

Howard Hughes Corp  
Form 8-A12B  
February 29, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**THE HOWARD HUGHES CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**36-4673192**  
(I.R.S. Employer Identification No.)

**One Galleria Tower, 13355 Noel Road, 22<sup>nd</sup> Floor, Dallas, Texas**  
(Address of Principal Executive Offices)

**75240**  
(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

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<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Rights to Purchase Preferred Shares</b>	<b>The New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: \_\_\_\_\_(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

N/A  
(Title of class)

**Item 1. Description of Registrant's Securities to be Registered.**

On February 24, 2012, the Board of Directors of The Howard Hughes Corporation (the "Company") declared a dividend distribution of one right (a "Right") for each share of common stock, par value \$0.01 per share (the "Common Shares"), of the Company outstanding at the close of business on March 14, 2012 (the "Record Date"), pursuant to the terms of a Section 382 Rights Agreement, dated as of February 27, 2012 (the "Rights Agreement"), by and between the Company and Computershare Trust Company, N.A., as rights agent. The Rights Agreement also provides, subject to specified exceptions and limitations, that Common Shares issued or delivered from the Company's treasury after the Record Date will be entitled to and accompanied by Rights.

The rights issued pursuant to the Rights Agreement are in all respects subject to and governed by the provisions of the Rights Agreement. Copies of the Rights Agreement are available free of charge from the Company. The foregoing description of the Rights Agreement is qualified in its entirety by reference to the full text of the Rights Agreement, a copy of which is attached as an exhibit hereto and incorporated herein by this reference.

**Item 2. Exhibits.**

Exhibit Number	Exhibit
4.1	Section 382 Rights Agreement, dated as of February 27, 2012, by and between The Howard Hughes Corporation and Computershare Trust Company, N.A., as rights agent (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K dated February 29, 2012 of The Howard Hughes Corporation).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**THE HOWARD HUGHES CORPORATION**

By: /s/ Peter F. Riley  
Name: Peter F. Riley  
Title: Senior Vice President, Secretary and

General Counsel

Date: February 29, 2012

**INDEX TO EXHIBITS**

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