

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): August 8, 2024



**Howard Hughes Holdings Inc.**

(Exact name of registrant as specified in its charter)

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

**001-41779**  
(Commission File Number)

**93-1869991**  
(IRS 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: **(281) 719-6100**

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

<b>Title of each class:</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common stock \$0.01 par value per share	HHH	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 7.01 Regulation FD Disclosure.**

On August 8, 2024, Howard Hughes Holdings Inc., a Delaware corporation (the “Company”) issued a press release announcing that the Company’s board of directors formed a special committee to review and evaluate potential transactions involving the Company following an announcement by the Company’s largest stockholder that the stockholder is evaluating potential alternatives with respect to its investment in the Company, including a potential take private transaction. A copy of the press release is attached hereto as Exhibit 99.1.

The information contained in this Current Report on Form 8-K pursuant to this “Item 7.01 Regulation FD Disclosure” is being furnished. This information shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section or shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, unless specifically identified therein as being incorporated by reference.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

[99.1](#) [Press Release dated August 8, 2024](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

HOWARD HUGHES HOLDINGS INC.

Date: August 8, 2024

By: /s/ Joseph Valane

Name: Joseph Valane

Title: General Counsel & Secretary

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## Howard Hughes Holdings Forms Special Committee to Evaluate Potential Take-Private

*Announcement follows public statement by Company's largest stockholder that it is evaluating the possibility of making a proposal to take HHH private*

THE WOODLANDS, Texas, Aug. 8, 2024 -- Howard Hughes Holdings Inc. (NYSE: HHH) (the "Company" or "HHH") today announced that Pershing Square Capital Management, L.P., the Company's largest stockholder, has stated in a regulatory filing that it is, and intends to continue, evaluating the possibility of various potential alternatives with respect to its investment in the Company, including a possible transaction in which it (either alone or together with one or more potential co-investors) may acquire all or substantially all of the shares of common stock in the Company not owned by Pershing Square and their affiliates, and in connection therewith take the Company private. Pershing Square made this statement in an amendment dated August 7, 2024, to its Schedule 13D filing with the Securities and Exchange Commission. Pershing Square currently owns approximately 37.5% of the total outstanding shares of HHH common stock.

The Company's Board of Directors is aware of Pershing Square's filing and has formed a Special Committee comprised of independent directors to review any proposal by Pershing Square, as and when received, and evaluate it in light of other strategic alternatives that may be available to HHH, including continuing to operate as a publicly traded company. The Board and the Special Committee are committed to acting in the best interests of HHH and its stockholders.

There can be no assurance that the foregoing will result in any particular outcome, and HHH does not intend to comment further on these matters until HHH determines that additional disclosure is appropriate or required by law.

### **About Howard Hughes Holdings Inc.**

Howard Hughes Holdings Inc. owns, manages, and develops commercial, residential, and mixed-use real estate throughout the U.S. Its award-winning assets include the country's preeminent portfolio of master planned communities, as well as operating properties and development opportunities including Downtown Columbia<sup>®</sup> in Maryland; The Woodlands<sup>®</sup>, Bridgeland<sup>®</sup> and The Woodlands Hills<sup>®</sup> in the Greater Houston, Texas area; Summerlin<sup>®</sup> in Las Vegas; Ward Village<sup>®</sup> in Honolulu, Hawai'i; and Teravalis<sup>™</sup> in the Greater Phoenix, Arizona area. The Howard Hughes portfolio is strategically positioned to meet and accelerate development based on market demand, resulting in one of the strongest real estate platforms in the country. Dedicated to innovative placemaking, the company is recognized for its ongoing commitment to design excellence and to the cultural life of its communities. Howard Hughes Holdings Inc. is traded on the New York Stock Exchange as HHH. For additional information visit [www.howardhughes.com](http://www.howardhughes.com).

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## **Safe Harbor Statement**

Statements made in this press release that are not historical facts, including statements accompanied by words such as “will,” “believe,” “expect,” “enables,” “realize,” “plan,” “intend,” “assume,” “transform” 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. Actual results may differ materially from those expressed or implied in these statements. Factors that could cause actual results to differ materially are set forth as risk factors in Howard Hughes Holdings Inc.’s filings with the Securities and Exchange Commission, including its Quarterly and Annual Reports. Howard Hughes Holdings Inc. cautions you not to place undue reliance on the forward-looking statements contained in this release. Howard Hughes Holdings Inc. 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.

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## **Contacts:**

**Howard Hughes Holdings Inc.**

### **Media Relations**

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### **Investor Relations**

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