature to this

---

Amendment transmitted electronically shall have the same authority, effect and enforceability as an original signature.

5. *Severability.* If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment will remain in full force and effect and will in no way be affected, impaired or invalidated.

6. *Descriptive Headings.* Descriptive headings of the sections of this Amendment are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

7. *Further Assurances.* Each of the parties to this Amendment will cooperate and take such action as may be reasonably requested by the other party in order to carry out the provisions and purposes of this Amendment, the Rights Agreement and the transactions contemplated hereunder and thereunder.

8. *Governing Law.* This Amendment shall be deemed to be a contract made under the laws of the state of Maryland and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state, except that the rights, duties and obligations of the Rights Agent shall be governed by and construed in accordance with the laws of the state of New York.

[Signature Page Follows]

