

MACERICH CO  
Form 424B7  
August 20, 2014

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Filed Pursuant to Rule 424(b)(7)  
Registration No. 333-198260

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value per share	9,136,907	\$65.23(2)	\$123,363,432.61(2)	\$15,889.21(2)

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, or the Securities Act, this registration statement also covers such additional shares as may hereafter be offered or issued with respect to the shares registered hereby resulting from stock splits, stock dividends, recapitalizations or similar capital adjustments.

(2) The registration fee related to 1,914,110 shares of common stock to be registered hereby was calculated in accordance with Rules 457(o) and 457(r) of the Securities Act. Payment of the registration fee for these securities at the time of filing of the registrant's registration statement on Form S-3, filed with the Securities and Exchange Commission, or the SEC, on August 20, 2014 (File No. 333-198260) (the "Registration Statement"), was deferred pursuant to Rules 456(b) and 457(r) under the Securities Act. This paragraph shall be deemed to update the "Calculation of Registration Fee" table in the Registration Statement.

As discussed below, pursuant to Rule 415(a)(6) under the Securities Act, this prospectus supplement includes unsold securities that have been previously registered. Accordingly, there is no registration fee due in connection with this prospectus supplement for these securities.

Pursuant to Rule 415(a)(6) under the Securities Act, the securities registered pursuant to this prospectus supplement include 7,222,797 unsold shares of common stock previously registered on our prospectus supplement dated July 2, 2010 and an accompanying prospectus to our registration statement on Form S-3 that we filed with the SEC on November 26, 2008 under File No. 333-155742, and on our prospectus supplement dated September 9, 2011 and an accompanying prospectus to our registration statement on Form S-3 that we filed with the SEC on September 9, 2011 under File No. 333-176762, which we collectively refer to as the Prior Prospectuses. In connection with the registration of such unsold shares of common stock on the Prior Prospectuses, we paid a registration fee of \$27,618.09 which will continue to be applied to such unsold securities.

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**Prospectus Supplement  
(To Prospectus dated August 20, 2014)**

**9,136,907 Shares  
Common Stock Underlying OP Units**

The 9,136,907 shares of our common stock, par value \$.01 per share, that we may issue pursuant to this prospectus supplement and the accompanying prospectus were previously included in a prospectus supplement dated July 2, 2010 and an accompanying prospectus to our registration statement on Form S-3 that we filed with the Securities and Exchange Commission (the "SEC") on November 26, 2008 under File No. 333-155742 (the "Original Registration Statement"), and in a prospectus supplement dated September 9, 2011 and an accompanying prospectus to our registration statement on Form S-3 that we filed with the SEC on September 9, 2011 under File No. 333-176762 (the "Second Registration Statement"). The Original Registration Statement filed on November 26, 2008 terminated upon the effectiveness on September 9, 2011 of the Second Registration Statement. The Second Registration Statement terminated upon the effectiveness on August 20, 2014 of the registration statement on Form S-3 of which this prospectus supplement is a part.

This prospectus supplement is a supplement to the accompanying prospectus and relates to the holders of our common units of limited partnership interest, or "OP units," in The Macerich Partnership, L.P. (the "Operating Partnership") named herein (the "OP unit holders"). The OP units may be redeemed at the request of the OP unit holder and we may elect to redeem them for cash or shares of our common stock on a one-for-one basis. Currently, there are no outstanding redemption requests from the OP unit holders.

This prospectus supplement covers the potential offer and sale, from time to time, by the OP unit holders of up to 9,136,907 shares of our common stock that may be issued to such OP unit holders upon redemption of an equal number of OP units. The OP unit holders may only offer these shares of our common stock if upon any request for redemption we exercise our right to issue our common stock to them instead of paying a cash amount. The registration of the shares of our common stock covered by this prospectus supplement satisfies any contractual obligation, but does not necessarily mean that any of the holders of OP units will exercise their redemption rights or that upon any such redemption we will elect, in our sole and absolute discretion, to redeem some or all of the OP units for shares of our common stock instead of paying a cash amount.

The OP unit holders will act independently in making decisions with respect to the timing, manner and size of any sale or non-sale related transfer. The OP unit holders may sell these shares in one or more transactions at the market price for our common stock prevailing at the time of sale, a price related to the prevailing market price, a negotiated price or such other price as the OP unit holders determine from time to time. See "Plan of Distribution." Our common stock trades on the New York Stock Exchange (the "NYSE") under the symbol "MAC." On August 19, 2014, the last reported sale price of our common stock on the NYSE was \$65.32 per share.

