

Howard Hughes Corp
Form SC 13D/A
March 05, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 6)

The Howard Hughes Corporation
(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE
(Title of Class of Securities)

44267D107
(CUSIP Number)

Cai Zhiwei
China Investment Corporation, Stable Investment Corporation, Best Investment Corporation
New Poly Plaza
No.1 Chaoyangmen Beidajie
Beijing 100010, P.R. China
Facsimile: +86 (10) 64086282

Copy to:

Lee Parks, Esq.
Fried, Frank, Harris, Shriver, & Jacobson LLP
One New York Plaza
New York, NY 10004-1980
(212) 859-8000

March 1, 2013

Edgar Filing: Howard Hughes Corp - Form SC 13D/A

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 China Investment Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

1,863,214*

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1,863,214*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

1,863,214*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%*

14 TYPE OF REPORTING PERSON

CO

* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of these shares of Common Stock. See Item 5.

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 Stable Investment Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China

7 SOLE VOTING POWER

8 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0
SHARED VOTING POWER

1,863,214*
SOLE DISPOSITIVE POWER

0
SHARED DISPOSITIVE POWER

10 1,863,214*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

1,863,214*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%*

14 TYPE OF REPORTING PERSON

CO

* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of these shares of Common Stock. See Item 5.

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 Best Investment Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5
6 CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China

SOLE VOTING POWER

7 NUMBER OF
8 SHARES
9 BENEFICIALLY
10 OWNED BY
EACH
REPORTING
PERSON
WITH

0
SHARED VOTING POWER

1,863,214*
SOLE DISPOSITIVE POWER

0
SHARED DISPOSITIVE POWER

1,863,214*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 1,863,214*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%*

TYPE OF REPORTING PERSON

14 CO

* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of these shares of Common Stock. See Item 5.

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this “Amendment No. 6”) amends the Schedule 13D filed on November 19, 2010 (the “Original Schedule 13D”), amended on November 14, 2012 (“Amendment No. 1”), December 21, 2012 (“Amendment No. 2”), January 23, 2013 (“Amendment No. 3”), February 13, 2013 (“Amendment No. 4”) and February 27, 2013 (“Amendment No. 5” and, together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and Amendment No. 6, the “Schedule 13D”). This Amendment No. 6 relates to the common stock, \$0.01 par value per share (the “Common Stock”), of The Howard Hughes Corporation, a Delaware corporation (the “Company”).

Item 5. Interest in Securities of the Issuer

Item 5(a)-(c) and (e) of the Schedule 13D is hereby amended in its entirety as follows:

(a)-(b) As of the close of business on March 1, 2013, the Investment Vehicles directly held and beneficially owned the shares of Common Stock indicated on the following table. Each of the Investment Vehicles shares voting and investment power as indicated in the paragraphs below the table. All calculations of percentages of beneficial ownership in this Item 5 and elsewhere in this Schedule 13D are based on 39,498,912 shares of Common Stock reported as outstanding as of February 24, 2013 by the Company in its Form 10-K filed with the Securities and Exchange Commission on February 28, 2013.

Investment Vehicle	Common Stock	Beneficial Ownership
BRH HHC	606,407	1.54%
BRH II	416,131	1.05%
BRH III	477,323	1.21%
BRH IV-A	55,191	0.14%
BRH IV-B (1)	110,154	0.28%
BRH IV-C (1)	36,907	0.09%
BRH IV-D	36,907	0.09%
BRH V	124,194	0.31%
Total:	1,863,214	4.7%

(1) The shares of Common Stock are held directly by Brookfield US Retail Holdings LLC. Pursuant to the BRH IV-B Agreement and BRH IV-C Agreement, as applicable, the applicable Investment Vehicle shares investment and voting power (but not with Brookfield US Retail Holdings LLC) over the shares of Common Stock held directly by Brookfield US Retail Holdings LLC.

The Reporting Person has no sole voting or investment power with respect to any shares of Common Stock.

By virtue of (i) the ability of Stable and Best under the Operating Agreement of BRH III to appoint and remove the members of the board of directors of BRH III and (ii) the ability of the board of directors of BRH III, which owns more than 14% of the aggregate ownership interests held by all Tier One Parallel Investment Vehicles, to direct BAM Canada on behalf of BRH III to veto any action requiring a hyper-majority vote under the Voting Agreement (including voting decisions and material dispositions of Common Stock by the Investment Vehicles), Stable and Best may be deemed to share beneficial ownership of the Common Stock held by each of the Investment Vehicles with the Other Filers (as defined below). By virtue of CIC being the parent of CIC International, which is the parent of both Stable and Best, CIC may be deemed to share beneficial ownership of the Common Stock held by each of the Investment Vehicles. Additionally, by virtue of the various agreements and arrangements described in this Schedule 13D, the Reporting Persons may be deemed to be members of a “group” with the Investment Vehicles and Brookfield Asset Management Inc., Partners Limited, Brookfield Holdings Canada Inc., Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP, Brookfield Private Funds Holdings Inc., Brookfield US Holdings Inc.,

