

General Growth Properties, Inc.

Form 4/A

December 02, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brookfield Property Partners Ltd

2. Issuer Name **and** Ticker or Trading
Symbol
General Growth Properties, Inc.
[GGP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
73 FRONT STREET, 5TH FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2013

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)
Director by deputization ***

HAMILTON, D0 HM 12

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/05/2013

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$0.01 per share	11/01/2013		J		39,457,353	A	\$ 20.39
					39,457,353	I	
							See Footnote (1) (3)
Common Stock, Par Value \$0.01 per share	11/01/2013		P		13,543,059	A	\$ 20.39
					13,543,059	I	
							See Footnote (2) (3)

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number Shares
Warrants to acquire Common Stock	(4)	11/01/2013		J	22,222,290	11/09/2010 11/09/2017	Common Stock 25,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield Property Partners Ltd 73 FRONT STREET 5TH FLOOR HAMILTON, D0 HM 12	X	X		Director by deputization ***
Brookfield Property Partners L.P. 73 FRONT STREET 5TH FLOOR HAMILTON, D0 HM 12	X	X		Director by deputization ***
Brookfield Property LP 73 FRONT STREET 5TH FLOOR HAMILTON, D0 HM 12	X	X		Director by deputization ***
Brookfield BPY Holdings (US) Inc. 181 BAY STREET SUITE 300 TORONTO, A6 M5J2T3	X	X		Director by deputization ***
CanHoldco 1 ULC 181 BAY STREET SUITE 300 TORONTO, A6 M5J2T3	X	X		Director by deputization ***
	X	X		Director by deputization ***

CanHoldco 3 ULC
181 BAY STREET
SUITE 300
TORONTO, A6 M5J2T3

CanHoldco 4 ULC
181 BAY STREET
SUITE 300
TORONTO, A6 M5J2T3

CanHoldco 2 ULC
181 BAY STREET
SUITE 300
TORONTO, A6 M5J2T3

Brookfield BPY Retail Holdings I LLC
4 BROOKFIELD PLACE
250 VESEY STREET
NEW YORK, NY 10281

X

X

Director by deputation ***

X

X

Director by deputation ***

X

X

Director by deputation ***

Signatures

/s/ Jane Sheere,
Secretary

12/02/2013

Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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.

Remarks:

*** Brian Kingston, a Senior Managing Partner of Brookfield Asset Management Inc., a corporation formed under the laws of

Exhibit List:

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filer Information and Signature

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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