

MACERICH CO
Form SC 13D/A
March 09, 2016

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

The Macerich Company

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

554382101

(CUSIP Number)

Jeff Davis

Senior Vice President and General Counsel

Ontario Teachers Pension Plan Board

5650 Yonge Street, 3rd Floor

Toronto, Ontario M2M 4H5

Canada

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(416) 228-5900

With a Copy to:

William G. Farrar

Sullivan & Cromwell LLP

125 Broad Street

New York, New York 10004

(212) 558-4940

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 23, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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 (the 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).

SCHEDULE 13D

CUSIP No. 554382101

Page 2 of 6 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Ontario Teachers Pension Plan Board

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Ontario, Canada

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

23,286,237

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

23,286,237
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,286,237
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.6%
14 TYPE OF REPORTING PERSON (See Instructions)

FI

SCHEDULE 13D

CUSIP No. 554382101

Page 3 of 6 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

1700480 Ontario Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

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Instructions) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.6%
14 TYPE OF REPORTING PERSON (See Instructions)

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This Amendment No. 3 (this Amendment No. 3) amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the SEC) on November 24, 2014 (the Original Schedule 13D), Amendment No. 1 to the Original Schedule 13D filed with the SEC on May 8, 2015 (Amendment No. 1) and Amendment No. 2 to the Original Schedule 13D filed with the SEC on May 15, 2015 (Amendment No. 2 , and together with the Original Schedule 13D, Amendment No. 1 and this Amendment No. 3, the Schedule 13D) with respect to the common stock, par value \$0.01 per share (the Common Stock), of The Macerich Company, a Maryland corporation (the Issuer), filed by Ontario Teachers Pension Plan Board, an Ontario, Canada corporation (Teachers), and 1700480 Ontario Inc., an Ontario, Canada corporation (1700480), wholly owned by Teachers . Capitalized terms used herein and not otherwise defined have the meanings assigned to such terms in the Original Schedule 13D. All items or responses not described herein remain as previously reported in the Original Schedule 13D, as amended and supplemented by Amendment No. 1 and Amendment No. 2.

All calculations with respect to beneficial ownership of the Issuer s Common Stock set forth in this Schedule 13D are based on 149,149,560 shares of Common Stock outstanding as of February 22, 2016, as reported on the cover of the Issuer s Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the Form 10-K), filed with the SEC by the Issuer on February 23, 2016.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended solely with respect to Schedule A and Schedule B attached hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following immediately after the last paragraph thereof:

The 1,186,000 shares of Common Stock acquired by 1700480 between May 18, 2015 and May 19, 2015 reported herein were acquired at an aggregate purchase price of \$98,693,989. The source of the funds used to purchase such shares of Common Stock was a capital contribution to equity by 1700480 s parent, Teachers .

In addition, according to its Form 10-K, the Issuer repurchased 9,333,590 shares of its Common Stock between November 12, 2015 and February 17, 2016. As a result of the acquisition of shares of Common Stock by 1700480 and the Issuer s repurchase of its Common Stock, the Reporting Persons beneficial ownership percentage increased approximately 1.7% to 15.6%, with 0.9% of the approximately 1.7% increase due to the Issuer s repurchase of its Common Stock.

Item 5. Interest in Securities of the Issuer

Paragraphs (a) and (b) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) and (b). 1700480, as a wholly-owned subsidiary of Teachers , may be deemed to share voting and dispositive power with Teachers with respect to the 23,286,237 shares of Common Stock it beneficially owns, representing approximately 15.6% of the shares of Common Stock outstanding. Pursuant to the Master Agreement, 1700480 agreed that if it and its affiliates collectively own (beneficially or of record) more than 9.9% of the outstanding shares of Common Stock, 1700480 will cause to be voted in accordance with the recommendations of the Issuer s Board of Directors all of the shares of Common Stock owned by them in excess of such number of shares that represents 9.9% of the outstanding shares of Common Stock. The foregoing summary of the Master Agreement is qualified in its entirety by reference to the full text of the Master Agreement.

Signatures

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.

