

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 17, 2024



HOWARD HUGHES HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41779
(Commission File Number)

93-1869991
(I.R.S. Employer
Identification No.)

9950 Woodloch Forest Drive, Suite 1100
The Woodlands, Texas 77381
(Address of principal executive offices)

Registrant's telephone number, including area code: **(281) 719-6100**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
Common stock \$0.01 par value per share	HHH	New York Stock Exchange

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Director

On June 17, 2024, Howard Hughes Holdings Inc., a Delaware corporation (the “Company”), appointed Dana Hamilton to serve on the Company’s board of directors (the “Board”) and to serve on the Risk Committee of the Board effective immediately. The Board determined that Ms. Hamilton is an independent director under the New York Stock Exchange listing standards. Ms. Hamilton will be provided with the Company’s standard non-employee director compensation, under which Ms. Hamilton will receive: (i) an annual retainer for her service on the Board in the amount of \$220,000 payable in restricted stock; and (ii) \$10,000 payable in cash for her service on the Risk Committee. The restricted stock will vest on the earlier of the Company’s 2025 annual meeting of stockholders or June 1, 2025. Ms. Hamilton will also enter into a director indemnification agreement, a form of which has been incorporated by reference as Exhibit 10.1 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on February 27, 2024.

Prior to joining the Board, Ms. Hamilton, age 55, was a Senior Advisor to Pretium Partners LLC, an alternative investment manager specializing in U.S. real estate and credit assets, from December 2022 to March 2023. From April 2017 until December 2022, Ms. Hamilton was a Senior Managing Director and Head of Real Estate for Pretium, where she chaired the Real Estate Investment Committee and oversaw significant growth in Pretium’s single-family rental investment business. Ms. Hamilton is also the co-founder of Ameriton LLC, a real estate investment company, and has served as its President since October 2014. From October 2013 to October 2014, she served as President and Chief Executive Officer, and trustee, of Borderplex Community Trust. Prior thereto, Ms. Hamilton spent 20 years at Archstone, one of the largest apartment companies in the U.S. and Europe, until its sale to AvalonBay and Equity Residential in 2013. At Archstone, she held numerous roles during her tenure, including President – Europe and Executive Vice President – National Operations. Ms. Hamilton currently serves as a director of Opendoor Technologies Inc., an online buyer and seller of residential real estate. Previously, she served as a director of Life Storage, Inc. from March 2018 until the company merged with Extra Space Storage Inc. in July 2023, and FelCor Lodging Trust Incorporated from April 2016 until September 2017, when the company merged with RLJ Lodging Trust. Ms. Hamilton earned her B.A. in Public Policy from Stanford University and her M.B.A. in Real Estate and Finance from the Haas School of Business at the University of California, Berkeley.

Ms. Hamilton has no family relationship with any of the executive officers or directors of the Company. Since the beginning of the Company’s last fiscal year, Ms. Hamilton does not have a material interest, direct or indirect, in any other transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

A copy of the Company’s press release announcing the appointment of Ms. Hamilton is being furnished as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release issued by Howard Hughes Holdings Inc. on June 18, 2022.
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

SIGNATURES

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

HOWARD HUGHES HOLDINGS INC.

By: /s/ Joseph Valane

Joseph Valane
General Counsel & Secretary

Date: June 18, 2024



**HOWARD HUGHES HOLDINGS INC. ANNOUNCES APPOINTMENT OF
DANA HAMILTON TO BOARD OF DIRECTORS**

THE WOODLANDS, Texas (June 18, 2023) - Howard Hughes Holdings Inc. (NYSE: HHH) announced today the appointment of Dana Hamilton to the company's Board of Directors. Ms. Hamilton is a veteran C-suite executive with a track record of growing successful real estate operating and investment companies and using data analytics and technology to drive performance-enhancing organizational and industry change.

