

Howard Hughes Corp
Form S-8
January 27, 2011

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As filed with the Securities and Exchange Commission on January 27, 2011.

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
THE HOWARD HUGHES CORPORATION
(Exact name of registrant as specified in its charter)**

Delaware
(State of incorporation)

36-4673192
(I.R.S. Employer Identification Number)

**One Galleria Tower
13355 Noel Road, Suite 950
Dallas, Texas 75240**
(Address, including zip code,
of registrant's principal executive offices)
**THE HOWARD HUGHES CORPORATION
2010 EQUITY INCENTIVE PLAN**
(Full title of the plan)

**Grant Herlitz
President
The Howard Hughes Corporation
One Galleria Tower
13355 Noel Road, Suite 950
Dallas, Texas 75240
(214) 741-7744**

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large
Accelerated
Filer

Accelerated
Filer

Non-Accelerated Filer

Smaller Reporting Company

(Do not check if a smaller reporting company)
CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|--------------------------------------|-----------------------------|---|---|----------------------------|
|--------------------------------------|-----------------------------|---|---|----------------------------|

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| | | | | |
|--|--------------|---------|--------------|------|
| Common Stock, par value \$0.01 per share | 2,522 shares | \$52.10 | \$131,396.20 | \$16 |
|--|--------------|---------|--------------|------|

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers such additional shares of common stock as may become issuable pursuant to the anti-dilution provisions of The Howard Hughes Corporation 2010 Equity Incentive Plan.
 - (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to paragraphs (c) and (h) of Rule 457 of the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low sales prices of the Common Stock, par value \$0.01 per share of The Howard Hughes Corporation as reported on the New York Stock Exchange on January 21, 2011.
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EX-23.3

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EXPLANATORY NOTE

The Howard Hughes Corporation (the Company) is hereby registering 2,522 additional shares of its Common Stock, par value \$0.01 per share (Common Stock), available for issuance in connection with options to purchase Common Stock assumed by the Company under its 2010 Equity Incentive Plan (the Plan) in connection with the Company's spin-off from General Growth Properties, Inc. In accordance with the terms of the Plan, the assumption of these options will not reduce the maximum number of shares available for issuance under the Plan. Registration Statement No. 333-170432 on Form S-8, filed with the Securities and Exchange Commission (the SEC) on November 5, 2010, relating to the same class of securities, is currently effective. In accordance with General Instruction E to Form S-8, the contents of such Registration Statement are incorporated herein by reference.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 8. Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 5.1 | Opinion of Jones Day |
| 23.1 | Consent of Jones Day (included in Exhibit 5.1 to this Registration Statement) |
| 23.2 | Consent of Deloitte & Touche LLP |
| 23.3 | Consent of BKD, LLP |
| 24.1 | Power of Attorney |
| 99.1 | The Howard Hughes Corporation 2010 Equity Incentive Plan (incorporated by reference to Exhibit 10.13 to the Company's Current Report on Form 8-K, filed with the SEC on November 12, 2010) |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 27th day of January, 2011.

**THE HOWARD HUGHES
CORPORATION**

By: /s/ Grant Herlitz
Grant Herlitz
President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 27, 2011.

| Signature | Title |
|------------------|---|
| * | Chief Executive Officer and Director (Principal Executive Officer) |
| David R. Weinreb | |
| * | Interim Chief Financial Officer (Principal Financial and Accounting Officer) |
| Rael Diamond | |
| * | Director |
| William Ackman | |
| * | Director |
| David Arthur | |
| * | Director |
| Adam Flatto | |
| * | Director |
| Jeffrey Furber | |
| * | Director |
| Gary Krow | |
| * | Director |
| Allen Model | |

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*

Director

R. Scot Sellers

*

Director

Steven Shepsman

* By: /s/ Grant Herlitz
Grant Herlitz, Attorney-in-fact

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