

MACERICH CO
Form 8-K
November 22, 2002

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): **November 21, 2002**

THE MACERICH COMPANY

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

1-12504

(Commission File Number)

95-4448705

(IRS Employer Identification No.)

401 Wilshire Boulevard, Suite 700, Santa Monica, CA

(Address of principal executive offices)

90401

(Zip Code)

Registrant's telephone number, including area code: **(310) 394-6000**

Not applicable

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

Item 5. Other Events.

On November 21, 2002, The Macerich Company, a Maryland corporation (the "Company"), entered into an Equity Underwriting Agreement, dated November 21, 2002, by and among the Company and Deutsche Bank Securities Inc., Salomon Smith Barney Inc., Credit Suisse First Boston Corporation, J.P. Morgan Securities Inc., Lehman Brothers Inc. and McDonald Investments Inc., as representatives of the several Underwriters, for the sale by the Company of up to 15,180,000 shares of its common stock. The Equity Underwriting Agreement is filed as Exhibit 1.1 to this Current Report.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits**(c) Exhibits**

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|------|--|
| 1.1 | Equity Underwriting Agreement, dated November 21, 2002, by and among The Macerich Company and Deutsche Bank Securities Inc., Salomon Smith Barney Inc., Credit Suisse First Boston Corporation, J.P. Morgan Securities Inc., Lehman Brothers Inc. and McDonald Investments Inc., as representatives of the several Underwriters. |
| 5.1 | Opinion of O'Melveny & Myers LLP as to the validity of the shares. |
| 23.1 | Consent of O'Melveny & Myers LLP (included in Exhibit 5.1) |
| 23.2 | Consent of Ernst & Young LLP |

3

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, The Macerich Company has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized, in the City of Santa Monica, State of California, on November 21, 2002.

THE MACERICH COMPANYBy: /s/ RICHARD A. BAYER

Richard A. Bayer
*Executive Vice President and
 General Counsel*

4

EXHIBIT INDEX

Exhibit No.	Description
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5

QuickLinks

FORM 8-KItem 5. Other Events.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

SIGNATURES

EXHIBIT INDEX