

Howard Hughes Corp  
Form 8-K  
June 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): June 22, 2011**

**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, Suite 950**

**Dallas, Texas 75240**

(Address of principal executive offices)

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

At the annual meeting of stockholders held on June 22, 2011, the stockholders elected The Howard Hughes Corporation's Board of Directors (the Board ) and voted upon two Board proposals contained within our Proxy Statement dated May 11, 2011.

The Board nominees were elected with the following vote:

| <b>Nominee</b>   | <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|------------|----------------|--------------------|-------------------------|
| William Ackman   | 24,087,991 | 194,948        | 4,142              | 0                       |
| David Arthur     | 24,220,474 | 37,576         | 29,031             | 0                       |
| Adam Flatto      | 24,175,791 | 81,745         | 29,545             | 0                       |
| Jeffrey Furber   | 24,172,440 | 84,280         | 30,361             | 0                       |
| Gary Krow        | 24,107,149 | 149,471        | 30,461             | 0                       |
| Allen Model      | 24,061,149 | 195,761        | 30,171             | 0                       |
| R. Scot Sellers  | 24,176,621 | 80,336         | 30,124             | 0                       |
| Steven Shepsman  | 23,784,160 | 472,750        | 30,171             | 0                       |
| David R. Weinreb | 24,062,836 | 195,164        | 29,081             | 0                       |

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

| <b>Proposal</b>   | <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---|------------|----------------|--------------------|-------------------------|
| An advisory (nonbinding) vote on the compensation of the named executive officers | 24,159,577 | 117,841        | 9,663              | 0                       |

| <b>Proposal</b>   | <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---|---------------|----------------|----------------|--------------------|-------------------------|
| An advisory (nonbinding) vote on the frequency of executive compensation advisory votes (1) | 8,848,801     | 114,758        | 15,313,613     | 9,909              | 0                       |

- (1) Based upon the results of this proposal, the Board has decided to include an advisory vote on the compensation of executives in its proxy materials on triennial basis until the next required vote on frequency. However, the Board expects to continue to evaluate the matter and based on that evaluation may decide to provide for an advisory vote more frequently.

**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: June 27, 2011