**Investing in the common stock involves risks. See "Risk Factors" beginning on page S-4.**

We will not receive any proceeds from the sale by the OP unit holders of the common stock. We will pay all expenses of the registration of the common stock and certain other expenses.

**Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

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The date of this prospectus supplement is August 20, 2014.

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## PROSPECTUS

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This document consists of two parts. The first part is this prospectus supplement, which relates to the potential offer and sale, from time to time, by the OP unit holders of shares of our common stock and also supplements and updates information contained in the accompanying prospectus and the documents incorporated by reference into the prospectus. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to any potential resale of shares of our common stock. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document incorporated by reference herein that was filed with the SEC before the date of this prospectus supplement, on the other hand, you should rely on the information in this prospectus supplement.

**You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not authorized anyone to provide you with information that is different from that contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. The offering of the shares may be restricted by law in certain non-U.S. jurisdictions. This prospectus supplement is not an offer to sell nor does it seek an offer to buy any shares in any jurisdiction where the offer or sale is not permitted.**

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**SUMMARY**

*This summary only highlights the more detailed information appearing elsewhere in this prospectus supplement or incorporated by reference in this prospectus supplement. It may not contain all of the information that is important to you. You should carefully read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement before deciding whether to invest in shares of our common stock.*

*Unless otherwise stated, or the context otherwise requires, references in this prospectus supplement to the "Company," "Macerich," "we," "us" and "our" refer to The Macerich Company, those entities owned or controlled by The Macerich Company and predecessors of The Macerich Company.*

**OUR COMPANY**

We are involved in the acquisition, ownership, development, redevelopment, management, and leasing of regional and community/power shopping centers located throughout the United States. We are the sole general partner of, and own a majority of the ownership interests in, our Operating Partnership. As of June 30, 2014, the Operating Partnership owned or had an ownership interest in 52 regional shopping centers and nine community/power shopping centers totaling approximately 55 million square feet of gross leasable area.

We are a self-administered and self-managed real estate investment trust, or REIT, and conduct all of our operations through the Operating Partnership and our management companies.

We were organized as a Maryland corporation in September 1993. Our principal executive offices are located at 401 Wilshire Boulevard, Suite 700, Santa Monica, California 90401. Our telephone number is (310) 394-6000.

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**THE OFFERING**

Securities offered

Up to 9,136,907 shares of our common stock that may be issued to the OP unit holders upon redemption for an equal number of OP units of our Operating Partnership. Currently, there are no outstanding redemption requests from the OP unit holders.

The Operating Partnership issued 7,222,797 of the OP units to the OP unit holders from 1994 through 2000 in connection with various acquisitions by the Operating Partnership.

The Operating Partnership issued 1,150,720 of the OP units to the OP unit holders from 2006 through 2014 in connection with the conversion of a class of limited partnership units, or LTIP units, issued under The Macerich Company 2003 Equity Incentive Plan, as amended and restated (the "Incentive Plan").

763,390 of the OP units may be issued upon conversion of outstanding LTIP units issued from 2006 through 2014 under the Incentive Plan.

Pursuant to the limited partnership agreement of our Operating Partnership, holders of OP units may tender their OP units for a cash amount equal to the value of an equivalent number of shares of our common stock. In lieu of paying a cash amount, however, we may, at our option, choose to acquire any OP units so tendered by issuing common stock upon redemption of such OP units. The common stock is redeemed for OP units on a one-for-one basis. Under the terms of the limited partnership agreement of our Operating Partnership, these OP units were not redeemable until after the first anniversary of the issuance date of such OP units.

The registration of the shares of our common stock covered by this prospectus supplement satisfies any contractual obligation, but does not necessarily mean that (i) any of the holders of 9,136,907 OP units will exercise their redemption rights, (ii) upon any such redemption we will elect, in our sole and absolute discretion, to redeem some or all of such OP units for shares of our common stock instead of paying a cash amount or (iii) if any of the holders of such OP units receive shares of our common stock upon redemption of their OP units that they will sell such shares.

NYSE symbol for common stock

"MAC"

Use of proceeds

We will not receive any proceeds from any sale of shares by the OP unit holders. The OP unit holder will pay any underwriting discounts and commissions and expenses they incur for brokerage, accounting, tax or legal services or any other expenses they incur in disposing of the shares.

