

**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 17, 2021

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)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock of The Macerich Company, \$0.01 par value per share	MAC	The New York Stock Exchange

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

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

ITEM 8.01 OTHER EVENTS.

On May 17, 2021, The Macerich Company (the “Company”) entered into Amendment No. 1 to the Equity Distribution Agreement, dated as of March 26, 2021, with J.P. Morgan Securities LLC, Deutsche Bank Securities Inc., Goldman Sachs & Co. LLC, BNP Paribas Securities Corp. and TD Securities (USA) LLC, as sales agents, to include RBC Capital Markets, LLC as an additional sales agent for the Company’s “at the market” offering program (as amended, the “Amended Distribution Agreement”).

Pursuant to the Amended Distribution Agreement, the Company will pay each sales agent a commission that will not exceed, but may be lower than, 2.1% of the gross proceeds of the shares sold pursuant to the Amended Distribution Agreement by such sales agent.

The foregoing description of the Amended Distribution Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Amended Distribution Agreement, which is attached as Exhibit 1.1 hereto and is incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
1.1	<u>Amendment No. 1 to Equity Distribution Agreement, dated as of May 17, 2021, by and among The Macerich Company and J.P. Morgan Securities LLC, Deutsche Bank Securities Inc., Goldman Sachs & Co. LLC, BNP Paribas Securities Corp., TD Securities (USA) LLC and RBC Capital Markets, LLC.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: Scott W. Kingsmore

May 17, 2021

Date

/s/ Scott W. Kingsmore

Senior Executive Vice President,
Chief Financial Officer and Treasurer

THE MACERICH COMPANY

**\$500,000,000
Common Stock
(\$0.01 par value per share)**

**AMENDMENT NO. 1 TO
EQUITY DISTRIBUTION AGREEMENT**

May 17, 2021

J.P. Morgan Securities LLC
383 Madison Avenue
New York, New York 10179

Deutsche Bank Securities Inc.
60 Wall Street
New York, New York 10005

Goldman Sachs & Co. LLC
200 West Street
New York, New York 10282

BNP Paribas Securities Corp.
787 7th Avenue, 8th Floor
New York, New York 10019

TD Securities (USA) LLC
1 Vanderbilt Avenue
New York, NY 10017

RBC Capital Markets, LLC
200 Vesey Street, 8th Floor
New York, NY 10281

Ladies and Gentlemen:

Reference is made to the Equity Distribution Agreement, dated as of March 26, 2021 (the “*Agreement*”), by and among The Macerich Company, a Maryland corporation (the “*Company*”), J.P. Morgan Securities LLC, Deutsche Bank Securities Inc., Goldman Sachs & Co. LLC, BNP Paribas Securities Corp. and TD Securities (USA) LLC (each an “*Original Manager*” and, collectively, the “*Original Managers*”), pursuant to which the Company proposed to issue and sell

through or to the Original Managers, as sales agents and/or principals, shares of the Company's common stock, par value \$0.01 per share, having an aggregate gross sales price of up to \$500,000,000. The Company and the Original Managers hereby agree to amend the Agreement to add RBC Capital Markets, LLC (together with the Original Managers, the "Managers") as a manager pursuant to the terms of the Agreement. All capitalized terms used in this Amendment No. 1 to the Agreement (this "Amendment") and not otherwise defined herein shall have the respective meanings assigned to such terms in the Agreement. The Company and the Managers agree as follows:

Section 1. Amendments to Agreement. The Agreement is amended as follows, effective as of the date hereof.

(a) The preamble of the Agreement is hereby deleted and replaced with the following:

"The Macerich Company, a Maryland corporation (the "Company"), confirms its agreement (this "Agreement") with J.P. Morgan Securities LLC, Deutsche Bank Securities Inc., Goldman Sachs & Co. LLC, BNP Paribas Securities Corp., TD Securities (USA) LLC and RBC Capital Markets, LLC and any such other manager that may become a party hereto, as described below (each, a "Manager" and, collectively, the "Managers"), as follows:"

(b) The fourth sentence of Section 1 of the Agreement is hereby deleted and replaced with the following:

"All references herein to the Managers shall mean J.P. Morgan Securities LLC, Deutsche Bank Securities Inc., Goldman Sachs & Co. LLC, BNP Paribas Securities Corp., TD Securities (USA) LLC and RBC Capital Markets, LLC, as the exclusive Managers, for so long as no additional Managers become a party hereto."

