

Howard Hughes Corp
Form 3
October 17, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â O'Reilly David R.
(Last) (First) (Middle)

ONE GALLERIA
TOWER,,Â 13355 NOEL
ROAD, 22ND FLOOR

(Street)

DALLAS,Â TXÂ 75240

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/17/2016

3. Issuer Name and Ticker or Trading Symbol
Howard Hughes Corp [HHC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Chief Financial Officer

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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			Shares			or Indirect (I) (Instr. 5)
			Common Stock, par value	50,125 ⁽²⁾	\$ 112.08	D Â
Warrant (right to buy)	04/06/2022 ⁽¹⁾	10/03/2022	\$0.01 per share			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Reilly David R. ONE GALLERIA TOWER, 13355 NOEL ROAD, 22ND FLOOR DALLAS, TX 75240	Â	Â	Â Chief Financial Officer	Â

Signatures

Timothy F. Hubach, Attorney-in-fact for David R.
O'Reilly

10/17/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to a warrant purchase agreement, dated as of October 6, 2016 (the "Warrant Agreement"), by and between The Howard Hughes Corporation (the "Company") and David R. O'Reilly, the warrant will become exercisable on October 6, 2022, and will become

(1) immediately exercisable in the event of: (a) a Change of Control of the Company (as defined in the Warrant Agreement); (b) the termination of Mr. O'Reilly's employment by the Company without Cause (as defined in the Warrant Agreement); or (c) the separation of Mr. O'Reilly from employment for Good Reason (as defined in the Warrant Agreement).

(2) Reflects shares underlying a warrant to purchase shares of the common stock of the Company pursuant to the Warrant Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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