

**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): January 19, 2021

**THE HOWARD HUGHES CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34856**  
(Commission File Number)

**36-4673192**  
(I.R.S. Employer  
Identification No.)

**9950 Woodloch Forest Drive, Suite 1100  
The Woodlands, Texas 77380**  
(Address of principal executive offices)

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

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

<u>Title of each class:</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered:</u>
Common stock, \$0.01 par value per share	HHC	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 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 January 19, 2021, The Howard Hughes Corporation (the “Company”) issued a press release announcing its intention to offer \$1.3 billion in aggregate principal amount of senior notes consisting of senior notes due 2029 (the “2029 Notes”) and senior notes due 2031 (together with the 2029 Notes, the “Notes”) in a private transaction that is exempt from the registration requirements of the Securities Act of 1933, as amended. The Company intends to use the net proceeds from the offering, as well as available cash on hand, to (i) repurchase, pursuant to the Company’s previously announced tender offer for, or otherwise redeem, all of its \$1 billion outstanding principal amount of 5.375% senior notes due 2025, plus any accrued and unpaid interest; (ii) repay all of the approximately \$280 million outstanding under the Term Loan Agreement, dated as of December 30, 2019 (as thereafter amended to date), among the Company, as the borrower, certain subsidiaries of the Company from time to time party thereto, as guarantors, Bank of America, N.A., as administrative agent, and the lenders party thereto maturing June 2021; and (iii) pay all premiums, fees and expenses related to the foregoing. 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 the Notes in any jurisdiction in which such an offer, solicitation or sale would be unlawful.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release dated January 19, 2021.</a>
104	Cover Page Interactive Data File. The cover page XBRL tags are embedded within the inline XBRL document (contained in Exhibit 101)

**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: January 19, 2021

THE HOWARD HUGHES CORPORATION

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



**THE HOWARD HUGHES CORPORATION<sup>®</sup> ANNOUNCES COMMENCEMENT OF OFFERING OF SENIOR NOTES**

**HOUSTON, TX (January 19, 2021)** - The Howard Hughes Corporation<sup>®</sup> (NYSE: HHC) (the “Company”) announced today that it intends, subject to market and other conditions, to offer \$1.3 billion in aggregate principal amount of senior notes consisting of senior notes due 2029 (the “2029 Notes”) and senior notes due 2031 (together with the 2029 Notes, the “Notes”). The Notes will be unsecured senior obligations of the Company and will be guaranteed by certain subsidiaries of the Company.

The Company intends to use the net proceeds from the offering, as well as available cash on hand, to (i) repurchase, pursuant to the Company’s previously announced tender offer for, or otherwise redeem, all of its \$1 billion outstanding principal amount of 5.375% senior notes due 2025, plus any accrued and unpaid interest; (ii) repay all of the approximately \$280 million outstanding under its bridge loans for The Woodlands<sup>®</sup> Towers at the Waterway and The Woodlands Warehouse maturing June 2021; and (iii) pay all premiums, fees and expenses related to the foregoing.

The Notes are being 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 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.

This notice does not constitute an offer to sell the Notes, nor a solicitation for an offer to purchase the Notes, in any jurisdiction in which such offer or solicitation would be unlawful.

**About The Howard Hughes Corporation<sup>®</sup>**

The Howard Hughes Corporation owns, manages and develops commercial, residential and mixed-use real estate throughout the U.S. Our assets include master planned cities and communities, as well as operating properties and development opportunities including: the Seaport District in New York; Columbia, Maryland; The Woodlands<sup>®</sup>, The Woodlands Hills<sup>®</sup>, and Bridgeland<sup>®</sup> in the Greater Houston, Texas area; Summerlin<sup>®</sup>, Las Vegas; and Ward Village<sup>®</sup> in Honolulu, Hawai‘i.

**Forward-Looking Statements**

Certain statements contained herein are “forward-looking statements” within the meaning of the federal securities laws. 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 following: (1) the Company’s ability to consummate the offering of the Notes; (2) the intended use of proceeds from the offering; and (3) other factors discussed in our public filings, including the risk factors included in the Company’s most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. 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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**Contacts:**

**For Media**

The Howard Hughes Corporation  
Cristina Carlson, 646-822-6910  
Vice President, Corporate Communications & Public Relations  
cristina.carlson@howardhughes.com

**For HHC Investor Relations**

David M. Striph, 972-232-2672  
Executive Vice President, Head of Operations & Investor Relations  
david.striph@howardhughes.com

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