March 9, 2016

Ontario Teachers Pension Plan Board

By: /s/ Rossana Di Lieto
Name: Rossana Di Lieto
Title: Chief Compliance Officer and Vice
President

1700480 Ontario Inc.

By: /s/ Sandra J. Hardy
Name: Sandra J. Hardy
Title: Vice-President and Secretary

SCHEDULE A
CERTAIN INFORMATION REGARDING THE BOARD MEMBERS AND OFFICERS**OF ONTARIO TEACHERS PENSION PLAN BOARD**

Set forth in the table below are the name, current residence or business address and current occupation or employment of each of the board members and officers of Ontario Teachers Pension Plan Board, an Ontario, Canada corporation (Teachers). Each director and officer is a citizen of Canada with the exception of: (i) Kathleen O Neill who is a citizen of Canada and Ireland; (ii) Neil Bisset who is a citizen of the United Kingdom and Canada; (iii) Charley Butler who is a citizen of the United Kingdom; (iv) Doug Gerhart who is a citizen of Canada and the United States; (v) Bjarne Graven Larsen who is a citizen of Denmark; and (vi) Calum McNeil and Andrew Jonathan Mark Taylor, each of whom is a citizen of the United Kingdom.

| Name | Residence or Business Address | Occupation or Employment |
|---|--|--|
| Rodney Stephen Albert (Board Member) | 566 Rosebank Road S. Pickering, ON L1W 2N5 | Board Member |
| William Frank Chinery (Board Member) | 129 Yonge Boulevard, Toronto, ON M5M 3H2 | Board Member |
| Patricia Anne Croft (Board Member) | 155 Talbot Drive Oakville, ON L6L 4C4 | Board Member |
| Lise Fournel (Board Member) | 30 Lakeshore Boulevard Beaconsfield, Quebec H9W 4H3 | Senior Vice President & Chief Information Officer, Air Canada |
| John David Murray (Board Member) | 43 Centennial Boulevard Ottawa, ON K1S 0M6 | Board Member |
| Kathleen O Neill (Board Member) | 21 Wilgar Road Toronto, ON M8X 1J3 | Board Member |
| Steven Robert McGirr (Board Member) | 206 Bloor Street West Suite 1102 Toronto, ON M5S 1T8 | Board Member |
| Barbara Frank Palk | 4 Douglas Drive | Board Member |

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|-------------------------|------------------------|---------------------------------|
| (Board Member) | Toronto, ON M4W 2B3 | |
| David William Smith | 37 Burton Road | Board Member |
| (Board Member) | Toronto, ON M5P 1V1 | |
| Daniel Francis Sullivan | 65 Chestnut Park Road | Board Member |
| (Board Member) | Toronto, ON M4W 1W7 | |
| Jean Turmel | 1067 Boul. Mont-Royal | President, Perseus Capital Inc. |
| (Board Member) | Outremont, QUE H2V 2H5 | |

OFFICERS

| | | |
|------------------------|---|---|
| Tracy Lee Abel | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Senior Vice President, Member Services |
| Deborah Mary Allan | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Communications and Media Relations |
| Neil Bisset | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Senior Vice President and Chief Information Officer |
| Dale Burgess | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Latin America, Infrastructure & Natural Resources |
| Charley Butler | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Member Experience & Innovation |
| Bogdan Cenanovic | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Technology, Media & Telecom, Private Capital |
| Jason Nicholas Chang | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Fixed Income, Currencies & Commodities, Capital Markets |
| Andrew James Claerhout | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Senior Vice President, Infrastructure |
| Jeffrey Michael Davis | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | General Counsel, Senior Vice President, Corporate Affairs and Corporate Secretary |
| Robert De Santis | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Solution Engineering |
| Rossana Di Lieto | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President & Chief Compliance Officer, Compliance |
| Kevin Clifford Duggan | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Execution & Treasury, Capital Markets |
| Steven Tommaso Faraone | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Healthcare & Consumer Retail, Teachers Private Capital |
| Audrey Ann Gaspar | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Total Fund Architecture, Strategy & Risk |

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|--------------------------|---|---|
| Doug Gerhart | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Investment IT Architecture |
| Carol Gordon | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Audit Services |
| Alyssa Van Graft | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Strategy and Business Management |
| Jonathan Craig Hammond | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Enterprise Technology Services |
| Jonathan Michael Hausman | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Alternative Investments & Global Tactical Asset Allocation, Capital Markets |
| Ziad Hindo | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Senior Vice President, Capital Markets |

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|----------------------------------|---|---|
| Daniel Leo Houle | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Investment Operations |
| Hersh Joshi | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Taxation |
| Wayne Anthony Kozun | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Senior Vice President, Public Equities |
| Bjarne Graven Larsen | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Executive Vice President & Chief Investment Officer |
| Romeo Stephen Leemrijse | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Industrial Products, Energy & Power, Private Capital |
| Leslie Ann Lefebvre | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Global Active Equities, Public Equities |
| Kenneth James Steven Manget | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Relationship Investing, Public Equities |
| Rosemarie Ellen McClean | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Senior Vice President and Chief Operations Officer |
| David Lloyd McGraw | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Senior Vice President & Chief Financial Officer |
| Stephen Frederick James McLennan | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Natural Resources, Infrastructure & Natural Resources |
| Calum McNeil | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Financial & Management Reporting |
| Marcia Elizabeth Mendes-d Abreu | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Senior Vice President, Human Resources & Facilities |
| Ronald Wesley Mock | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | President & Chief Executive Officer |
| Michael Murray | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Financial Services, Private Capital |
| Nicole Theresa Musicco | 5650 Yonge Street, 3 rd Floor | |

