

MACERICH CO
Form 8-K
June 03, 2013

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, 2013**

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.)

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

(Address of Principal Executive Offices)

(Zip Code)

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

(a) The Macerich Company (the Company) held its Annual Meeting of Stockholders on May 30, 2013 (the Annual Meeting).

(b) At the Annual Meeting, the Company's stockholders (i) elected the ten 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, 2013, (iii) approved the compensation of the Company's named executive officers and (iv) approved the amendment and restatement of the Company's Employee Stock Purchase Plan.

Item 1: The election of ten 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 | 121,490,205 | 232,540 | 48,974 | 4,712,078 |
| Dana K. Anderson | 116,845,652 | 4,877,104 | 48,963 | 4,712,078 |
| Arthur M. Coppola | 117,505,899 | 3,992,574 | 273,246 | 4,712,078 |
| Edward C. Coppola | 116,846,744 | 4,876,835 | 48,140 | 4,712,078 |
| Fred S. Hubbell | 120,979,426 | 743,280 | 49,013 | 4,712,078 |
| Diana M. Laing | 121,451,695 | 272,050 | 47,974 | 4,712,078 |
| Stanley A. Moore | 121,048,589 | 674,719 | 48,411 | 4,712,078 |
| Mason G. Ross | 121,491,455 | 232,092 | 48,172 | 4,712,078 |
| Dr. William P. Sexton | 121,198,961 | 522,047 | 50,711 | 4,712,078 |
| Andrea M. Stephen | 121,494,699 | 229,402 | 47,618 | 4,712,078 |

Item 2: The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2013.

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> |
|-------------|----------------|--------------------|
| 126,396,725 | 25,799 | 61,273 |

There were no broker non-votes for Item 2.

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

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> | Broker Non- <u>Votes</u> |
|-------------|----------------|--------------------|-----------------------------|
| 119,864,584 | 1,627,155 | 279,980 | 4,712,078 |

Item 4: Approval of the amendment and restatement of the Company's Employee Stock Purchase Plan.

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> | Broker Non- <u>Votes</u> |
|-------------|----------------|--------------------|-----------------------------|
| 121,486,766 | 229,680 | 55,273 | 4,712,078 |

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 3, 2013
Date

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