

MACERICH CO  
Form 8-K  
February 22, 2010

**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 Exchange Act of 1934**

Date of Report (date of earliest event reported): **February 22, 2010**

**THE MACERICH COMPANY**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-12504**  
(Commission File Number)

**95-4448705**  
(I.R.S. Employer Identification No.)

**401 Wilshire Boulevard**  
**Suite 700**  
**Santa Monica, California**  
(Address of Principal Executive Offices)

**90401**  
(Zip Code)

**(310) 394-6000**

(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))
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**Item 8.01. Other Events.**

On February 22, 2010, The Macerich Company (the Company ) filed with the U.S. Securities and Exchange Commission (the SEC ) a prospectus supplement dated February 22, 2010 (the February Prospectus Supplement ) to its prospectus dated November 26, 2008, which was included in its automatic shelf registration statement on Form S-3 (No. 333-155742) (the Registration Statement ). The February Prospectus Supplement relates to the resale of 935,358 shares of the Company s common stock underlying a warrant the Company previously issued on September 30, 2009.

The Company is filing this Current Report on Form 8-K to provide the legal opinions of its counsel, Venable LLP and O Melveny & Myers LLP, relating to the February Prospectus Supplement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Venable LLP
8.1	Opinion of O Melveny & Myers LLP
23.1	Consent of Venable LLP (included in Exhibit 5.1)
23.2	Consent of O Melveny & Myers LLP (included in Exhibit 8.1)

**SIGNATURE**

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

**THE MACERICH COMPANY**  
*(Registrant)*

Date: February 22, 2010

By: /s/ Richard A. Bayer  
Richard A. Bayer  
Senior Executive Vice President,  
Chief Legal Officer and Secretary

**EXHIBIT INDEX**

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