

GENERAL GROWTH PROPERTIES INC

Form 8-K/A

August 11, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
Current Report Pursuant to Section 13 or 15(d) of  
the Securities Act of 1934  
Date of Report (Date of Earliest Event Reported)  
August 1, 2005  
General Growth Properties, Inc.  
(Exact name of registrant as specified in its charter)**

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

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))
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Pre-commencement  
communications  
pursuant to  
Rule 13e-4(c)  
under the Exchange  
Act (17 CFR  
240.13e-4(c))

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**EXPLANATORY NOTE**

The Registrant is filing this Amendment No. 1 to its Current Report on Form 8-K dated August 1, 2005 which was filed with the Securities and Exchange Commission on August 2, 2005 (the Original 8-K ) to amend certain pages of Exhibit 99.1 to the Original 8-K.

**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On August 1, 2005, General Growth Properties, Inc. ( GGP ) issued a press release describing its results of operations for its quarter and six months ended June 30, 2005. A copy of the press release as it was issued was included as pages 4-15 of the GGP supplemental financial information furnished as Exhibit 99.1 to the Original 8-K. This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**ITEM 7.01 REGULATION FD DISCLOSURE.**

On August 1, 2005, GGP made available on its website certain supplemental financial information (including the press release described in Item 2.02 above) regarding its operations as of and for the quarters and six months ended June 30, 2005 and 2004. A copy of such information was furnished as Exhibit 99.1 to the Original 8-K. Since that time, GGP has revised certain information in the supplemental financial information as filed with the Original 8-K. Accordingly, GGP is filing this Amendment No. 1 to furnish the revised supplemental financial information, including one revision to the financial schedules which were attached to the press release referred to in Item 2.02 above. The following pages of Exhibit 99.1 to this Amendment No. 1 reflect revisions:

Page 9	Revised	Total assets
Page 23	Revised footnote (e) and added footnote (f)	
Page 29	Revised the interest rate for	Total consolidated debt & swaps
Page 31	Revised the interest rates for	Total unconsolidated debt & swaps and Total debt & swaps
Page 32	Revised	Deferred tax asset and total prepaid and other assets

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(c) Exhibits**

Exhibit No.	Description
99.1	Certain supplemental financial information and press release titled General Growth Properties, Inc. Reports Second Quarter Results, dated August 1, 2005 (furnished herewith).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GENERAL GROWTH PROPERTIES,  
INC.**

By: /s/ Bernard Freibaum  
Bernard Freibaum  
Executive Vice President and Chief  
Financial Officer

Date: August 10, 2005

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Name</b>
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