

**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): **February 17, 2021**

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)

**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:

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
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 February 17, 2021, The Howard Hughes Corporation announced the expiration of its cash tender offer and consent solicitation for any and all of its outstanding 5.375% senior notes due 2025. A copy of the press release issued in connection with such action is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated February 17, 2021
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: February 17, 2021

THE HOWARD HUGHES CORPORATION

By: /s/ Peter F. Riley

Name: Peter F. Riley

Title: Senior Executive Vice President, Secretary and General Counsel



**THE HOWARD HUGHES CORPORATION® ANNOUNCES EXPIRATION OF TENDER OFFER AND
CONSENT SOLICITATION OF 5.375% SENIOR NOTES DUE 2025**

HOUSTON (February 17, 2021) - The Howard Hughes Corporation® (NYSE: HHC) (the “Company”) today announced the expiration of its previously announced tender offer and consent solicitation (the “Tender Offer”) for any and all of its existing 5.375% senior notes due 2025 (the “Notes”), which commenced on January 19, 2021 and is described in the Offer to Purchase and Consent Solicitation Statement, dated January 19, 2021 (the “Offer to Purchase”), and a related Consent and Letter of Transmittal (together with the Offer to Purchase, the “Offer Documents”).

As previously announced, the Company has received tenders from holders of approximately \$512.5 million in aggregate principal amount of Notes representing approximately 51.2 % of the \$1 billion aggregate principal amount of Notes issued, all of which were tendered on or prior to 5:00 p.m., New York City time, on February 1, 2021 and accepted for purchase on February 2, 2021. No additional Notes were tendered after February 1, 2021. As previously announced, the Company also received consents sufficient to approve the proposed amendments to the indenture governing the Notes (as supplemented, the “Indenture”), with the Company and Wells Fargo Bank, National Association, as trustee, executing the fourth supplemental indenture to the Indenture (the “Fourth Supplemental Indenture”) on February 2, 2021. The Fourth Supplemental Indenture eliminated substantially all of the restrictive covenants, certain events of default and related provisions contained in the Indenture and reduced the notice periods required for redemption of the Notes.

The Company expects to redeem the remaining principal amount outstanding of the Notes, which were not tendered in the Tender Offer, on March 15, 2021, at a redemption price equal to 102.688% of the aggregate principal amount of the Notes to be redeemed, plus accrued and unpaid interest on such Notes to, but excluding, the redemption date. This press release does not constitute a notice of redemption. The redemption shall be made solely pursuant to the notice of redemption delivered pursuant to the Indenture (as supplemented to date), and the information in this press release is qualified in its entirety by such notice.

The Company engaged BofA Securities, Inc. as Dealer Manager and Solicitation Agent for the Tender Offer. Persons with questions regarding the Tender Offer should contact BofA Securities, Inc. at (980) 388-4370 (Collect) or debt_advisory@bofa.com. Requests for copies of the Offer Documents or documents relating to the Tender Offer may be directed to D.F. King & Company, Inc., the Tender Agent and Information Agent, at (888) 887-1266.

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, the Notes. The Tender Offer was made solely pursuant to the Offer Documents. The Tender Offer was not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. Holders were urged to read the Offer Documents and related documents carefully before making any decision with respect to the Tender Offer. None of the Company, the Dealer Manager and Solicitation Agent, or the Tender Agent and Information Agent made any recommendations as to whether holders should tender their Notes pursuant to the Tender Offer, and no one had been authorized to make such a recommendation.

About The Howard Hughes Corporation®

The Howard Hughes Corporation owns, manages and develops commercial, residential and mixed-use real estate throughout the U.S. The Company’s 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®, The Woodlands Hills®, and Bridgeland® in the Greater Houston, Texas area; Summerlin®, Las Vegas; and Ward Village® in Honolulu, Hawai‘i.

Contacts:

For Media

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