

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 28, 2015**

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
(Address of Principal Executive Offices)

90401
(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.

(b) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 28, 2015, pursuant to the Guidelines on Corporate Governance of The Macerich Company, a Maryland corporation (the "Company"), and as a result of the failure of each of Douglas D. Abbey and Stanley A. Moore to receive a sufficient number of votes for re-election at the Company's 2015 Annual Meeting of Stockholders (the "Annual Meeting"), Messrs. Abbey and Moore each tendered his resignation from the Board of Directors (the "Board") of the Company. Following the Annual Meeting, consistent with the Company's Guidelines on Corporate Governance, the Board, upon the recommendation of the Nominating and Corporate Governance Committee of the Board, accepted the tendered resignations from Messrs. Abbey and Moore, effective as of May 28, 2015.

On May 28, 2015, the Board reduced the size of the Board from 12 directors to 10.

The information set forth in Item 5.03 of this report that is related to the resignations from the Board of the Class I and Class III directors in order to implement a declassified board structure, and the immediate re-election of those directors to the Board, is hereby incorporated by reference under this Item 5.02.

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

Declassification of the Board. On May 28, 2015, the Board elected by resolution to no longer be subject to Section 3-803 of the Maryland General Corporation Law ("MGCL"). In accordance with Maryland law, Articles Supplementary with respect to the Company's election to no longer be subject to Section 3-803 of the MGCL were filed by the Company with, and were accepted for record by, the State Department of Assessments and Taxation of Maryland on and effective as of June 1, 2015. As permitted under the MGCL, in order to effect the immediate declassification of the Board, each of the Class I directors and Class III directors resigned from the Board and were immediately re-elected by the remaining directors to serve until the Company's annual meeting of stockholders in 2016 and until their successors are duly elected and qualify. Accordingly, the Board will no longer be classified into three separate classes of directors, with directors in each class generally serving three-year terms. Instead, the Board will consist of a single class of directors and directors will stand for election each year.

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

On May 28, 2015, the Annual Meeting was held. The following are the proposals voted upon at the Annual Meeting and the final results of the votes on such proposals. The proposals are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on May 11, 2015 (the “Definitive Proxy Statement”). Information regarding the terms of a settlement between the Company and certain stockholders with respect to the election of directors at the Annual Meeting was included in the Definitive Proxy Statement and is incorporated herein by reference.

Proposal 1: Election of Class I Directors.

	<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Douglas D. Abbey	28,443,986	113,907,181	640,130	3,849,247
John H. Alschuler	119,057,568	17,993,844	5,939,885	3,849,247
Steven R. Hash	119,044,281	18,004,388	5,942,628	3,849,247
Stanley A. Moore	28,044,451	114,635,324	311,522	3,849,247

Proposal 2: Ratification of the Appointment of KPMG LLP as the Company’s Independent Registered Public Accounting Firm for the Year Ending December 31, 2015.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
146,379,355	263,981	197,208

There were no broker non-votes for Proposal 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>
79,817,820	62,973,808	199,669	3,849,247

Item 8.01 Other Events.

The Company issued a press release on May 28, 2015 announcing the results of its Annual Meeting and the declassification of its Board. A copy of the press release is attached as Exhibit 99.1, and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 3.1	Articles Supplementary relating to The Macerich Company’s election to no longer be subject to Section 3-803 of the Maryland General Corporation Law.
Exhibit 99.1	Press Release dated May 28, 2015.

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 E. O’HERN

June 1, 2015
Date

/s/ Thomas E. O’Hern
Senior Executive Vice President,

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
3.1	Articles Supplementary relating to The Macerich Company's election to no longer be subject to Section 3-803 of the Maryland General Corporation Law.
99.1	Press Release dated May 28, 2015.

THE MACERICH COMPANY

ARTICLES SUPPLEMENTARY

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

FIRST: Pursuant to Section 3-802(b)(3) of the Maryland General Corporation Law (the "MGCL"), the Company, by a resolution of its Board of Directors (the "Board") duly adopted at a meeting duly called and held, elected to no longer be subject to Section 3-803 of the MGCL.

SECOND: The Company's election to no longer be subject to Section 3-803 of the MGCL has been approved by the Board in the manner and by the vote required by law.

