

MACERICH CO
Form SC 13G/A
February 01, 2019

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

The Macerich Company
(Name of Issuer)

Common Stock
(Title of Class of Securities)

554382101
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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 ("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).

CUSIP No. 554382101

NAMES OF REPORTING PERSONS

1. GIC Private Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2.(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Singapore

NUMBER OF 5. SOLE VOTING POWER

SHARES 361,872

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 7,662,088

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 361,872

PERSON WITH 8. SHARED DISPOSITIVE POWER

7,662,088

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,023,960

CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (SEE

10. INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.69%[‡]

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

[‡]Percentage is based on 141,050,902 shares of common stock outstanding as of November 2, 2018 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2018.

CUSIP No. 554382101

1. NAMES OF REPORTING PERSONS

GIC Real Estate Private Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2.(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Singapore

NUMBER OF 5. SOLE VOTING POWER
0

SHARES 6. SHARED VOTING POWER

BENEFICIALLY OWNED BY 7. 7,389,520

EACH 7. SOLE DISPOSITIVE POWER
0

REPORTING PERSON WITH 8. SHARED DISPOSITIVE POWER
7,389,520

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,389,520

CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (SEE
10. INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.24%[‡]

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

[‡]Percentage is based on 141,050,902 shares of common stock outstanding as of November 2, 2018 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2018.

CUSIP No. 554382101

NAMES OF REPORTING PERSONS

1. GIC Real Estate, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2. (a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Delaware

NUMBER OF 5. SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER
OWNED BY 7,389,520

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH 8. SHARED DISPOSITIVE POWER
7,389,520

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,389,520

CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (SEE
10. INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.24%[‡]

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

[‡]Percentage is based on 141,050,902 shares of common stock outstanding as of November 2, 2018 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2018.

CUSIP No. 554382101

NAMES OF REPORTING PERSONS

1. US Shops LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2.(a) £

(b) £

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Delaware

NUMBER OF 5. SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER
OWNED BY 7,389,520

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH 8. SHARED DISPOSITIVE POWER
7,389,520

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,389,520

CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (SEE

10. INSTRUCTIONS)

£

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.24%[‡]

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

[‡]Percentage is based on 141,050,902 shares of common stock outstanding as of November 2, 2018 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2018.

Item 1(a). Name of Issuer:

The Macerich Company

Item 1(b). Address of Issuer's Principal Executive Offices:

401 Wilshire Boulevard, Suite 700

Santa Monica, California 90401

Item 2(a). Name of Person Filing:

GIC Private Limited

GIC Real Estate Private Limited

GIC Real Estate, Inc.

US Shops LLC

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which was filed as Exhibit A to the Statement on Schedule 13G filed by the Reporting Persons on September 23, 2016 with respect to the Common Stock of The Macerich Company (the "Schedule 13G"), and is incorporated herein by reference. Pursuant to the Joint Filing Agreement, the Reporting Persons have agreed to file this Amendment No. 3 to Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Item 2(b). Address of Principal Business Office or, if none, Residence:

GIC Private Limited:

168 Robinson Road

#37-01 Capital Tower

Singapore 068912

GIC Real Estate Private Limited:

c/o GIC Private Limited

168 Robinson Road

#37-01 Capital Tower

Singapore 068912

GIC Real Estate, Inc.:

One Bush Street, Suite 1100

San Francisco, California 94104

US Shops LLC:

c/o GIC Real Estate, Inc.

One Bush Street, Suite 1100

San Francisco, California 94104

Item 2(c). Citizenship:

GIC Private Limited – Singapore

GIC Real Estate Private Limited – Singapore

GIC Real Estate, Inc. – Delaware

US Shops LLC – Delaware

Item 2(d). Title of Class of Securities:
Common Stock

Item 2(e). CUSIP Number:
554382101

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is
a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
(g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
(j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
(k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

The aggregate number of securities and percentages of the class of securities of the Issuer beneficially owned by the Reporting Persons named in Item 2(a), as well as the number of securities as to which such persons are deemed to have sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition and shared power to dispose or direct the disposition, is set forth in the following table:

Reporting Person	Number of Shares No. of Shares Beneficially Owned	Power to Vote		Power to Dispose		Percent of Class
		Sole	Shared	Sole	Shared	
GIC Private Limited	8,023,960	361,872 ¹	7,662,088 ^{1,2}	361,872 ¹	7,662,088 ^{1,2}	5.69%
GIC Real Estate Private Limited	7,389,520	0	7,389,520 ²	0	7,389,520 ²	5.24%
GIC Real Estate, Inc.	7,389,520	0	7,389,520 ²	0	7,389,520 ²	5.24%
US Shops LLC	7,389,520	0	7,389,520 ²	0	7,389,520 ²	5.24%

¹ GIC Private Limited (“GIC”) is a fund manager and only has two clients: the Government of Singapore (“GoS”) and the Monetary Authority of Singapore (“MAS”). Under the investment management agreement with GoS, GIC has been given the sole discretion to exercise the voting rights attached to, and the disposition of, any shares managed on behalf of GoS. As such, GIC has the sole power to vote and the sole power to dispose of 361,872 shares beneficially owned by it. GIC shares power to vote and dispose of 272,568 shares beneficially owned by it with MAS.

² 7,389,520 shares are held directly by US Shops LLC (“US Shops”). GIC Real Estate, Inc. (“GIC RE Inc.”), the investment manager for US Shops, has the power to vote and dispose of such shares. GIC RE Inc. shares such powers with GIC Real Estate Private Limited and GIC.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the

Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

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.

Dated February 01, 2019

GIC PRIVATE LIMITED

By: /s/ Celine Loh Sze Ling
Name: Celine Loh Sze
Ling
Title: Senior Vice
President

By: /s/ Toh Tze Meng
Name: Toh Tze Meng
Title: Senior Vice
President

GIC REAL ESTATE
PRIVATE LIMITED

By: /s/ Lee Kok Sun
Name: Lee Kok Sun
Title: Managing Director

GIC REAL ESTATE, INC.

By: /s/ Steven Sinnett
Name: Steven Sinnett
Title: Senior Vice
President

By: /s/ Kristin Leung
Name: Kristin Leung
Title: Senior Vice
President

US SHOPS LLC

By: /s/ Steven Sinnett
Name: Steven Sinnett
Title: Authorized
signatory

By: /s/ Kristin Leung
Name: Kristin Leung
Title: Authorized
signatory

Exhibit Index

Exhibit A Joint Filing Agreement, dated September 23, 2016, entered into by GIC Private Limited, GIC Real Estate Private Limited, GIC Real Estate, Inc. and US Shops LLC (incorporated by reference to Exhibit A to the Statement on Schedule 13G, filed by the Reporting Persons on September 23, 2016).