

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

(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)

2 Ontario Teachers Pension Plan Board
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

5 OO
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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Ontario, Canada

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

15.6%
14 TYPE OF REPORTING PERSON (See Instructions)

CO

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.

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

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	

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