

**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 3, 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, 22<sup>nd</sup> 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 3, 2017, The Howard Hughes Corporation (the "Company") issued a press release announcing that it priced its previously announced offering of \$800 million in aggregate principal amount of 5.375% senior notes due 2025 (the "Notes") in a private transaction that is exempt from the registration requirements of the Securities Act of 1933. 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**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated March 3, 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 3, 2017

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

3

---

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

---

99.1	Press Release dated March 3, 2017.
------	------------------------------------

4

---



**THE HOWARD HUGHES CORPORATION® ANNOUNCES PRICING OF  
\$800,000,000 SENIOR NOTES DUE 2025**

**DALLAS (March 3, 2017)** - The Howard Hughes Corporation® (NYSE: HHC) (the “Company”) today announced the pricing of \$800 million in aggregate principal amount of senior notes due 2025 (the “Notes”). The Notes will pay interest semi-annually at a rate of 5.375% per annum payable on September 15<sup>th</sup> and March 15<sup>th</sup> of each year beginning on September 15, 2017. The Notes will be unsecured senior obligations of the Company. The offering of the Notes (the “Offering”) is expected to close on March 16, 2017, subject to the satisfaction of customary closing conditions.

The Company intends to use the net proceeds from the Offering to repurchase pursuant to the Company’s previously announced tender offer for, or otherwise redeem, its outstanding 6.875% senior notes due 2021, to pay related fees and expenses and, to the extent any proceeds remain, for general corporate purposes.

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®**

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. 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 satisfy the conditions contained in the agreement with the initial purchasers with respect to the Offering; and (2) other 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.

###

**Contact Information**

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

---