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Risk factors

Before investing in our common stock, you should carefully read and consider the information set forth in "Risk Factors" beginning on page S-4 of this prospectus supplement and all other information appearing elsewhere and in the documents incorporated herein by reference.

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**RISK FACTORS**

*In addition to other information contained in this prospectus supplement and the accompanying prospectus, you should carefully consider the risks described below and in the documents incorporated by reference in this prospectus supplement before making an investment decision. These risks are not the only ones facing our Company. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations. Our business, financial condition or results of operations could be materially adversely affected by the materialization of any of these risks. The trading price of shares of our common stock could decline due to the materialization of any of these risks, and you may lose all or part of your investment. This prospectus supplement, the accompanying prospectus and the documents incorporated herein by reference also contain forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks described in the documents incorporated herein by reference, including (i) Macerich's Annual Report on Form 10-K for the year ended December 31, 2013, (ii) Macerich's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2014 and June 30, 2014 and (iii) documents Macerich files with the SEC after the date of this prospectus supplement and which are deemed incorporated by reference in this prospectus supplement. See "Where You Can Find More Information and Incorporation by Reference."*

***The price of our common stock has and may continue to fluctuate significantly, which may make it difficult for you to sell the common stock when you want or at prices you find attractive.***

The price of our common stock on the NYSE constantly changes and has been subject to significant price fluctuations. We expect that the market price of our common stock will continue to fluctuate significantly. Our stock price can fluctuate as a result of a variety of factors, many of which are beyond our control. These factors may include:

actual or anticipated variations in our operating results or dividends;

general market fluctuations, industry factors and general economic and geopolitical conditions and events, such as economic slowdowns or recessions, consumer confidence in the economy, ongoing military conflicts and terrorist attacks;

changes in our funds from operations or earnings estimates;

changes in the ability of our shopping centers to generate sufficient revenues to meet operating and other expenses, whether as a result of economic conditions, consumer spending and consumer confidence, local real estate conditions or otherwise;

local economic and real estate conditions in geographic locations where we have a high concentration of centers;

competition by public or private mall companies or others, including competition for both acquisition of centers and for tenants to occupy space;

the ability of our tenants to pay rent to us and meet their other obligations to us under current lease terms and our ability to lease space on favorable terms;

the success of our acquisition and real estate development strategy;

our ability to comply with the financial covenants in our debt agreements and the impact of restrictive covenants in our debt agreements;

our access to financing;

inflation and increases in interest rates;

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our ability to comply with current and future regulations with respect to our qualification as a REIT and restrictions imposed on us and our business by those regulations;

the risk that if we fail to qualify as a REIT, we will have reduced funds available for distributions, will not be allowed a deduction for distributions, and will be subject to U.S. federal income tax at regular corporate rates;

our ability to comply with our joint venture agreements and other risks associated with our joint venture investments;

possible uninsured losses, including losses from casualty events or natural disasters, and possible environmental liabilities;

the impact of an ownership limit and takeover defenses in our charter and bylaws and under Maryland law;

any future issuances of equity securities; and

the realization of any of the other risk factors included in, or incorporated by reference to, this prospectus supplement.

In addition, over the last several years, prices of equity securities in the U.S. trading markets have been experiencing extreme price fluctuations, and the market prices of our common stock have also fluctuated significantly during this period. As a result of these and other factors, investors who purchase our common stock in this offering may experience a decrease, which could be substantial and rapid, in the market price of our common stock, including decreases unrelated to our operating performance or prospects.

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**USE OF PROCEEDS**

We will not receive any proceeds from any sale by the OP unit holders of the common stock offered by this prospectus supplement.

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The following table sets forth the number of shares of our common stock and OP units of our Operating Partnership beneficially owned by the OP unit holders as of August 12, 2014, the number of shares of our common stock covered by this prospectus supplement and the total number of shares of our common stock and OP units of our Operating Partnership which the OP unit holders will beneficially own upon completion of this offering. The table assumes that the OP unit holders sell all of the shares covered by this prospectus supplement, and that the OP unit holders do not acquire any additional shares of our common stock or OP units of our Operating Partnership.

The registration of the shares of our common stock covered by this prospectus supplement satisfies any contractual obligation, but does not necessarily mean that (i) any of the holders of the 9,136,907 OP units will exercise their redemption rights, (ii) that upon any such redemption we will elect, in our sole and absolute discretion, to redeem some or all of such OP units for shares of our common stock instead of paying a cash amount or (iii) that if any of the holders of such OP units receive shares of our common stock upon redemption of their OP units that they will sell such shares. Currently, there are no outstanding redemption requests from the OP unit holders.

