

General Growth Properties, Inc.  
Form 8-K  
February 10, 2014

**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 Act of 1934**

Date of Report (Date of Earliest Event Reported)

**February 10, 2014**

**General Growth Properties, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**1-34948**  
(Commission  
File Number)

**27-2963337**  
(I.R.S. Employer  
Identification  
Number)

**110 N. Wacker Drive, Chicago, Illinois 60606**

(Address of principal executive offices) (Zip Code)

**(312) 960-5000**

(Registrant's telephone number, including area code)

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N/A

(Former name or former address, if changed since last report)

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:

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))



**ITEM 1.01**                      **Entry into a Material Definitive Agreement**

On February 10, 2014, General Growth Properties, Inc. (the Company ) announced the execution of an agreement (the Stock Purchase Agreement ) by and among the Company, GGP Limited Partnership ( GGPLP ), Pershing Square, L.P., Pershing Square II, L.P., PSRH, Inc. and Pershing Square Holdings, Ltd. (the Pershing Entities ) providing for the purchase of 27,624,282 shares of the Company s common stock (the Shares ) by GGPLP from the Pershing Entities at a purchase price of \$20.12 per share for an aggregate purchase price of \$555,800,553.84. A copy of the Stock Purchase Agreement is attached as Exhibit 10.1 to this report.

The Company issued a press release announcing the purchase of the Shares, a copy of which is being furnished as Exhibit 99.1 to this report, which is hereby incorporated and referenced.

**Item 9.01**                      **Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Stock Purchase Agreement, dated February 10, 2014, by and among General Growth Properties, Inc., GGP Limited Partnership, Pershing Square, L.P., Pershing Square II, L.P., PSRH, Inc. and Pershing Square Holdings, Ltd.
99.1	Press release dated February 10, 2014

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GENERAL GROWTH PROPERTIES, INC.**

By: /S/ Michael B. Berman  
Michael B. Berman  
Executive Vice President and Chief Financial Officer

Date: February 10, 2014

**EXHIBIT INDEX**

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