

New GGP, Inc.
Form 8-A12B/A
November 05, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

Amendment No. 1

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

New GGP, Inc.*

(Exact Name of Registrant as Specified in Its Charter)

Delaware

27-2963337

(State or Other Jurisdiction of Incorporation or Organization)

(I.R.S. Employer Identification No.)

**110 N. Wacker Drive
Chicago, IL**

60606

(Address of Principal Executive Offices)

(Zip Code)

**Title of Each Class
to be Registered**

**Name of Each Exchange on Which
Each Class is to be Registered**

Common Stock, par value \$0.01 per share

New York Stock Exchange

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), check the following box.

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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), check the following box.

Securities Act registration statement file number to which this form relates: **333-168111**
(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: **None**

* New GGP, Inc. will become known as General Growth Properties, Inc. on the day of emergence of existing General Growth Properties, Inc. from bankruptcy.

This amendment is being filed solely to reflect on the cover page hereof that New GGP, Inc. will become known as General Growth Properties, Inc. on the day that existing General Growth Properties, Inc. emerges from bankruptcy.

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

For a description of the securities to be registered hereunder, reference is made to the information set forth under the heading "Description of Common Stock" in the Registrant's prospectus, which constitutes a part of Registrant's Registration Statement on Form S-11 (File No. 333-168111), originally filed with the Securities and Exchange Commission on July 15, 2010, as amended by any amendments to such Registration Statement, and by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

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.

Dated: November 4, 2010

NEW GGP, INC.

By:	/s/ Adam Metz
Name:	Adam Metz
Title:	Director and Chief Executive Officer