

**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): **March 30, 2017**

THE HOWARD HUGHES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation
or organization)

001-34856
(Commission
File Number)

36-4673192
(IRS employer
identification number)

**One Galleria Tower
13355 Noel Road, 22nd Floor
Dallas, Texas**
(Address of principal executive offices)

75240
(Zip code)

Registrant's telephone number, including area code: **(214) 741-7744**

Check the appropriate box 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 1.02. Termination of a Material Definitive Agreement.

Redemption of Notes and Termination of Indenture

Effective March 30, 2017, the indenture ("Indenture"), dated October 3, 2013, as amended by the supplemental indenture, dated March 16, 2017, by and between The Howard Hughes Corporation (the "Issuer") and Wells Fargo National Association, as trustee (the "Trustee"), governing the Issuer's 6.875% senior notes due 2021 (the "Notes") has been satisfied and discharged in accordance with its terms. The Issuer discharged the Indenture after issuing a notice of redemption in accordance with the Indenture and funding an amount to the Trustee sufficient to redeem the remaining outstanding Notes not tendered in the Tender Offer (as defined in Item 8.01) at a redemption price of 105.156%, plus accrued and unpaid interest on such Notes up to, but excluding the redemption date.

Item 8.01. Other Events.

On March 30, 2017, the Issuer announced the expiration of its cash tender offer and consent solicitation for any and all of its outstanding 6.875% senior notes due 2021 (the "Tender Offer") and the completion of its call for redemption of all of the remaining Notes not tendered in the Tender Offer. A copy of the press release issued in connection with such action is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

**Exhibit
Number**

Description

99.1 Press Release dated March 30, 2017

SIGNATURE

Pursuant to the requirements of Section 12 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.

Dated: March 30, 2017

THE HOWARD HUGHES CORPORATION

By: /s/ Peter F. Riley

Name: Peter F. Riley

Title: Senior Vice President, Secretary and General
Counsel

3

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1 Press Release dated March 30, 2017

4



THE HOWARD HUGHES CORPORATION® ANNOUNCES EXPIRATION OF TENDER OFFER AND CONSENT SOLICITATION AND REDEMPTION OF 6.875% SENIOR NOTES DUE 2021

DALLAS (March 30, 2017) - The Howard Hughes Corporation® (NYSE: HHC) (the “Company”) today announced the expiration of its previously announced tender offer and consent solicitation (the “Tender Offer”) for any and all of its existing 6.875% senior notes due 2021 (the “Notes”), which commenced on March 2, 2017 and is described in the Offer to Purchase and Consent Solicitation Statement, dated March 2, 2017 (the “Offer to Purchase”), and a related Consent and Letter of Transmittal (together with the Offer to Purchase, the “Offer Documents”). The Company has also completed the redemption of all of its outstanding Notes not tendered in the Tender Offer at a redemption price equal to 105.156% of the unpaid principal amount (or \$158.3 million, plus \$8.2 million, or approximately \$5.16 per \$1,000 principal amount of Notes) plus accrued and unpaid interest on such Notes up to, but excluding, the redemption date. The Company used a portion of its offering of \$800 million in aggregate principal amount of 5.375% senior notes due 2025, which closed on March 16, 2017, to redeem the outstanding Notes not tendered by the holders.

As previously announced, the Company has received tenders from holders of approximately \$591.7 million in aggregate principal amount of Notes, which represents approximately 79% of the \$750 million aggregate principal amount of Notes outstanding, all of which was tendered on or prior to 5:00 p.m., New York City time, on March 15, 2017 and accepted for purchase on March 16, 2017. No additional Notes were tendered after March 15, 2017.

The Company also received consents sufficient to approve the proposed amendments to the indenture governing the Notes (the “Indenture”), and the Company and Wells Fargo Bank, National Association, as trustee, executed a supplemental indenture (the “Supplemental Indenture”) effecting certain changes to the Indenture. The Supplemental Indenture eliminated substantially all of the restrictive covenants, certain events of default and related provisions contained in the Indenture and reduced the notice periods required for redemption of the Notes.

The Company engaged J.P. Morgan Securities LLC, Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC as Dealer Managers and Solicitation Agents for the Tender Offer. Persons with questions regarding the Tender Offer should contact Citigroup Global Markets Inc. at (212) 723-6106 (Collect) or (800) 558-3745 (Toll Free). Requests for copies of the Offer Documents or documents relating to the Tender Offer may be directed to D.F. King & Company, Inc., the Tender Agent and Information Agent, at (888) 887-1266.

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, the Notes. The Tender Offer was made solely pursuant to the Offer Documents. The Tender Offer was not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. Holders were urged to read the Offer Documents and related documents carefully before making any decision with respect to the Tender Offer. None of the Company, the Dealer Managers and Solicitation Agents, the Tender Agent or

the Information Agent made any recommendations as to whether holders should tender their Notes pursuant to the Tender Offer, and no one had been authorized to make such a recommendation.

About The Howard Hughes Corporation®

The Howard Hughes Corporation owns, manages and develops commercial, residential and mixed-use real estate throughout the U.S. Its properties include master planned communities, operating properties, development opportunities and other unique assets spanning 14 states from New York to Hawai’i. The Howard Hughes Corporation has major offices in New York, Columbia, MD, Dallas, Houston, Las Vegas and Honolulu.

###

Contact Information

David R. O’Reilly
 Chief Financial Officer
 (214) 741-7744
david.o’reilly@howardhughes.com
