

GENERAL GROWTH PROPERTIES INC  
Form 8-K/A  
November 16, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 1**

to

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of  
the Securities Act of 1934**

Date of Report (Date of Earliest Event Reported)

**November 9, 2010**

**General Growth Properties, Inc. (f/k/a New GGP, Inc.)**

**GGP, Inc. (f/k/a General Growth Properties, Inc.)**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>1-34948</b>	<b>27-2963337</b>
<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>1-11656</b> (Commission File Number)	<b>42-1283895</b> (I.R.S. Employer Identification Number)

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**110 N. Wacker Drive, Chicago, Illinois 60606**

(Address of principal executive offices) (Zip Code)

**(312) 960-5000**

(Registrant's telephone number, including area code)

**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))

This Amendment No. 1 to the General Growth Properties, Inc. (the Company ) and GGP, Inc. Current Report on Form 8-K filed November 12, 2010 is being filed to add the following Item 2.06.

**ITEM 2.06 MATERIAL IMPAIRMENTS.**

The Company expects to record a non-cash impairment charge in connection with the spin-off to its common stockholders of the net assets comprising the newly formed company, The Howard Hughes Corporation ( HHC ), to reflect the difference between the Company s carrying value of such net assets and the market value of HHC. The Company anticipates that such non-cash charge, to be recorded on the spin-off date, November 9, 2010, will be approximately \$537 million or approximately \$1.68 per share (based upon approximately 319 million shares of common stock outstanding on the spin-off date).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrants have duly caused this Amendment No. 1 to the report to be signed on their behalf by the undersigned hereunto duly authorized.

**GENERAL GROWTH PROPERTIES, INC.**

/s/ Edmund Hoyt  
Edmund Hoyt

Senior Vice President and Chief Accounting Officer

Date: November 16, 2010

**GGP, INC.**

/s/ Edmund Hoyt  
Edmund Hoyt

Senior Vice President and Chief Accounting Officer

Date: November 16, 2010