

GENERAL GROWTH PROPERTIES INC

Form S-8

June 08, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GENERAL GROWTH PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

42-1283895

(State or other jurisdiction of
incorporation or organization)

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

**110 North Wacker Drive
Chicago, Illinois**

60606

(Address of Principal Executive
Offices)

(Zip code)

**GENERAL GROWTH PROPERTIES, INC.
1998 INCENTIVE STOCK PLAN**

(Full title of the plan)

**MR. JOHN BUCKSBAUM
CHIEF EXECUTIVE OFFICER
GENERAL GROWTH PROPERTIES, INC.
110 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606**

(Name and address of agent for service)

(312) 960-5000

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of each class of securities	Proposed maximum	Proposed maximum	Amount of registration
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to be registered	Amount to be registered (2)	offering price per share (3)	aggregate offering price	fee
Common Stock (par value \$.01 per share)(1)	8,000,000	\$ 39.70	\$ 317,600,000	\$37,381.52

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- (1) The shares of common stock, \$.01 par value per share (the Common Stock), being registered hereby include associated preferred share purchase rights, which attach to and trade with the shares of Common Stock.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, such amount also covers such additional number of shares as may be required in the event of a stock dividend, stock split, recapitalization or other similar event.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) of the Securities Act of 1933 and based on the average of the high and low prices of a share of Common Stock as reported on the New York Stock Exchange on June 2, 2005.
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EXPLANATORY STATEMENT

This Registration Statement on Form S-8 is filed to register an additional 8,000,000 shares of Common Stock, par value \$.01 per share (the Common Stock), of General Growth Properties, Inc. (the Registrant) as a result of an increase in the number of shares of Common Stock issuable under the General Growth Properties, Inc. 1998 Incentive Stock Plan, as amended (the Plan). The Registrant previously filed a Registration Statement on Form S-8 relating to the Plan with the Securities and Exchange Commission (the Commission) on March 16, 1999 (File No. 333-74461). Pursuant to General Instruction E of Form S-8, this Registration Statement has been prepared in accordance therewith and the previously filed Registration Statement is hereby incorporated by reference herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

- 4.1 General Growth Properties, Inc. 1998 Incentive Stock Plan, as amended. (Incorporated by reference to Appendix A of Registrant's Definitive Proxy Statement on Schedule 14A, Filed on April 4, 2005).
 - 5.1 Opinion of Linda J. Wight, Vice President and Associate General Counsel of the Registrant.
 - 23.1 Consent of Deloitte & Touche LLP.
 - 23.2 Consent of KPMG LLP.
 - 23.3 Consent of Linda J. Wight (included in Exhibit 5.1).
 - 24.1 Powers of Attorney (included on signature page).
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on June 6, 2005.

General Growth Properties, Inc.

(Registrant)

By: /s/ JOHN

BUCKSBAUM

John Bucksbaum

Chief Executive Officer

We, the undersigned officers and directors of General Growth Properties, Inc., hereby severally constitute John Bucksbaum, Robert Michaels and Bernard Freibaum, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments, including post-effective amendments, to this registration statement, and to sign a new registration statement pursuant to Rule 462(b) of the Securities Act of 1933, and generally to do all such things in our name and behalf in such capacities to enable General Growth Properties, Inc. to comply with the applicable provisions of the Securities Act of 1933 and all requirements of the Securities and Exchange Commission, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys, or any of them, to any and all such amendments.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed on June 6, 2005 by the following persons in the capacities indicated:

<u>/s/ MATTHEW BUCKSBAUM</u> Matthew Bucksbaum	Chairman of the Board
<u>/s/ JOHN BUCKSBAUM</u> John Bucksbaum	Director and Chief Executive Officer (Principal Executive Officer)
<u>/s/ ROBERT MICHAELS</u> Robert Michaels	Director, President and Chief Operating Officer
<u>/s/ BERNARD FREIBAUM</u> Bernard Freibaum	Director, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ ALAN COHEN</u> Alan Cohen	Director
<u>/s/ ANTHONY DOWNS</u> Anthony Downs	Director
<u>/s/ THOMAS H. NOLAN, JR.</u> Thomas H. Nolan, Jr.	Director
<u>/s/ JOHN T. RIORDAN</u> John T. Riordan	Director
<u>/s/ BETH STEWART</u> Beth Stewart	Director

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Document</u>
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