

**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): **September 20, 2013**

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.)

**One Galleria Tower
13355 Noel Road, 22nd Floor
Dallas, Texas 75240**
(Address of principal executive offices)

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

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 September 20, 2013, The Howard Hughes Corporation (the "Company") issued a press release announcing its intention to offer \$500.0 million in aggregate principal amount of senior notes due 2021 (the "Notes") in a private transaction that is exempt from the registration requirements of the Securities Act of 1933. The Company intends to use the net proceeds from the offering for development, acquisitions and other general corporate purposes. The consummation of the offering of Notes is subject to market conditions. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

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.

**Exhibit
Number**

Description

99.1 Press release dated September 20, 2013

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.

THE HOWARD HUGHES CORPORATION

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

Date: September 20, 2013

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EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release dated September 20, 2013

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THE HOWARD HUGHES CORPORATION ANNOUNCES PROPOSED OFFERING OF SENIOR NOTES

DALLAS (September 20, 2013) — The Howard Hughes Corporation (NYSE:HHC) announced today that it plans to offer \$500 million aggregate principal amount of senior notes due 2021 (the “notes”) in a private transaction that is exempt from the registration requirements of the Securities Act of 1933 (the “Act”). The terms, pricing and consummation of the offering of notes is subject to market and other conditions.

The Howard Hughes Corporation intends to use the net proceeds from the offering for development, acquisitions and other general corporate purposes.

The notes have not been registered under the Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption therefrom. The notes will be offered only to qualified institutional buyers under Rule 144A and to persons outside the United States under Regulation S.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the notes, and shall not constitute an offer, solicitation or sale of any notes in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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 18 states from New York to Hawai’i. The Howard Hughes Corporation is traded on the New York Stock Exchange as HHC and is headquartered in Dallas, TX. For additional information about HHC, visit www.howardhughes.com.

Safe Harbor Statement

Statements made in this press release that are not historical facts, including statements about the proposed offering of notes and other statements accompanied by words such as “plans,” “intends” 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 or events. Actual results may differ materially from those expressed or implied in these statements. Factors that could cause actual results to differ materially include (a) material adverse changes in economic or industry conditions generally, including global financial markets; (b) current expectations and beliefs as to the consummation of the offering and the uses of proceeds thereof; and (c) the risk factors in The Howard Hughes Corporation’s filings with the Securities and Exchange Commission, including its Quarterly and Annual Reports. The Howard Hughes Corporation cautions you not to place undue reliance on the forward-looking statements contained in this release. The Howard Hughes Corporation 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, except as required by law.

Source: The Howard Hughes Corporation

Media Contact

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