

MACERICH CO
Form SC 13G/A
February 12, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 2)*
The Macerich Company

(Name of Issuer)
Common Stock

(Title of Class of Securities)
554382101

(CUSIP Number)
December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 554382101

- | | | | | | | | | | |
|---|---|----|------------------------------|----|-----------------------------------|----|-----------------------------------|----|--|
| 1. | NAMES OF REPORTING PERSONS
GIC Private Limited | | | | | | | | |
| 2. | CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (see
instructions)
(a) £
(b) £ | | | | | | | | |
| 3. | SEC USE ONLY | | | | | | | | |
| 4. | CITIZENSHIP OR PLACE OF
ORGANIZATION
Singapore | | | | | | | | |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH | <table border="0"> <tr> <td style="vertical-align: top;">5.</td> <td>SOLE VOTING POWER
493,078</td> </tr> <tr> <td style="vertical-align: top;">6.</td> <td>SHARED VOTING POWER
11,005,796</td> </tr> <tr> <td style="vertical-align: top;">7.</td> <td>SOLE DISPOSITIVE POWER
493,078</td> </tr> <tr> <td style="vertical-align: top;">8.</td> <td>SHARED DISPOSITIVE POWER
11,005,796</td> </tr> </table> | 5. | SOLE VOTING POWER
493,078 | 6. | SHARED VOTING POWER
11,005,796 | 7. | SOLE DISPOSITIVE POWER
493,078 | 8. | SHARED DISPOSITIVE POWER
11,005,796 |
| 5. | SOLE VOTING POWER
493,078 | | | | | | | | |
| 6. | SHARED VOTING POWER
11,005,796 | | | | | | | | |
| 7. | SOLE DISPOSITIVE POWER
493,078 | | | | | | | | |
| 8. | SHARED DISPOSITIVE POWER
11,005,796 | | | | | | | | |
| 9. | AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
11,498,874 | | | | | | | | |
| 10. | CHECK IF THE AGGREGATE
AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)
£ | | | | | | | | |
| 11. | PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9
8.17% [‡] | | | | | | | | |
| 12. | TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)
CO | | | | | | | | |

[‡]Percentage is based on 140,772,872 shares of common stock outstanding as of November 2, 2017 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2017.

CUSIP No. 554382101

- | | |
|---|--|
| 1. | NAMES OF REPORTING PERSONS
GIC Real Estate Private Limited |
| 2. | CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (see
instructions)
(a) £
(b) £ |
| 3. | SEC USE ONLY |
| 4. | CITIZENSHIP OR PLACE OF
ORGANIZATION
Singapore |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH | 5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
10,882,377
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
10,882,377 |
| 9. | AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
10,882,377 |
| 10. | CHECK IF THE AGGREGATE
AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)
£ |
| 11. | PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9
7.73% [‡] |
| 12. | TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)
CO |

[‡]Percentage is based on 140,772,872 shares of common stock outstanding as of November 2, 2017 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2017.

CUSIP No. 554382101

- | | |
|---|--|
| 1. | NAMES OF REPORTING PERSONS
GIC Real Estate, Inc. |
| 2. | CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (see
instructions)
(a) <input type="checkbox"/>
(b) <input type="checkbox"/> |
| 3. | SEC USE ONLY |
| 4. | CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH | 5. SOLE VOTING POWER
0

6. SHARED VOTING POWER
10,882,377

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
10,882,377 |
| 9. | AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
10,882,377 |
| 10. | CHECK IF THE AGGREGATE
AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)
<input type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9
7.73% [‡] |
| 12. | TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)
CO |

[‡]Percentage is based on 140,772,872 shares of common stock outstanding as of November 2, 2017 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2017.

CUSIP No. 554382101

- | | |
|---|--|
| 1. | NAMES OF REPORTING PERSONS
US Shops LLC |
| 2. | CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (see
instructions)
(a) <input type="checkbox"/>
(b) <input type="checkbox"/> |
| 3. | SEC USE ONLY |
| 4. | CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH | 5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
10,882,377
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
10,882,377 |
| 9. | AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
10,882,377 |
| 10. | CHECK IF THE AGGREGATE
AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)
<input type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9
7.73% [‡] |
| 12. | TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)
OO |

[‡]Percentage is based on 140,772,872 shares of common stock outstanding as of November 2, 2017 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2017.

