

MACERICH CO  
Form 8-K  
May 27, 2011

**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 26, 2011**

**THE MACERICH COMPANY**

(Exact Name of Registrant as Specified in Charter)

**MARYLAND**  
(State or Other Jurisdiction of  
Incorporation)

**1-12504**  
(Commission File Number)

**95-4448705**  
(IRS Employer Identification No.)

**401 Wilshire Boulevard, Suite 700, Santa Monica, California 90401**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code **(310) 394-6000**

## Edgar Filing: MACERICH CO - Form 8-K

N/A

(Former Name or Former Address, if Changed Since Last report)

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 (*see* General Instruction A.2. below):

- 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))
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**ITEM 5.07. Submission of Matters to a Vote of Security Holders.**

(a) The Macerich Company (the Company) held its Annual Meeting of Stockholders on May 26, 2011 (the Annual Meeting).

(b) At the Annual Meeting, the Company's stockholders (i) elected the ten nominees listed below to serve as directors for a term of one year expiring at the 2012 Annual Meeting of Stockholders and until their successors are duly elected and qualified, (ii) ratified the appointment of KPMG LLP as the Company's independent accountants for the year ending December 31, 2011, (iii) approved the compensation of the Company's named executive officers, and (iv) selected the option of once every year as the preferred frequency for future advisory votes on executive compensation.

**Item 1: The election of ten directors for a one-year term expiring at the 2012 Annual Meeting of Stockholders**

|                       | For         | Against   | Abstentions | Broker Non-Votes |
|-----------------------|-------------|-----------|-------------|------------------|
| Douglas D. Abbey      | 111,875,816 | 3,998,964 | 14,954      | 5,239,989        |
| Dana K. Anderson      | 115,459,169 | 417,651   | 12,914      | 5,239,989        |
| Arthur M. Coppola     | 114,921,773 | 897,522   | 70,439      | 5,239,989        |
| Edward C. Coppola     | 115,491,504 | 382,607   | 15,623      | 5,239,989        |
| James S. Cownie       | 115,397,746 | 475,378   | 16,610      | 5,239,989        |
| Fred S. Hubbell       | 115,399,978 | 473,163   | 16,593      | 5,239,989        |
| Diana M. Laing        | 110,049,101 | 5,824,672 | 15,961      | 5,239,989        |
| Stanley A. Moore      | 109,719,081 | 6,154,305 | 16,348      | 5,239,989        |
| Mason G. Ross         | 110,041,846 | 5,831,541 | 16,347      | 5,239,989        |
| Dr. William P. Sexton | 109,721,512 | 6,152,974 | 15,248      | 5,239,989        |

**Item 2: The ratification of the appointment of KPMG LLP as the Company's independent accountants for the year ending December 31, 2011**

| For         | Against | Abstentions |
|-------------|---------|-------------|
| 121,081,916 | 29,002  | 18,805      |

There were no broker non-votes for Item 2.



**Item 3: Advisory Vote Regarding the Compensation of the Company's Named Executive Officers**

|  | <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|--|------------|----------------|--------------------|-------------------------|
|  | 94,362,945 | 21,134,738     | 392,051            | 5,239,989               |

**Item 4: Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation**

| <b>Every Year</b> | <b>Every Two Years</b> | <b>Every Three Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------------|------------------------|--------------------------|--------------------|-------------------------|
| 104,312,728       | 25,199                 | 11,530,672               | 21,135             | 5,239,989               |

(d) The Board of Directors of the Company has considered the views of its stockholders and has decided that it will include a stockholder vote on the compensation of executives in its proxy materials annually until the next required vote on the frequency of stockholder votes on the compensation of executives.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, The Macerich Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE MACERICH COMPANY

By: RICHARD A. BAYER

May 27, 2011  
Date

/s/ Richard A. Bayer  
Senior Executive Vice President,  
Chief Legal Officer and Secretary