(c) The fifth sentence of Section 2(a) of the Agreement is hereby deleted and replaced with the following:

"Except where the context otherwise requires, "Prospectus Supplement," as used herein, means the final prospectus supplement, relating to the Shares, dated March 26, 2021, filed by the Company with the Commission pursuant to Rule 424(b) under the Act on March 26, 2021, in the form furnished by the Company to each Manager in connection with the offering of the Shares, as supplemented by supplement no. 1 thereto, dated May 17, 2021, to be filed by the Company with the Commission pursuant to Rule 424(b) under the Act, and any further amendment or supplement thereto."

(d) The first sentence of Section 3(g) of the Agreement is hereby amended by replacing "2%" with "2.1%".

(e) The first sentence of Section 9 of the Agreement is hereby amended by adding the following notice information for RBC Capital Markets, LLC:

(f) Schedule A to the Agreement is hereby deleted in its entirety and replaced by Schedule A to this Amendment.

Section 2. Obligations Binding upon RBC Capital Markets, LLC. RBC Capital Markets, LLC hereby agrees to be bound by the terms of the Agreement. RBC Capital Markets, LLC shall be considered to be a Manager under the Agreement and shall be subject to the obligations and entitled to the benefits thereof to the same extent as if it were a party to the Agreement from and after the date hereof.

Section 3. No Other Amendments. Except as set forth in Section 1 above, all the terms and provisions of the Agreement shall continue in full force and effect.

Section 4. Counterparts. This Amendment may be signed by the parties in one or more counterparts which together shall constitute one and the same agreement among the parties.

Section 5. Law; Construction. This Amendment and any claim, controversy or dispute arising under or related to this Amendment shall be governed by, and construed in accordance with, the law of the State of New York, including, without limitation, Section 5-1401 of the New York General Obligations Law.

[Signature Page Follows]

If the foregoing correctly sets forth the understanding among the Company and the Managers, please so indicate in the space provided below for that purpose, whereupon this Amendment and your acceptance shall constitute a binding agreement among the Company and the Managers.

Very truly yours,

THE MACERICH COMPANY

By: /s/ Scott W. Kingsmore
Name: Scott W. Kingsmore
Title: Senior Executive Vice President, Chief Financial Officer and Treasurer

ACCEPTED as of the date first above written:

J.P. MORGAN SECURITIES LLC

By: /s/ Brett Chalmers
Name: Brett Chalmers
Title: Vice President

DEUTSCHE BANK SECURITIES INC.

By: /s/ Abhinay Poonja
Name: Abhinay Poonja
Title: Managing Director

By: /s/ John Perry
Name: John Perry
Title: Director

GOLDMAN SACHS & CO. LLC

By: /s/ Ryan Cunn
Name: Ryan Cunn
Title: Managing Director

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

BNP PARIBAS SECURITIES CORP.

By: /s/ Paul Drumm
Name: Paul Drumm
Title: Managing Director

TD SECURITIES (USA) LLC

By: /s/ Brad Limpert
Name: Brad Limpert
Title: Managing Director

RBC CAPITAL MARKETS, LLC

By: /s/ Christopher Allred
Name: Christopher Allred
Title: Managing Director

[Signature Page to Amendment No. 1 to Equity Distribution Agreement]

SCHEDULE A

Managers

J.P. Morgan Securities LLC
383 Madison Avenue
New York, New York 10179

Deutsche Bank Securities Inc.
60 Wall Street
New York, New York 10005

Goldman Sachs & Co. LLC
200 West Street
New York, New York 10282

BNP Paribas Securities Corp.
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