Item 1(a). Name of Issuer:

The Macerich Company

Item 1(b). Address of Issuer's Principal Executive Offices:

401 Wilshire Boulevard, Suite 700

Santa Monica, California 90401

Item 2(a). Name of Person Filing:

GIC Private Limited

GIC Real Estate Private Limited

GIC Real Estate, Inc.

US Shops LLC

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which was filed as Exhibit A to the Statement on Schedule 13G filed by the Reporting Persons on September 23, 2016 with respect to the Common Stock of The Macerich Company (the "Schedule 13G"), and is incorporated herein by reference. Pursuant to the Joint Filing Agreement, the Reporting Persons have agreed to file this Amendment No. 2 to Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Item 2(b). Address of Principal Business Office or, if none, Residence:

GIC Private Limited:

168 Robinson Road

#37-01 Capital Tower

Singapore 068912

GIC Real Estate Private Limited:

c/o GIC Private Limited

168 Robinson Road

#37-01 Capital Tower

Singapore 068912

GIC Real Estate, Inc.:

One Bush Street, Suite 1100

San Francisco, California 94104

US Shops LLC:

c/o GIC Real Estate, Inc.

One Bush Street, Suite 1100

San Francisco, California 94104

Item 2(c). Citizenship:

GIC Private Limited – Singapore

GIC Real Estate Private Limited – Singapore

GIC Real Estate, Inc. – Delaware

US Shops LLC – Delaware

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

554382101

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is
a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

The aggregate number of securities and percentages of the class of securities of the Issuer beneficially owned by the Reporting Persons named in Item 2(a), as well as the number of securities as to which such persons are deemed to have sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition and shared power to dispose or direct the disposition, is set forth in the following table:

Reporting Person	Number of Shares			Power to Dispose		Percent of Class
	No. of Shares Beneficially Owned	Power to Vote Sole	Power to Vote Shared	Sole	Shared	
GIC Private Limited	11,498,874	493,078 ¹	11,005,796 ^{1,2}	493,078 ¹	11,005,796 ^{1,2}	8.17 %
GIC Real Estate Private Limited	10,882,377	0	10,882,377 ²	0	10,882,377 ²	7.73 %
GIC Real Estate, Inc.	10,882,377	0	10,882,377 ²	0	10,882,377 ²	7.73 %
US Shops LLC	10,882,377	0	10,882,377 ²	0	10,882,377 ²	7.73 %

¹ GIC Private Limited (“GIC”) is a fund manager and only has two clients: the Government of Singapore (“GoS”) and the Monetary Authority of Singapore (“MAS”). Under the investment management agreement with GoS, GIC has been given the sole discretion to exercise the voting rights attached to, and the disposition of, any shares managed on behalf of GoS. As such, GIC has the sole power to vote and the sole power to dispose of 493,078 shares beneficially owned by it. GIC shares power to vote and dispose of 123,419 shares beneficially owned by it with MAS.

² 10,882,377 shares are held directly by US Shops LLC (“US Shops”). GIC Real Estate, Inc. (“GIC RE Inc.”), the investment manager for US Shops, has the power to vote and dispose of such shares. GIC RE Inc. shares such powers with GIC Real Estate Private Limited and GIC.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the

Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated February 12, 2018

GIC PRIVATE LIMITED

By: /s/ Jimmy Teo Poh Leong

Name: Jimmy Teo Poh Leong

Title: Senior Vice President

By: /s/ Celine Loh Sze Ling

Name: Celine Loh Sze Ling

Title: Senior Vice President

GIC REAL ESTATE PRIVATE
LIMITED

By: /s/ Lee Kok Sun

Name: Lee Kok Sun

Title: Managing Director

GIC REAL ESTATE, INC.

By: /s/ Steven Sinnett

Name: Steven Sinnett

Title: Senior Vice President

By: /s/ Kristin Leung

Name: Kristin Leung

Title: Senior Vice President

US SHOPS LLC

By: /s/ Steven Sinnett

Name: Steven Sinnett

Title: Authorized signatory

By: /s/ Kristin Leung

Name: Kristin Leung

Title: Authorized signatory

Exhibit Index

Exhibit A	Joint Filing Agreement, dated September 23, 2016, entered into by GIC Private Limited, GIC Real Estate Private Limited, GIC Real Estate, Inc. and US Shops LLC (incorporated by reference to Exhibit A to the Statement on Schedule 13G, filed by the Reporting Persons on September 23, 2016).
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