

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 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): **December 12, 2014**

**THE MACERICH COMPANY**  
(Exact Name of Registrant as Specified in its 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:

- 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 8.01. OTHER EVENTS.**

On December 12, 2014, The Macerich Company (the "Company") filed with the U.S. Securities and Exchange Commission (the "SEC") a prospectus supplement dated December 12, 2014 (the "Prospectus Supplement") to its prospectus dated August 20, 2014, which was included in its automatic shelf registration statement on Form S-3 (No. 333-198260) (the "Registration Statement"). The Prospectus Supplement relates to the offer and sale, from time to time, of up to 17,140,845 shares (the "Shares") of the Company's common stock, \$0.01 par value per share, by 1700480 Ontario Inc., a corporation existing under the laws of the Province of Ontario ("1700480 Ontario") and a wholly-owned subsidiary of Ontario Teachers' Pension Plan Board, and any of its transferees or other successors in interest. The Company will not receive any proceeds from the sale of the Shares covered by the Prospectus Supplement. The registration of the Shares covered by the Prospectus Supplement satisfies certain obligations under a registration rights agreement, dated November 14, 2014, between 1700480 Ontario and the Company, and does not necessarily mean that 1700480 Ontario will offer to sell any of the Shares.

As previously disclosed in the Company's Current Report on Form 8-K filed with the SEC on November 18, 2014, the Shares were issued to 1700480 Ontario on November 14, 2014 in connection with the Company's acquisition of all of the equity interests of 1700480 Ontario in two separate joint ventures, Pacific Premier Retail LP ("PPRLP") and Queens JV LP ("Queens JV"), which together owned five super regional malls: Queens Center, Washington Square, Los Cerritos Center, Stonewood Center and Lakewood Center. Prior to the transaction, 1700480 Ontario held equity interests representing a 49.14% limited partnership interest in PPRLP and a 49% limited partnership interest in Queens JV (together, the "JV Interests"). The Company's subsidiaries held the balance of the equity interests in each of PPRLP and Queens JV. Pursuant to a master agreement, dated November 14, 2014, by and among PPRLP, Queens JV, 1700480 Ontario, the Company and certain of the Company's wholly-owned subsidiaries, the Company acquired the JV Interests and the Shares were issued to 1700480 Ontario.

A copy of the legal opinion of the Company's counsel, Venable LLP, relating to the legality of the Shares covered by the Prospectus Supplement is attached hereto as Exhibit 5.1 and is incorporated herein by reference and into the Registration Statement.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

Exhibit Number	Description
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5.1 Opinion of Venable LLP regarding the legality of the shares offered

23.1 Consent of Venable LLP (included in Exhibit 5.1)

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**SIGNATURE**

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

**THE MACERICH COMPANY**  
*(Registrant)*

Date: December 12, 2014

By: /s/ Thomas J. Leanse

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

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**EXHIBIT INDEX**

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## [LETTERHEAD OF VENABLE LLP]

December 12, 2014

The Macerich Company  
 Suite 700  
 401 Wilshire Boulevard  
 Santa Monica, California 90401

Re: Registration Statement on Form S-3ASR (File No. 333-198260)

Ladies and Gentlemen:

We have served as Maryland counsel to The Macerich Company, a Maryland corporation (the "Company"), in connection with certain matters of Maryland law arising out of the registration of up to 17,140,845 shares (the "Shares") of the Company's common stock, par value \$0.01 per share, which may be sold from time to time by the stockholder of the Company named under the caption "Selling Stockholder" (the "Selling Stockholder") in the above-referenced Registration Statement on Form S-3ASR (as amended or supplemented, the "Registration Statement"), filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act"). The Shares are being registered on behalf of the Selling Stockholder pursuant to contractual registration rights.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement;
2. The Prospectus, dated August 20, 2014, as supplemented by a Prospectus Supplement, dated December 12, 2014, filed with the Commission pursuant to Rule 424(b) of the General Rules and Regulations promulgated under the 1933 Act;
3. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
4. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;
5. Resolutions (the "Resolutions") adopted by the Board of Directors of the Company, relating to the registration and issuance of the Shares, certified as of the date hereof by an officer of the Company;

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6. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
  7. A certificate executed by an officer of the Company, dated as of the date hereof; and
  8. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.
3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.
4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.
5. None of the Shares will be issued, sold or transferred in violation of the restrictions on ownership and transfer contained in Article EIGHTH of the Charter.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares has been duly authorized and the Shares are validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the Shares (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Current Report and the said incorporation by reference and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP