

MACERICH CO
Form 8-K
May 14, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

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CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

THE MACERICH COMPANY

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(Exact Name of Registrant as Specified in its Charter)

MARYLAND

(State or Other Jurisdiction of

Incorporation)

1-12504

(Commission File Number)

95-4448705

(I.R.S. Employer Identification
No.)

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

(Address of principal executive office, including zip code)

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

N/A

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(Former name, former address and former fiscal year, 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:

- 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 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.

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On May 6, 2008 and May 8, 2008, the holder of the Company's Series A Cumulative Convertible Redeemable Preferred Stock (Preferred Stock) converted 684,000 shares and 1,338,860 shares, respectively, of its 3,067,131 shares of Preferred Stock into an equal number of shares of common stock of the Company. These shares of common stock were issued by the Company on the respective conversion dates in private placements to this holder, an accredited investor, pursuant to Section 4(2) of the Securities Act of 1933, as amended. This holder has 1,044,271 shares of Preferred Stock remaining.

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, The Macerich Company has duly caused this report to be signed by the undersigned, hereunto duly authorized, in the City of Santa Monica, State of California, on May 14, 2008.

THE MACERICH COMPANY

By: THOMAS E. O HERN

/s/ Thomas E. O Hern
Executive Vice President,
Chief Financial Officer
and Treasurer