THIRD: The undersigned acknowledges these Articles Supplementary to be the corporate act of the Company 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 for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused these Articles Supplementary to be executed under seal in its name and on its behalf by its Senior Executive Vice President and Chief Legal Officer and attested by its Senior Executive Vice President and Chief Financial Officer on this 29th day of May, 2015.

ATTEST:

THE MACERICH COMPANY

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

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

MACERICH ANNOUNCES VOTING RESULTS FROM ANNUAL STOCKHOLDER MEETING

Board of Directors to Declassify Immediately

SANTA MONICA, Calif., May 28, 2015 — The Macerich Company (NYSE: MAC) today announced that, at its 2015 annual meeting of stockholders held earlier today, new independent directors John H. Alschuler and Steven R. Hash were elected by a majority of votes cast.

Independent directors Stanley A. Moore and Douglas D. Abbey did not receive a majority of votes cast for re-election and have tendered their resignations as required under the company's corporate governance guidelines. The board of directors has accepted the resignations of Messrs. Moore and Abbey. The company also reduced the size of the board from 12 directors to 10.

Arthur Coppola, chairman and chief executive officer of Macerich, stated, "On behalf of the entire board of directors, I want to thank Stan and Doug for their years of service and dedication to Macerich. We appreciate their contributions to the business, and we wish them well in their future endeavors."

Also at the meeting today, stockholders ratified the appointment of KPMG LLP as the company's independent registered public accounting firm. Stockholders approved the advisory vote regarding the compensation of the company's named executive officers.

Separately, the company also announced today that its board of directors has determined to declassify, effective immediately.

Mr. Coppola added, "We appreciate the feedback from stockholders and will continue to take action to enhance corporate governance. Our commitment to governance enhancement is demonstrated by the recent termination of the stockholder rights plan and the addition of two new independent directors - John H. Alschuler and Steven R. Hash - as well as the board's decision to declassify effective immediately. We are confident that these corporate governance changes are in the best interests of all Macerich stockholders, and we remain focused on executing our strategy to position Macerich as the premier pure-play high end mall REIT with multiple avenues for further growth and value creation."

Final results will be certified and filed with the Securities and Exchange Commission.

About Macerich

Macerich, an S&P 500 company, is a fully integrated self-managed and self-administered real estate investment trust, which focuses on the acquisition, leasing, management, development and redevelopment of regional malls throughout the United States.

Macerich currently owns 55 million square feet of real estate consisting primarily of interests in 51 regional shopping centers. Macerich specializes in successful retail properties in many of the country's most attractive, densely populated markets with significant presence in the Pacific Rim, Arizona, Chicago and the Metro New York to Washington, DC corridor. Additional information about Macerich can be obtained from the Company's website at www.macerich.com.

Forward-Looking Statements

Note: This release contains statements that constitute forward-looking statements which can be identified by the use of words, such as "expects," "anticipates," "assumes," "projects," "estimated" and "scheduled" and similar expressions that do not relate to historical matters. Stockholders are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors that may cause actual results, performance or achievements of the Company to vary materially from those anticipated, expected or projected. Such factors include, among others, general industry, as well as national, regional and local economic and business conditions, which will, among other things, affect demand for retail space or retail goods, availability and creditworthiness of current and prospective tenants, anchor or tenant bankruptcies, closures, mergers or consolidations, lease rates, terms and payments, interest rate fluctuations, availability, terms and cost of financing and operating expenses; adverse changes in the real estate markets including, among other things, competition from other companies, retail formats and technology, risks of real estate development and redevelopment, acquisitions and dispositions; the liquidity of real estate investments, governmental actions and initiatives (including legislative and regulatory changes); environmental and safety requirements; and terrorist activities or other acts of violence which could adversely affect all of the above factors. The reader is directed to the Company's various filings with the Securities and Exchange Commission, including the Annual Report on Form 10-K for the year ended December 31, 2014, for a discussion of such risks and uncertainties, which discussion is incorporated herein by reference. The Company does not intend, and undertakes no obligation, to update any forward-looking information to reflect events or circumstances after the date of this release or to reflect the occurrence of unanticipated events unless required by law to do so.

Contacts

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