<b>Partner Name</b>	<b>Number of Shares and OP units Beneficially Owned Prior to the Offering(1)</b>	<b>Percentage of Shares and OP units Owned Prior to the Offering(2)</b>	<b>Number of Shares Offered Hereby(3)</b>	<b>Number of Shares and OP units Beneficially Owned Following the Offering(1)</b>	<b>Percentage of Shares and OP units Beneficially Owned Following the Offering(2)</b>
Anderson Family Trust(4)	1,454,716	*	1,292,632	162,084	*
Article Fourth Trust UAD 2/27/07 f/b/o Evan Siegel(5)	375,000	*	250,000	125,000	*
William P. Beatson	293,026	*	290,526	2,500	*
Sylvia Breiholz Declaration of Trust dated March 25, 1999(6)	58,654	*	57,111	1,543	*
Brettin Family Trust(7)	89,090	*	89,090	0	*
C.S. Keyzers Trust UTA(8)	184,063	*	154,063	30,000	*
Catherine Wyler Trust(9)	5,054	*	4,679	375	*
Arthur Coppola(10)	2,506,623(11)	1.66%	2,148,528	358,095	*
Edward C. Coppola(12)	1,787,127(13)	1.18%	1,330,109	457,018	*
David Wyler Trust(9)	5,054	*	4,679	375	*
Arthur W. Forte	21,750	*	20,419	1,331	*
Judith Wyler Trust(9)	5,054	*	4,679	375	*
Melanie Wyler Trust(9)	3,624	*	3,355	269	*
Newman Marital QTIP Trust(14)	157,278	*	157,278	0	*
Rausch Family Trust of 2003(15)	46,649	*	34,705	11,944	*
Samantha Siegel Revocable Trust(16)	1,125,000	*	750,000	375,000	*
The Bayer Trust dated March 24, 1999(17)	138,067	*	116,295	21,772	*
The Northwestern Mutual Life Insurance Company(18)	1,134,093	*	1,028,579	105,514	*
The Sheehan 2001 Family Trust(19)	82,849	*	82,849	0	*
The Smith Trust UA(20)	292,374	*	290,963	1,411	*
All Other OP unit holders (includes 50 OP unit holders)(21)	1,484,638	*	1,026,368	458,270	*
<b>TOTAL:</b>	<b>11,249,783</b>	<b>7.44%</b>	<b>9,136,907</b>	<b>2,112,876</b>	<b>1.40%</b>

\*

Less than one percent.

(1)

"Number of Shares and OP units Beneficially Owned Prior to the Offering" and "Number of Shares and OP units Beneficially Owned Following the Offering" include (i) shares of common stock that may be acquired by exercising stock appreciation rights, or SARs, that vested on March 15, 2011 and (ii) shares of

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common stock that may be acquired by redeeming OP units in our Operating Partnership assuming that, (a) all outstanding LTIP units, including service-based or performance-based, have vested in full and have been converted into an equal number of OP units and (b) all OP units have been redeemed for shares of common stock. Pursuant to the limited partnership agreement of our Operating Partnership, after receiving a redemption notice from a unit holder, our Operating Partnership must redeem units for cash or, at our option, shares of common stock on a one-for-one basis. We assume that the OP unit holders sell all of the shares covered by this prospectus supplement for purposes of the "Number of Shares and OP units Beneficially Owned Following the Offering."

