

General Growth Properties, Inc.

Form 3

April 16, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**Washington, D.C. 20549**

OMB APPROVAL

OMB
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response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Brookfield Property LP

(Last) (First) (Middle)

73 FRONT STREET,Â 5TH
FLOOR

(Street)

HAMILTON,Â D0Â HM 12

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/12/2013

3. Issuer Name **and** Ticker or Trading Symbol
General Growth Properties, Inc. [GGP]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner☐ Officer ☒ Other

(give title below) (specify below)

***Director by Deputization

6. Individual or Joint/Group
Filing(Check Applicable Line)☐ Form filed by One Reporting
Person☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, Par Value \$0.01 per share	79,094,965	I	See footnote <u>(1)</u> <u>(8)</u>
Common Stock, Par Value \$0.01 per share	53,879,801	I	See footnote <u>(2)</u> <u>(8)</u>
Common Stock, Par Value \$0.01 per share	61,803,287	I	See footnote <u>(3)</u> <u>(8)</u>
Common Stock, Par Value \$0.01 per share	7,108,442	I	See footnote <u>(4)</u> <u>(8)</u> <u>(9)</u>
Common Stock, Par Value \$0.01 per share	14,195,099	I	See footnote <u>(5)</u> <u>(8)</u>
Common Stock, Par Value \$0.01 per share	4,755,658	I	See footnote <u>(6)</u> <u>(8)</u> <u>(9)</u>
Common Stock, Par Value \$0.01 per share	4,777,095	I	See footnote <u>(7)</u> <u>(8)</u> <u>(9)</u>
Common Stock, Par Value \$0.01 per share	61,444,210	I	See footnote <u>(10)</u>
Common Stock, Par Value \$0.01 per share	8,670,667	I	See footnote <u>(11)</u>
Common Stock, Par Value \$0.01 per share	8,670,667	I	See footnote <u>(12)</u>
Common Stock, Par Value \$0.01 per share	37,191,170	I	See footnote <u>(13)</u>

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	14,408,735	\$ <u>(16)</u>	I	See footnote <u>(2)</u> <u>(8)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	16,527,664	\$ <u>(16)</u>	I	See footnote <u>(3)</u> <u>(8)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	1,910,902	\$ <u>(16)</u>	I	See footnote <u>(4)</u> <u>(8)</u> <u>(9)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	3,814,096	\$ <u>(16)</u>	I	See footnote <u>(5)</u> <u>(8)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	1,277,803	\$ <u>(16)</u>	I	See footnote <u>(6)</u> <u>(8)</u> <u>(9)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	1,277,803	\$ <u>(16)</u>	I	See footnote <u>(7)</u> <u>(8)</u> <u>(9)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	20,997,838	\$ <u>(16)</u>	I	See footnote <u>(14)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	18,432,857	\$ <u>(15)</u>	I	See footnote <u>(15)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield Property LP 73 FRONT STREET 5TH FLOOR HAMILTON,Â D0Â HM 12	Â X	Â X	Â	***Director by Deputization
Brookfield Property General Partner Ltd 73 FRONT STREET 5TH FLOOR HAMILTON,Â D0Â HM 12	Â X	Â X	Â	***Director by Deputization

Brookfield Property GP LP 73 FRONT STREET 5TH FLOOR HAMILTON,Â D0Â HM 12	Â X	Â X	Â	***Director by Deputization
Brookfield BPY Holdings (US) Inc. 181 BAY STREET, SUITE 300, TORONTO,Â A6Â M5J2T3	Â X	Â X	Â	***Director by Deputization
CanHoldco 1 ULC 181 BAY STREET, SUITE 300, TORONTO,Â A6Â M5J2T3	Â X	Â X	Â	***Director by Deputization
CanHoldco 3 ULC 181 BAY STREET, SUITE 300 TORONTO,Â A6Â M5J2T3	Â X	Â X	Â	***Director by Deputization
CanHoldco 4 ULC 181 BAY STREET, SUITE 300 TORONTO,Â A6Â M5J2T3	Â X	Â X	Â	***Director by Deputization
CanHoldco 2 ULC 181 BAY STREET, SUITE 300 TORONTO,Â A6Â M5J2T3	Â X	Â X	Â	***Director by Deputization

Signatures

By Steven Douglas, Director of 1648287 Alberta ULC, General Partner of Brookfield Property GP L.P., General Partner of Brookfield Property L.P. /s/ Steven Douglas

04/16/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) See Exhibit 99.1; Note 1.
- (2) See Exhibit 99.1; Note 2.
- (3) See Exhibit 99.1; Note 3.
- (4) See Exhibit 99.1; Note 4.
- (5) See Exhibit 99.1; Note 5.
- (6) See Exhibit 99.1; Note 6.
- (7) See Exhibit 99.1; Note 7.
- (8) See Exhibit 99.1; Note 8.
- (9) See Exhibit 99.1; Note 9.
- (10) See Exhibit 99.1; Note 10.
- (11) See Exhibit 99.1; Note 11.

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- (12) See Exhibit 99.1; Note 12.
(13) See Exhibit 99.1; Note 13.
(14) See Exhibit 99.1; Note 14.
(15) See Exhibit 99.1; Note 15.
(16) See Exhibit 99.1; Note 16.

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Remarks:

***CyrusÂ Madon,Â aÂ SeniorÂ ManagingÂ PartnerÂ ofÂ BrookfieldÂ AssetÂ ManagementÂ Inc.,Â aÂ corporationÂ for

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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