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|-------------------------|--|---|
| | Toronto, ON M2M 4H5 | Regional Managing Director, Asia Pacific |
| Jennifer Susanne Newman | 5650 Yonge Street, 3 rd Floor | Senior Vice President, Enterprise Services |
| | Toronto, ON M2M 4H5 | |
| John Scott Picket | 5650 Yonge Street, 3 rd Floor | Vice President, Research & Risk, Strategy & Risk |
| | Toronto, ON M2M 4H5 | |
| Sarah Jane Rowe | 5650 Yonge Street, 3 rd Floor | Senior Vice President, Private Capital |
| | Toronto, ON M2M 4H5 | |
| Christopher Schindler | 5650 Yonge Street, 3 rd Floor | Vice President, Portfolio Management & Asset Allocation, Portfolio Construction Group |
| | Toronto, ON M2M 4H5 | |
| Lino Louis Sienna | 5650 Yonge Street, 3 rd Floor | Vice President, Long Term Equities, Private Capital |
| | Toronto, ON M2M 4H5 | |

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|-------------------------------|---|--|
| Peter Laverne Everett Simpson | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Financial Operations and Data Management |
| Stephen Jay Solursh | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President & Associate General Counsel |
| Olivia Penelope Steedman | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Vice President, Greenfield Investments & Value Creation, Infrastructure & Natural Resources |
| Andrew Jonathan Mark Taylor | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Regional Managing Director, Europe, Middle East and Africa |
| Michael Peter Wissell | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Senior Vice President, Portfolio Construction |
| Barbara Maria Zvan-Watson | 5650 Yonge Street, 3 rd Floor Toronto, ON M2M 4H5 | Senior Vice President Asset, Strategy & Risk and Chief Investment Risk Officer |

SCHEDULE B
CERTAIN INFORMATION REGARDING THE DIRECTORS**AND EXECUTIVE OFFICERS OF 1700480 ONTARIO INC.**

Set forth in the table below are the name, current residence or business address and current occupation or employment of each of the directors and executive officers of 1700480 Ontario Inc., an Ontario, Canada corporation. Each director and officer is a citizen of Canada with the exception of Russell Goin, who is a citizen of the United States.

| Name | Residence or Business Address | Occupation or Employment |
|---------------------------------|--|--|
| John M. Sullivan (Director) | 20 Queen Street West, 5 th Floor Toronto, ON M5H 3R4 | President & Chief Executive Officer of The Cadillac Fairview Corporation Limited |
| Sandra J. Hardy (Director) | 20 Queen Street West, 5 th Floor Toronto, ON M5H 3R4 | Executive Vice President, General Counsel and Secretary of The Cadillac Fairview Corporation Limited |
| Duncan Osborne (Officer) | 20 Queen Street West, 5 th Floor Toronto, ON M5H 3R4 | Senior Vice President, Development of The Cadillac Fairview Corporation Limited |
| Russell Goin (Officer) | 20 Queen Street West, 5 th Floor Toronto, ON M5H 3R4 | Executive Vice President, Operations of The Cadillac Fairview Corporation Limited |
| Alan Millar (Officer) | 20 Queen Street West, 5 th Floor Toronto, ON M5H 3R4 | Vice President, Finance of The Cadillac Fairview Corporation Limited |
| Lois A. Miles (Officer) | 20 Queen Street West, 5 th Floor Toronto, ON M5H 3R4 | Senior Vice President, Taxation of The Cadillac Fairview Corporation Limited |
| Cathal J. O Connor (Officer) | 20 Queen Street West, 5 th Floor Toronto, ON M5H 3R4 | Executive Vice President & Chief Financial Officer, The Cadillac Fairview Corporation Limited |
| Louie DiNunzio (Officer) | 20 Queen Street West, 5 th Floor Toronto, ON M5H 3R4 | Senior Vice President, Investments, The Cadillac Fairview Corporation Limited |
| Salvatore Iacono (Officer) | 20 Queen Street West, 5 th Floor Toronto, ON M5H 3R4 | Executive Vice President, Investments, The Cadillac Fairview Corporation Limited |
| Karl Kreppner (Officer) | 20 Queen Street West, 5 th Floor Toronto, ON M5H 3R4 | Senior Vice President, Investments, The Cadillac Fairview Corporation Limited |