

MACERICH CO
Form 8-K
June 02, 2014

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) **May 30, 2014**

THE MACERICH COMPANY

(Exact Name of Registrant as Specified in Charter)

MARYLAND
(State or Other Jurisdiction of
Incorporation)

1-12504
(Commission File Number)

95-4448705
(IRS Employer Identification No.)

Edgar Filing: MACERICH CO - Form 8-K

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Compensatory Arrangements of Certain Officers

The Board of Directors of The Macerich Company (the Company) previously approved, subject to stockholder approval, amendments to The Macerich Company 2003 Equity Incentive Plan (the 2003 Incentive Plan) that would (1) extend the flexibility to grant certain performance-based awards under the plan that are designed to satisfy the requirements for deductibility of compensation under Section 162(m) of the Internal Revenue Code through the first annual meeting of stockholders that occurs in 2019 and (2) approve the material terms of the performance goals in the 2003 Incentive Plan under which these performance-based awards may be granted. These performance goals are set forth in Section 5.2 of the 2003 Incentive Plan and described in detail in Exhibit A to the 2003 Incentive Plan document, which is filed as Exhibit 10.1 hereto and incorporated herein by reference. As reported under Item 5.07 below, the Company's stockholders approved the amendments to the 2003 Incentive Plan at its Annual Meeting of Stockholders held on May 30, 2014 (the Annual Meeting).

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

(a) The Company held its Annual Meeting on May 30, 2014.

(b) At the Annual Meeting, the Company's stockholders (i) elected the eleven nominees listed below to serve as directors for a term expiring at the next annual meeting of stockholders and until their respective successors are duly elected and qualified, (ii) ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014, (iii) approved the compensation of the Company's named executive officers, (iv) amended and re-approved the provisions of the 2003 Incentive Plan relating to Section 162(m) of the Internal Revenue Code, and (v) approved amendments to the Company's charter to eliminate the supermajority vote requirement to amend the Company's charter (with certain exceptions) and to clarify a reference in Article NINTH to conform to Maryland General Corporation Law.

Proposal 1: Election of Eleven Directors for a Term Expiring at the Next Annual Meeting of Stockholders and Until Their Respective Successors are Duly Elected and Qualified.

| | <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-----------------------|-------------|----------------|--------------------|-------------------------|
| Douglas D. Abbey | 121,406,292 | 2,176,104 | 60,237 | 4,078,684 |
| Dana K. Anderson | 117,321,282 | 6,261,815 | 59,536 | 4,078,684 |
| Arthur M. Coppola | 115,709,078 | 6,710,970 | 1,222,585 | 4,078,684 |
| Edward C. Coppola | 117,365,948 | 6,216,445 | 60,240 | 4,078,684 |
| Fred S. Hubbell | 112,173,819 | 11,408,756 | 60,058 | 4,078,684 |
| Diana M. Laing | 122,927,694 | 655,090 | 59,849 | 4,078,684 |
| Stanley A. Moore | 120,659,316 | 2,922,513 | 60,804 | 4,078,684 |
| Mason G. Ross | 121,404,923 | 2,175,829 | 61,881 | 4,078,684 |
| Dr. William P. Sexton | 120,779,455 | 2,802,115 | 61,063 | 4,078,684 |
| Steven L. Soboroff | 123,460,334 | 121,475 | 60,824 | 4,078,684 |
| Andrea M. Stephen | 123,337,154 | 246,709 | 58,770 | 4,078,684 |

Proposal 2: Ratification of the Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the Year Ending December 31, 2014.

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> |
|-------------|----------------|--------------------|
| 127,603,666 | 31,670 | 85,981 |

There were no broker non-votes for Item 2.

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

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|--------------------|-------------------------|
| 120,553,295 | 2,684,603 | 404,735 | 4,078,684 |

Proposal 4: Amendment and Re-approval of the Provisions of the Company's Amended and Restated 2003 Equity Incentive Plan Relating to Section 162(m) of the Internal Revenue Code.

Edgar Filing: MACERICH CO - Form 8-K

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|--------------------|-------------------------|
| 121,087,749 | 2,473,762 | 81,122 | 4,078,684 |

Proposal 5: Approval of Amendments to the Company's Charter to Eliminate the Supermajority Vote Requirement to Amend the Company's Charter (with certain exceptions) and to Clarify a Reference in Article NINTH to Conform to the Maryland General Corporation Law.

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|--------------------|-------------------------|
| 123,430,824 | 144,306 | 67,503 | 4,078,684 |

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

3.1 Articles of Amendment (to eliminate the supermajority vote requirement to amend the charter and to clarify a reference in Article NINTH).

10.1* The Macerich Company 2003 Equity Incentive Plan, as amended and restated as of May 30, 2014.

* Represents a management contract, or compensatory plan, contract or arrangement required to be filed pursuant to Regulation S-K.

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: THOMAS J. LEANSE

June 2, 2014
Date

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

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 3.1 | Articles of Amendment (to eliminate the supermajority vote requirement to amend the charter and to clarify a reference in Article NINTH). |
| 10.1* | The Macerich Company 2003 Equity Incentive Plan, as amended and restated as of May 30, 2014. |

* Represents a management contract, or compensatory plan, contract or arrangement required to be filed pursuant to Regulation S-K.
