

MACERICH CO
Form 8-K
December 21, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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):

December 18, 2009

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

401 Wilshire Boulevard, Suite 700
Santa Monica, California

90401

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(Address of Principal Executive offices)

(Zip Code)

Registrants telephone number, including area code: **(310) 394-6000**

Former name or former address, if changed since last report: **N/A**

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 Instructions A.2.):

- 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 8.01. Other Events.

On November 18, 2009, the Company filed with the U.S. Securities and Exchange Commission (the "SEC") a prospectus supplement dated November 18, 2009 (the "November Prospectus Supplement") to its prospectus dated November 26, 2008, which was included in its automatic shelf registration statement on Form S-3 (No. 333-155742) (the "Registration Statement"). The November Prospectus Supplement relates to the 430,773 shares of the Company's common stock that were or may be issued in connection with a distribution made by The Macerich Partnership, L.P., the Company's operating partnership, on December 21, 2009.

The Company is filing the opinion of its counsel, Goodwin Procter LLP, as Exhibit 5.1 hereto, regarding the legality of the shares of common stock covered by the November Prospectus Supplement.

Additionally, on December 18, 2009, the Company filed with the SEC a prospectus supplement dated December 18, 2009 (the "December Prospectus Supplement") to its prospectus dated November 26, 2008, which was included in the Registration Statement. The December Prospectus Supplement relates to the 50,000 shares of the Company's common stock that may be issued in connection with adjustments to the conversion ratios of certain outstanding units that may be redeemed for the Company's common stock.

The Company is filing the opinion of its counsel, Goodwin Procter LLP, as Exhibit 5.2 hereto, regarding the legality of the shares of common stock covered by the December Prospectus Supplement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed with this report:

| Exhibit Number | Description of Exhibits |
|-----------------------|--|
| +5.1 | Opinion of Goodwin Procter LLP as to the legality of the securities being registered. |
| +5.2 | Opinion of Goodwin Procter LLP as to the legality of the securities being registered. |
| +23.1 | Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.1 and incorporated herein by reference). |
| +23.2 | Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.2 and incorporated herein by reference). |

+ Filed herewith.

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 MACERICH COMPANY
By: Richard A. Bayer

/s/ Richard A. Bayer
Senior Executive Vice President,

Chief Legal Officer and Secretary

Date: December 21, 2009

EXHIBIT INDEX

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| +23.2 | Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.2 and incorporated herein by reference). |

+ Filed herewith.