

**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 16, 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 8.01. Other Events.

On March 16, 2017, The Howard Hughes Corporation announced the closing of an offering of \$800 million in aggregate principal amount of 5.375% senior notes due 2025 (the "Notes") in an unregistered offering through a private placement and the early settlement of its previously announced tender offer and consent solicitation for any and all of its existing 6.875% senior notes due 2021. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this report shall not constitute an offer to sell, or a solicitation of an offer to buy, and shall not constitute an offer, solicitation or sale of any Notes in any jurisdiction in which such an offer, solicitation or sale would be unlawful.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

**Exhibit
Number**

Description

99.1 Press Release dated March 16, 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 16, 2017

By: /s/ Peter F. Riley
Peter F. Riley
Senior Vice President, Secretary and General Counsel

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EXHIBIT INDEX

**Exhibit
Number**

Description

99.1	Press Release dated March 16, 2017.
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**THE HOWARD HUGHES CORPORATION® ANNOUNCES CLOSING OF AN OFFERING OF
\$800,000,000 SENIOR NOTES DUE 2025 AND EARLY SETTLEMENT OF TENDER OFFER AND CONSENT SOLICITATION**

DALLAS (March 16, 2017) - The Howard Hughes Corporation® (NYSE: HHC) (the “Company”) today announced the closing of an offering of \$800 million in aggregate principal amount of 5.375% senior notes due 2025 (the “New Notes”) in an unregistered offering (the “Offering”) through a private placement and the early settlement 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 “Old 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 used a portion of the net proceeds from the Offering to pay aggregate consideration of approximately \$642.2 million in respect of the Old Notes and the related consents. The Company intends to use the remaining net proceeds to fund any additional Old Notes tendered pursuant to the Tender Offer, redeem any Old Notes not tendered in the Tender Offer and, to the extent any net proceeds remain, for general corporate purposes.

The New Notes were offered in a private placement, solely to persons reasonably believed to be qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or outside the United States to persons other than “U.S. persons” in reliance on Regulation S under the Securities Act. The New Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

As of 5:00 p.m., New York City time, on March 15, 2017 (the “Consent Payment Deadline”), holders of approximately \$591.7 million aggregate principal amount of Old Notes had validly tendered and delivered (and not validly withdrawn or revoked prior to the Withdrawal Deadline, as defined below) such Old Notes and the related consents (the “Early Tender Notes”), which represents approximately 79% of the \$750 million aggregate principal amount of Old Notes outstanding. The withdrawal deadline also expired at 5:00 p.m., New York City time, on March 15, 2017 (the “Withdrawal Deadline”). The Company exercised its right to accept for purchase and payment, and to purchase and pay for, the Early Tender Notes. The aggregate consideration paid in respect of such Early Tender Notes is comprised of \$1,053.75 (which includes a \$30.00 consent payment) per \$1,000 principal amount of Old Notes tendered (as all such Old Notes were tendered at or prior to the Consent Payment Deadline), plus accrued and unpaid interest from and including the most recent interest payment date, and up to, but not including the early settlement date. Settlement of the purchase of the Early Tender Notes occurred today, March 16, 2017.

Having received the requisite consents from the holders of the Old Notes in the Tender Offer, the Company and Wells Fargo Bank, National Association, as trustee, executed a supplemental indenture

(the “Supplemental Indenture”) amending the indenture relating to the Old Notes (the “Old Indenture”). The Supplemental Indenture eliminates substantially all of the restrictive covenants, certain events of default and related provisions contained in the Old Indenture and reduces the notice periods required for redemption of the Old Notes.

The Tender Offer will expire at 11:59 p.m., New York City time, on March 29, 2017, unless the Tender Offer is extended (the “Expiration Date”). Holders who validly tender their Old Notes after the Consent Payment Deadline, but at or prior to the Expiration Date, and whose Old Notes are accepted for purchase, will only be eligible to receive \$1,023.75 per \$1,000 principal amount of Old Notes tendered, plus accrued and unpaid interest from and including the most recent interest payment date, and up to, but not including the final settlement date, which is expected to be the business day following the Expiration Date. The complete terms and conditions of the Tender Offer are set forth in the Offer Documents that previously were sent to holders of the Old Notes.

The Company also issued a notice of redemption for the remaining outstanding principal amount of Old Notes. On March 30, 2017, the Company expects to redeem the remaining principal amount outstanding of the Old Notes at a redemption price equal to 105.156% of the aggregate principal amount of the Old Notes to be redeemed, plus accrued and unpaid interest on the Old Notes to, but excluding, the redemption date. Holders of the Old Notes may still participate in the Tender Offer and tender their Old Notes at or prior to the Expiration Date even though the Company has elected to call the remaining outstanding Old Notes for redemption. This press release does not constitute a notice of redemption. The redemption is being made solely pursuant to the notice of redemption delivered pursuant to the Old Indenture, and the information in this press release is qualified in its entirety by such notice.

The Company has 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 Old Notes. The Tender Offer is made solely pursuant to the Offer Documents. The Tender Offer is not being made to holders of Old 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 are urged to read the Offer Documents and related documents carefully before making any decision with respect to the Tender Offer. Holders of Old Notes must make their own decisions as to whether to tender their Old Notes and provide the related consents. None of the Company, the Dealer Managers and Solicitation Agents, the Tender Agent or the Information Agent makes any recommendations as to whether holders should tender their Old Notes pursuant to the Tender Offer, and no one has 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. Our 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.

Forward-Looking Statements

Certain statements contained herein are “forward-looking statements” within the meaning of the federal securities laws, including statements about our intended use of proceeds from the Offering. Statements that are not historical facts, including statements about our beliefs, intentions and expectations are forward-looking statements. Statements containing the words “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “likely,” “may,” “plan,” “project,” “realize,” “should,” “transform,” “would,” and other statements of similar expression constitute forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance and achievements to materially differ from any future results, performance and achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to, the factors discussed in our public filings, including the risk factors included in the Company’s most recent Annual Report on Form 10-K. Readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the SEC, we are under no obligation to publicly update or revise any forward-looking statements after the date hereof.

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