- (2) As of August 12, 2014, 140,714,194 shares of common stock, 9,680,748 OP units and 763,390 LTIP units, consisting of all outstanding LTIP units, including service-based or performance-based, were outstanding. To compute the percentage of outstanding shares of common stock and OP units beneficially owned by each person and unless otherwise noted, any share of common stock which such person has the right to acquire pursuant to SARs that vested on March 15, 2011, is deemed to be outstanding, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. In calculating the percentage of outstanding shares of common stock and OP units beneficially owned by each person we also assume that: (i) all outstanding LTIP units, including service-based or performance-based, held by all persons have vested in full and have been converted into an equal number of OP units and (ii) all OP units held by all persons, other than us, have been redeemed for shares of common stock.
- (3) All of the shares being offered represent shares of common stock that the OP unit holders may receive upon redemption of their OP units.
- (4) Dana K. Anderson, the Vice Chairman of our Board of Directors, and Nancy Sue Anderson are the trustees of the trust.
- (5) William P. Beatson, Martin Rosen and Samantha Siegel are the trustees of the trust.
- (6) Sylvia Breiholz is the trustee of the trust.
- (7) LeRoy H. Brettin and Ida M. Brettin are the trustees of the trust.
- (8) Claude S. Keyzers is the trustee of the trust.
- (9) John Tallichet is the trustee of the trust.
- (10) Mr. A. Coppola is the Chairman of our Board of Directors and our Chief Executive Officer.
- (11) Includes 488 shares held by Mr. A. Coppola as custodian for his minor child, 1,764,055 OP units that are held by family limited liability companies of which Mr. A. Coppola is the sole manager, 66,390 vested LTIP units, 173,947 vested performance-based LTIP units, 38,206 unvested service-based LTIP units, 148,874 unvested performance-based LTIP Units and 102,610 vested SARs. SARs are payable solely in shares of common stock, do not represent outstanding shares, do not have voting rights and are non-transferrable.
- (12) Mr. E. Coppola is our President and a member of our Board of Directors.
- (13) Includes 4,377 shares of common stock held for Mr. E. Coppola under our 401(k)/Profit Sharing Plan, 39,969 shares held by a family limited partnership of which Mr. E. Coppola has sole beneficial ownership and 5,053 shares held by Mr. E. Coppola as custodian for his children. Also, includes 155,952 OP units held in a family trust where Mr. E. Coppola has shared beneficial ownership, 53,112 vested LTIP units, 12,735 unvested service-based LTIP units, 49,624 unvested performance-based LTIP units and 72,907 vested SARs.
- (14)

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Anne Newman and First American Trust, FSB are co-trustees of the trust.

- (15) Stephen D. Rausch is the trustee of the trust.
- (16) Samantha Siegel is the trustee of the trust.
- (17) Richard A. Bayer and Shelley A. Bayer are the trustees of the trust.
- (18) Mason Street Advisors, LLC, a wholly owned subsidiary of The Northwestern Mutual Life Insurance Company, is the investment advisor to The Northwestern Mutual Life Insurance Company with respect to these shares. Mason Street Advisors, LLC may therefore be deemed to be an indirect beneficial owner with shared voting and investment power with respect to such shares.
- (19) Timothy G. Sheehan is the trustee of the trust.
- (20) Keith B. Smith & Florence G. Smith are the trustees of the trust.
- (21) Includes all other OP unit holders who in the aggregate beneficially own less than 1% of our outstanding common stock and OP units.

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**PLAN OF DISTRIBUTION**

The shares of common stock covered by this prospectus supplement may be offered and sold from time to time in one or more transactions by the OP unit holders. The term "OP unit holder" as it is used in this prospectus includes pledgees, donees, transferees or other successors-in-interest selling shares received from the OP unit holders as pledgor, donor, borrower or in connection with other non-sale-related transfers after the date of this prospectus supplement. This prospectus supplement may also be used by transferees of such persons, including broker-dealers or other transferees who borrow or purchase the shares to settle or close out short sales of common stock. To the extent required, this prospectus supplement and the accompanying prospectus may be amended and supplemented from time to time to describe a specific plan of distribution.

We will not receive any proceeds from any potential sale of the shares by the OP unit holders, but we have agreed to pay the following expenses for the registration of the shares:

all registration and filing fees;

fees and expenses for complying with securities or blue sky laws;

printing, shipping and delivery expenses;

fees and expenses of our legal counsel and accountants in connection with the registration; and

fees and expenses incurred in connection with listing the shares offered for resale hereby on the NYSE.

We have no obligation to pay any underwriting discounts, selling commissions or stock transfer taxes attributable to the sale of our common stock. We also have no obligation to pay any out-of-pocket expenses of the OP unit holders for their own counsel.

The OP unit holders will act independently of us in making decisions with respect to the timing, manner and size of each sale or non-sale related transfers. The shares may be sold by one or more of the following methods of sale, at the market price for our common stock prevailing at the time of sale, a price related to the prevailing market price, a negotiated price or such other price as the OP unit holders determine from time to time:

ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;

a block trade in which the broker-dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by such broker-dealer for its own account;

an exchange distribution in accordance with the rules of the NYSE or any exchange that quotes our common stock;

in privately negotiated transactions;

in a combination of any of the above transactions; and

any other method permitted pursuant to applicable law.

