

MACERICH CO
Form 8-K
June 25, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) June 21, 2018

THE MACERICH COMPANY

(Exact Name of Registrant as Specified in Charter)

MARYLAND
(State or Other Jurisdiction

1-12504
(Commission

95-4448705
(IRS Employer

of Incorporation)

File Number)

Identification No.)

401 Wilshire Boulevard, Suite 700, Santa Monica, California 90401

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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 financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.07 Submission of Matters to a Vote of Security Holders.

The Macerich Company (the Company) held its annual meeting of stockholders on June 21, 2018 (the Annual Meeting). At the Annual Meeting, the Company's stockholders (1) elected the ten nominees listed below to serve as directors until the next annual meeting of stockholders and until their respective successors are duly elected and qualified, (2) ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018 and (3) approved the compensation of the Company's named executive officers.

Proposal 1: Election of Ten Directors to Serve Until the Next Annual Meeting of Stockholders and Until Their Respective Successors are Duly Elected and Qualified.

| | For | Against | Abstentions | Broker Non-Votes |
|--------------------|-------------|------------|-------------|------------------|
| Peggy Alford | 128,471,271 | 634,415 | 51,903 | 4,273,037 |
| John H. Alschuler | 104,450,756 | 24,667,569 | 39,264 | 4,273,037 |
| Eric K. Brandt | 126,201,056 | 2,903,593 | 52,940 | 4,273,037 |
| Edward C. Coppola | 126,065,422 | 3,054,604 | 37,563 | 4,273,037 |
| Steven R. Hash | 125,548,742 | 3,571,198 | 37,649 | 4,273,037 |
| Daniel J. Hirsch | 128,709,137 | 396,512 | 51,940 | 4,273,037 |
| Diana M. Laing | 125,793,332 | 3,325,569 | 38,688 | 4,273,037 |
| Thomas E. O'Hern | 127,642,917 | 1,476,973 | 37,699 | 4,273,037 |
| Steven L. Soboroff | 101,948,968 | 27,169,684 | 38,937 | 4,273,037 |
| Andrea M. Stephen | 125,307,636 | 3,811,261 | 38,692 | 4,273,037 |

Proposal 2: Ratification of the Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the Year Ending December 31, 2018.

| For | Against | Abstentions |
|-------------|---------|-------------|
| 132,548,523 | 775,356 | 106,747 |

There were no broker non-votes for Proposal 2.

Proposal 3: Advisory Vote to Approve the Compensation of the Company's Named Executive Officers.

| For | Against | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|------------------|
| 114,260,225 | 14,510,940 | 386,424 | 4,273,037 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, The Macerich Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE MACERICH COMPANY

By: ANN C. MENARD

/s/ Ann C. Menard
Executive Vice President,

Chief Legal Officer and Secretary

June 25, 2018

Date