Edgar Filing: Howard Hughes Corp - Form SC 13D/A

Brookfield US Corporation, and Future Fund Board of Guardians (collectively, the “Other Filers”) with respect to the shares of Common Stock held by the Investment Vehicles as well as any other shares of Common Stock beneficially owned by such Other Filers. None of the Investment Vehicles or the Other Filers is a Reporting Person on this Schedule 13D, and any obligations any of them may have under Section 13(d) of the Act would have to be satisfied on one or more separate filings. Each Reporting Person expressly disclaims, to the extent permitted by applicable law, beneficial ownership of the shares reported herein as well as any other shares of Common Stock beneficially owned by the Other Filers.

(c) None of the Reporting Persons, nor, to their knowledge, any of the Scheduled Persons, has effected any transaction in Common Stock since the filing of Amendment No. 5 other than the transactions set forth below:

Date	Investment Vehicle	Number of Shares Sold	Weighted Average Sale Price
2/26/131	BRH HHC	18,902	\$77.7621
	BRH II	12,970	\$77.7621
	BRH III	14,877	\$77.7621
	BRH IV-A	1,720	\$77.7621
	BRH IV-B	3,433	\$77.7621
	(1)		
	BRH IV-C	1,150	\$77.7621
	(1)		
	BRH IV-D	1,150	\$77.7621
2/27/132	BRH V	3,871	\$77.7621
	BRH HHC	13,019	\$77.0000
	BRH II	8,934	\$77.0000
	BRH III	10,247	\$77.0000
	BRH IV-A	1,185	\$77.0000
	BRH IV-B	2,365	\$77.0000
	(1)		
2/28/133	BRH IV-C	792	\$77.0000
	(1)		
	BRH IV-D	792	\$77.0000
	BRH V	2,666	\$77.0000
	BRH HHC	79,671	\$77.0020
	BRH II	54,670	\$77.0020
	BRH III	62,710	\$77.0020
BRH IV-A	7,250	\$77.0020	
BRH IV-B	14,471	\$77.0020	
	(1)		
		4,848	\$77.0020

	BRH IV-C		
	(1)		
	BRH IV-D	4,848	\$77.0020
	BRH V	16,316	\$77.0020
3/1/134	BRH HHC	29,394	\$77.0738
	BRH II	20,171	\$77.0738
	BRH III	23,137	\$77.0738
	BRH IV-A	2,675	\$77.0738
	BRH IV-B	5,339	\$77.0738
	(1)		
	BRH IV-C	1,789	\$77.0738
	(1)		
	BRH IV-D	1,789	\$77.0738
	BRH V	6,020	\$77.0738

(1) The shares of Common Stock are held directly by Brookfield US Retail Holdings LLC. Pursuant to the BRH IV-B Agreement and BRH IV-C Agreement, as applicable, the applicable Investment Vehicle shares investment and voting power (but not with Brookfield US Retail Holdings LLC) over the shares of Common Stock held directly by Brookfield US Retail Holdings LLC.

(e) The Reporting Persons ceased to be the beneficial owners of more than five percent of the Common Stock on March 1, 2013.

1 On this date, shares were sold at a range of \$76.75 to \$77.15 per share. The Reporting Persons shall undertake to provide upon request by the staff full information regarding the number of shares purchased or sold at each separate price.

2 On this date, shares were sold at \$77.00 per share.

3 On this date, shares were sold at a range of \$77.00 to \$77.20 per share. The Reporting Persons shall undertake to provide upon request by the staff full information regarding the number of shares purchased or sold at each separate price.

4 On this date, shares were sold at a range of \$77.00 to \$77.35 per share. The Reporting Persons shall undertake to provide upon request by the staff full information regarding the number of shares purchased or sold at each separate price.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 5, 2013

CHINA INVESTMENT CORPORATION

By: /s/ Lou Jiwei
Name: Lou Jiwei
Title: Chairman and Chief
Executive Officer

Dated: March 5, 2013

STABLE INVESTMENT CORPORATION

By: /s/ Li Keping
Name: Li Keping
Title: Executive Director

Dated: March 5, 2013

BEST INVESTMENT CORPORATION

By: /s/ Li Keping
Name: Li Keping
Title: Executive Director