

Howard Hughes Corp
Form 8-K
May 17, 2013

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): **May 14, 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)

Edgar Filing: Howard Hughes Corp - Form 8-K

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))
-

Edgar Filing: Howard Hughes Corp - Form 8-K

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the annual meeting of stockholders of The Howard Hughes Corporation, a Delaware corporation (the Company), held on May 14, 2013, the stockholders elected the Company's Board of Directors (the Board) and voted upon two Board proposals contained within our Proxy Statement dated March 28, 2013.

The Board nominees were elected with the following vote:

| Nominee | For | Against | Abstentions | Broker Non-Votes |
|------------------|------------|---------|-------------|------------------|
| William Ackman | 24,930,886 | 255,953 | 49,882 | 8,404,932 |
| Adam Flatto | 25,148,714 | 42,557 | 45,450 | 8,404,932 |
| Jeffrey Furber | 25,152,769 | 38,448 | 45,504 | 8,404,932 |
| Gary Krow | 25,164,552 | 26,849 | 45,320 | 8,404,932 |
| Allen Model | 25,151,779 | 39,389 | 45,553 | 8,404,932 |
| R. Scot Sellers | 25,155,677 | 35,601 | 45,443 | 8,404,932 |
| Steven Shepsman | 25,151,625 | 39,614 | 45,482 | 8,404,932 |
| Burton M. Tansky | 25,159,510 | 31,871 | 45,340 | 8,404,932 |
| Mary Ann Tighe | 25,165,519 | 27,277 | 43,925 | 8,404,932 |
| David R. Weinreb | 25,099,590 | 95,528 | 44,603 | 8,404,932 |

The stockholders approved the following proposals and cast their votes as described below:

| Proposal | For | Against | Abstentions | Broker Non-Votes |
|--|------------|---------|-------------|------------------|
| An advisory (non-binding) vote to approve the compensation of the named executive officers (1) | 24,689,578 | 489,046 | 58,097 | 8,404,932 |

(1) In 2011, 63.08% of the votes cast in our stockholder advisory vote on the frequency of advisory votes on executive compensation (the Say-on-Frequency Proposal) voted that the Company should submit advisory votes on executive compensation every third year. The Board evaluated the voting on the Say-on-Frequency Proposal and determined that the Company should submit advisory votes on executive compensation to its stockholders every year because it wants to be responsive to the large minority of stockholders who did not vote for a frequency of three years.

| Proposal | For | Against | Abstentions |
|--|------------|---------|-------------|
| A vote to ratify the appointment of Ernst & Young LLP as the <u>Company's</u> independent registered public accounting firm for the fiscal year ending December 31, 2013 | 33,573,762 | 21,699 | 46,192 |

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: May 17, 2013