FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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STATEMENT OF CHAN	GES IN BENE	EICIAI OWNI	EDCHID
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OMB APPROVAL							
OMB Number: 3235-02							
Estimated average burden							
hours per response:	0.5						

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(State)

(First)

NY

(State)

1. Name and Address of Reporting Person\* PS Management GP, LLC

787 ELEVENTH AVENUE

(Zip)

(Middle)

10019

(Zip)

(City)

(Last)

(Street)

(City)

9TH FLOOR

**NEW YORK** 

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Name and Address of Reporting Person* <u>Pershing Square Capital Management,</u> <u>L.P.</u>				2. Issuer Name and Ticker or Trading Symbol Howard Hughes Corp [ HHC ]										heck all appl	•	erson(s) to Is X 10% Ov Other (s	vner			
(Last) (First) (Middle) 787 ELEVENTH AVENUE				3. Date of Earliest Transaction (Month/Day/Year) 03/13/2023										below		below)	респу			
9TH FLOOR				4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) NEW YORK NY 10019															Form filed by One Reporting Person  X Form filed by More than One Reporting Person					
(City)		(Sta	ite)	(Zip)																
			Tab	ole I - Non-Deri	iva	tive S	Securi	ties	Ac	quii	1	_			_	efici	ally Own	ed		
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)		E: if	A. Deemed execution Date, any Month/Day/Year)		Cod	Transaction Code (Instr.		4. Securities Acquired Disposed Of (D) (Instr 5)			d (A) or r. 3, 4 and		5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Beneficial O (Instr. 4)				
								Cod	e	v	Amount		(A) or (D)	Price		Trar	orted isaction(s) tr. 3 and 4)	(Instr. 4)		
Common stock, par value \$0.01 per share 03/13/2023						P <sup>(4</sup>	(4)		27,889	9	A <sup>(4)</sup>	\$74.59 <sup>(4)</sup> 1		15,923,024		I	See footnotes <sup>(1)(2)</sup> (3)(4)(5)			
Common stock, par value \$0.01 per share		03/14/2023				P <sup>(4</sup>	)		15,029	)	A <sup>(4)</sup> \$74		9 <sup>(4)</sup>	15,938,053		I	See footnotes <sup>(1)(2)</sup> (3)(4)(5)			
Common stock, par value \$0.01 per share			03/15/2023				P <sup>(4</sup>	)		19,556	5	<b>A</b> <sup>(4)</sup>	\$74.63(4)		15,957,609		I	See footnotes <sup>(1)(2)</sup> (3)(4)(5)		
			-	Table II - Deriv (e.g.,							d, Disp							i		
1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Conversion Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  33. Transaction Date (Execution Date, if any (Month/Day/Year)			Transaction Code (Instr. ) 8)		of		Ex	Date Exercisable and xpiration Date Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (I 3 and 4)		f Derivative Security g (Instr. 5)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
						Code	v	(A)	(D)	Da Ex	ite ercisable	Exp Dat	piration te	Title	Amo or Num of Sha	nber				
			Reporting Persi Capital Ma	on* anagement, L	.P.			•												
(Last) 787 ELE 9TH FLO			First) ENUE	(Middle)																
(Street) NEW Y	ORK	1	NY	10019			-													

1. Name and Address of Reporting Person*  ACKMAN WILLIAM A								
(Last) 787 ELEVENTH 9TH FLOOR	(First) H AVENUE	(Middle)						
(Street) NEW YORK	NY	10019						
(City)	(State)	(Zip)						

## **Explanation of Responses:**

- 1. In addition to Pershing Square Capital Management, L.P., a Delaware limited partnership ("Pershing Square"), this Form 4 is being filed jointly by PS Management GP, LLC, a Delaware limited liability company ("PS Management"), and William A. Ackman, a citizen of the United States of America (collectively, the "Reporting Persons"), each of whom has the same business address as Pershing Square and may be deemed to have a pecuniary interest in securities reported on this Form 4 (the "Subject Securities").
- 2. Pershing Square advises the accounts of Pershing Square, L.P., a Delaware limited partnership ("PS"), Pershing Square International, Ltd., a Cayman Islands exempted company ("PS International"), and Pershing Square Holdings, Ltd., a limited liability company incorporated in Guernsey ("PSH" and together with PS and PS International, the "Pershing Square Funds").
- 3. Pershing Square, as the investment adviser to the Pershing Square Funds, may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) under the Securities Exchange square, as the investment adviser to the Perishing Square Fishing Square is the Eventher to the three beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). By virtue of Mr. Ackman's position as Chief Executive Officer of Pershing Square and managing member of PS Management, Mr. Ackman may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.
- 4. This Form 4 is being filed as a result of purchases in compliance with Rule 10b-18 and Rule 10b5-1 under the Securities Exchange Act of 1934 (the "Plan"). Purchases are conducted and allocated among the Pershing Square Funds as further detailed in the Plan set out in the Schedule 13D/A of the Reporting Persons dated December 5, 2022 as filed December 7, 2022.
- 5. Mr. Ackman, a member of the board of directors of the Issuer of the Subject Securities, was elected to that board as a representative of Pershing Square, PS Management, the Pershing Square Funds and Pershing Square GP, LLC. As a result, each of those entities are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934.

## Remarks:

Pershing Square Capital Management, L.P., By: PS Management GP, LLC, its 03/15/2023 General Partner, By: /s/ William A. Ackman, Managing Member PS Management GP, LLC, By: /s/ William A. Ackman, 03/15/2023 Managing Member /s/ William A. Ackman

\*\* Signature of Reporting Person

03/15/2023

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.