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)

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

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110 N. Wacker Drive, Chicago, Illinois 60606

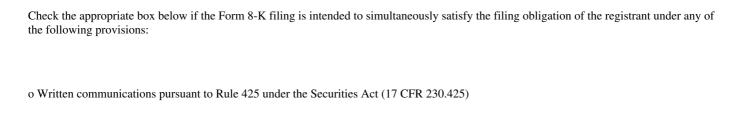
(Address of principal executive offices) (Zip Code)

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(Registrant s telephone number, including area code)

N/A

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



- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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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).

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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