"Dana's senior leadership experience building large businesses in the apartment and single-family rental industries brings a valuable asset to Howard Hughes as the company continues to expand within these market sectors to meet the growing demand for housing solutions," said Scot Sellers, Chairman of the Board of Howard Hughes. "With her proven track record of innovation and value creation, Dana is an excellent addition to the HHH board."

Ms. Hamilton recently retired from Pretium, where she was a Senior Managing Director and Head of Real Estate, where she oversaw more than \$30 billion in real estate assets and chaired the company's Real Estate Investment Committee. She spent nearly 20 years at Archstone, one of the largest apartment companies in the U.S. and Europe, where as President of European Operations she established a highly effective fund and asset management platform introducing technology, innovation and customer focus to a German residential industry that had been largely static for more than 40 years. Over the course of her career, Ms. Hamilton has worked closely with institutional investors and financial institutions worldwide to fund the growth and development of high-quality homes and communities.

Ms. Hamilton is a long-time public company board member with committee experience that includes Executive, Nominating and Government, and Audit and Risk Management. She recently joined the board of Opendoor, the nation's largest e-commerce platform for residential real estate. As a member of the board of Life Storage, Inc., Ms. Hamilton helped guide the company during a period of significant growth, transformation and shareholder value creation.

"As we accelerate the development pipeline across our portfolio and focus on the considerable opportunities for value creation within our communities, Dana's extensive experience driving growth and expansion within our industry will be a tremendous resource and we are thrilled to welcome her to Howard Hughes," said David R. O'Reilly, Chief Executive Officer of Howard Hughes.

Ms. Hamilton earned a BA in Public Policy from Stanford University and an MBA in Real Estate and Finance from the Haas School of Business at the University of California at Berkeley. She is also a graduate of Harvard Business School's Presidents' Program.

About Howard Hughes Holdings Inc.

Howard Hughes Holdings Inc. owns, manages, and develops commercial, residential, and mixed-use real estate throughout the U.S. Its award-winning assets include the country's preeminent portfolio of master planned communities, as well as operating properties and development opportunities including: the Seaport in New York City; Downtown Columbia[®] in Maryland; The Woodlands[®], Bridgeland[®] and The Woodlands Hills[®] in the Greater Houston, Texas area; Summerlin[®] in Las Vegas; Ward Village[®] in Honolulu, Hawai'i; and Teravalis[™] in the Greater Phoenix, Arizona area. The Howard Hughes portfolio is strategically positioned to meet and accelerate development based on market demand, resulting in one of the strongest real estate platforms in the country. Dedicated to innovative placemaking, the company is recognized for its ongoing commitment to design excellence and to the cultural life of its communities. Howard Hughes Holdings Inc. is traded on the New York Stock Exchange as HHH. For additional information visit www.howardhughes.com.

Safe Harbor Statement

Statements made in this press release that are not historical facts, including statements accompanied by words such as “will,” “believe,” “expect,” “enables,” “realize,” “plan,” “intend,” “assume,” “transform” and other words of similar expression, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management’s expectations, estimates, assumptions, and projections as of the date of this release and are not guarantees of future performance. Actual results may differ materially from those expressed or implied in these statements. Factors that could cause actual results to differ materially are set forth as risk factors in Howard Hughes Holdings Inc.’s filings with the Securities and Exchange Commission, including its Quarterly and Annual Reports. Howard Hughes Holdings Inc. cautions you not to place undue reliance on the forward-looking statements contained in this release. Howard Hughes Holdings Inc. does not undertake any obligation to publicly update or revise any forward-looking statements to reflect future events, information or circumstances that arise after the date of this release.

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Contacts:

Howard Hughes Holdings Inc.
Cristina Carlson, 646-822-6910
Senior Vice President, Head of Corporate Communications
cristina.carlson@howardhughes.com

Investor Relations Contact

Howard Hughes Holdings Inc.
Eric Holcomb, 281-475-2144
Senior Vice President, Investor Relations
eric.holcomb@howardhughes.com
