UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A
(Amendment No. 2)

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 5, 2026

HOWARD HUGHES HOLDINGS INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-41779**	**93-1869991**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

9950 Woodloch Forest Drive, Suite 1100
The Woodlands, Texas 77381
(Address of principal executive offices)

Registrant's telephone number, including area code: **(281) 719-6100**

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 $0.01 par value per share	HHH	New York Stock Exchange

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (§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. ☐

Explanatory Note

This Current Report on Form 8-K/A (this "Amendment") amends the Current Report on Form 8-K filed by Howard Hughes Holdings Inc. (the "Company") with the Securities and Exchange Commission on March 6, 2026 (the "Original Form 8-K"), as amended by the Company's Current Report on Form 8-K/A filed on March 31, 2026 (the "Prior Amendment"). The Original Form 8-K disclosed the date of the Company's 2026 Annual Meeting of Stockholders (the "2026 Annual Meeting") and the record date for stockholders entitled to vote at the 2026 Annual Meeting. The Prior Amendment updated those dates.

This Amendment is being filed solely to update the date of the 2026 Annual Meeting and the record date for stockholders entitled to notice of, and to vote at, the 2026 Annual Meeting. Except as described in this Amendment, the Original Form 8-K and the Prior Amendment remain unchanged and in effect.

Item 8.01 Other Events.

On August 5, 2026, the Company's Board of Directors (the "Board") determined that it is in the best interests of the Company and its stockholders to change both the date of the 2026 Annual Meeting and the related record date.

The 2026 Annual Meeting will now be held on Wednesday, September 30, 2026. The Board has fixed the close of business on Monday, August 17, 2026 as the record date for determining the stockholders entitled to notice of, and to vote at, the 2026 Annual Meeting and any adjournment or postponement thereof. Only stockholders of record at the close of business on August 17, 2026 will be entitled to notice of, and to vote at, the 2026 Annual Meeting.

The specific time, location and format (including any means of remote communication, if applicable) of the 2026 Annual Meeting will be specified in the Company's definitive proxy statement and related proxy materials for the 2026 Annual Meeting, which will be filed with the Securities and Exchange Commission and mailed or otherwise made available to stockholders entitled to vote as of the record date.

The previously announced date of September 17, 2026 for the 2026 Annual Meeting and the previously announced record date of July 22, 2026 for stockholders entitled to notice of, and to vote at, the 2026 Annual Meeting, as described in the Prior Amendment, are no longer applicable.

Because the 2026 Annual Meeting will be held on September 30, 2026, the anniversary of the Company's 2025 annual meeting of stockholders, the deadlines previously disclosed in the Prior Amendment remain unchanged. The deadline for submission of Rule 14a-8 proposals was April 17, 2026. Under Article I, Section 7(a)(2) of the Bylaws, notices of stockholder proposals or director nominations submitted outside the Rule 14a-8 process were required to be received no earlier than June 2, 2026 and no later than July 2, 2026. In addition, notices required under Rule 14a-19 were required to be received no later than August 1, 2026. No new or extended stockholder proposal or nomination deadline is being established by this Amendment.

A copy of the Company's press release announcing the updates above is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release
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 registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HOWARD HUGHES HOLDINGS INC.

By: /s/ Joseph Valane
Joseph Valane
General Counsel and Secretary

Date: August 11, 2026

Exhibit 99.1

**HOWARD HUGHES HOLDINGS INC. TO HOST
ANNUAL SHAREHOLDER MEETING ON SEPTEMBER 30, 2026**

Meeting to begin at 9 a.m. ET at 787 Seventh Avenue in New York City

THE WOODLANDS, Texas, August 11, 2026 – Howard Hughes Holdings Inc. (NYSE: HHH) (the "Company") announced today that its 2026 Shareholder Meeting will take place on Wednesday, September 30, 2026, in New York City. HHH Executive Chairman Bill Ackman and Chief Investment Officer Ryan Israel will provide shareholders and prospective investors with an update on the company's strategy, business priorities and long-term growth initiatives. They will be joined by HHH Chief Executive Officer David O'Reilly and Marc Grandisson, Executive Chairman of Vantage Group Holdings Ltd. The program will include a Q&A session during which members of the audience will have an opportunity to ask questions of management.

The meeting will begin at 9 a.m. ET at 787 Seventh Avenue in New York City. The meeting is open to the public; advance registration is required, and priority will be given to HHH stockholders. Only HHH stockholders of record as of Aug. 17, 2026, will be entitled to vote at the meeting.

The 2026 Shareholder Meeting may be attended in person or via live webcast. To register, visit https://shareholdermeeting.howardhughes.com/.

About Howard Hughes Holdings Inc.

Howard Hughes Holdings Inc. (NYSE: HHH) is a diversified holding company focused on growing long-term shareholder value. Its principal subsidiaries are Vantage Group Holdings, a leading specialty insurance, reinsurance, and partnership capital platform, and Howard Hughes Communities™, one of the nation's leading real estate platforms. HHH brings together long-duration capital, high-quality operating businesses, and disciplined capital allocation to build long-term value. For additional information visit www.howardhughes.com.

Forward-Looking Statements

Statements made in this press release that are not historical facts, including statements accompanied by words such as "anticipate," "will," "believe," "expect," "position," "assume," and other words of similar expression, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's expectations, estimates, assumptions, and projections as of the date of this release and are not guarantees of future performance. Actual results may differ materially from those expressed or implied in these statements. Factors that could cause actual results to differ materially are set forth as risk factors in Howard Hughes Holdings Inc.'s filings with the Securities and Exchange Commission, including its Quarterly and Annual Reports. Howard Hughes Holdings Inc. cautions you not to place undue reliance on the forward-looking statements contained in this release. Howard Hughes Holdings Inc. does not undertake any obligation to publicly update or revise any forward-looking statements to reflect future events, information or circumstances that arise after the date of this release.

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