The OP unit holders may enter into hedging transactions with broker-dealers in connection with distributions of the shares or otherwise. In such transactions, broker-dealers or other financial institutions may engage in short sales of the shares in the course of hedging the positions they assume with the OP unit holders. The OP unit holders may also sell shares short and redeliver the shares to close out such short positions. The OP unit holders may also enter into option or other transactions with broker-dealers which require the delivery to the broker-dealer of the shares. The broker-dealer may then resell or otherwise transfer such shares pursuant to this prospectus supplement. The OP unit

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holders may also pledge or loan the shares to a broker-dealer. The broker-dealer may sell the shares so loaned, or upon a default the broker-dealer may sell the pledged shares pursuant to this prospectus supplement. In addition, any shares that qualify for sale pursuant to Rule 144 may be sold under Rule 144 rather than pursuant to this prospectus supplement.

**LEGAL MATTERS**

Certain legal matters will be passed upon for us by Venable LLP, Baltimore, Maryland.

**WHERE YOU CAN FIND MORE INFORMATION AND INCORPORATION BY REFERENCE**

We are subject to the information requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance with the Exchange Act we file annual, quarterly, and current reports, proxy statements, and other information with the SEC. You may read and copy any document we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Macerich's SEC filings are also available to the public from the SEC's website at <http://www.sec.gov>.

The information incorporated by reference herein is an important part of this prospectus supplement. Any statement contained in a document which is incorporated by reference in this prospectus supplement is automatically updated and superseded if information contained in this prospectus supplement, or information that we later file with the SEC prior to the termination of this offering, modifies or replaces this information. Macerich's SEC file number is 001-12504. We are incorporating by reference the documents listed below:

our Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 21, 2014;

those portions of our definitive Proxy Statement on Schedule 14A for our 2014 Annual Meeting of Stockholders, filed on April 18, 2014, that are incorporated by reference in our Form 10-K;

our Quarterly Reports on Form 10-Q for the periods ended March 31, 2014 and June 30, 2014, filed on May 5, 2014 and August 1, 2014, respectively;

our Current Reports on Form 8-K filed on January 31, 2014 (as amended by the Current Report on Form 8-K/A filed on July 18, 2014) and June 2, 2014;

our Current Reports on Form 8-K/A filed on February 8, 2013 and March 28, 2013;

the descriptions of our common stock which are contained in registration statements filed under the Exchange Act, including any amendments or reports filed for the purpose of updating such descriptions; and

all documents filed by us with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement and prior to the termination of this offering, except as to any portion of any future report or document that is deemed furnished and not filed in accordance with SEC rules.

Upon request, we will provide, without charge, to each person to whom a copy of this prospectus supplement is delivered a copy of the documents incorporated by reference in this prospectus supplement. You may request a copy of these filings, and any exhibits we have specifically incorporated by reference as an exhibit in this prospectus supplement, by writing or telephoning us at the following:

The Macerich Company  
401 Wilshire Boulevard, Suite 700

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Santa Monica, CA 90401-1452  
Attention: Corporate Secretary  
(310) 394-6000

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**Prospectus**

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PREFERRED STOCK  
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STOCK PURCHASE CONTRACTS  
UNITS**

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We, or any selling securityholders to be identified in the future, may offer from time to time, in one or more series:

shares of our common stock;

shares of our preferred stock;

depositary shares representing an interest in a fractional share or multiple shares of preferred stock;

senior and/or subordinated debt securities;

warrants to purchase common stock, preferred stock and/or debt securities;

rights to purchase common stock, preferred stock and/or debt securities;

stock purchase contracts relating to a specified number of shares of common stock, preferred stock or depositary shares; and

units consisting of two or more of these classes or series of securities.

We, or any selling securityholders to be identified in the future, may offer these securities in amounts, at prices and on terms determined at the time of offering. The specific plan of distribution for any securities to be offered will be provided in a prospectus supplement. If we use agents, underwriters or dealers to sell these securities, a prospectus supplement will name them and describe their compensation.

The specific terms of any securities to be offered will be described in a supplement to this prospectus. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and any prospectus supplement, together with

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additional information described under the heading "Where You Can Find More Information," before you make an investment decision.

Our common stock is listed on the New York Stock Exchange (the "NYSE") under the symbol "MAC." On August 19, 2014, the last reported sale price of our common stock on the NYSE was \$65.32 per share. As of the date of this prospectus, none of the other securities that we may offer by this prospectus is listed on any national securities exchange or automated quotation system.

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**Investing in our securities involves a high degree of risk. See "Risk Factors" beginning on page 4 of**