

General Growth Properties, Inc.
Form 3
July 25, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 New Brookfield BPY Retail
Holdings II LLC

(Last) (First) (Middle)

BROOKFIELD PLACE,Â 250
VESEY STREET

(Street)

NEW YORK,Â NYÂ 10281

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
07/14/2016

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

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

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	11,819,690	I	See footnotes <u>(1)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	309,013	I	See footnotes <u>(2)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	3,909,249	I	See footnotes <u>(3)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	70,975	I	See footnotes <u>(4)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	1,344,835	I	See footnotes <u>(5)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	1,351,700	I	See footnotes <u>(6)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	79,094,965	I	See footnotes <u>(7)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	374,591	I	See footnotes <u>(9)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	2,531,759	I	See footnotes <u>(10)</u> <u>(11)</u>
Common Stock, par value \$0.01 per share	8,670,667	I	See footnotes <u>(12)</u> <u>(14)</u>

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Common Stock, par value \$0.01 per share 37,191,170 I See footnotes (13) (14)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	10,098,406	\$ <u>(15)</u>	I	See footnotes <u>(1)</u> <u>(11)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	89,361	\$ <u>(15)</u>	I	See footnotes <u>(2)</u> <u>(11)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	1,382,401	\$ <u>(15)</u>	I	See footnotes <u>(3)</u> <u>(11)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	20,621	\$ <u>(15)</u>	I	See footnotes <u>(4)</u> <u>(11)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	469,795	\$ <u>(15)</u>	I	See footnotes <u>(5)</u> <u>(11)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	469,795	\$ <u>(15)</u>	I	See footnotes <u>(6)</u> <u>(11)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	22,706,486	\$ <u>(15)</u>	I	See footnotes <u>(8)</u> <u>(11)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	107,309	\$ <u>(15)</u>	I	See footnotes <u>(9)</u> <u>(11)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	725,269	\$ <u>(15)</u>	I	See footnotes <u>(10)</u> <u>(11)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
New Brookfield BPY Retail Holdings II LLC BROOKFIELD PLACE 250 VESEY STREET	Â X	Â X	Â	Dir. by deputization (Remarks)

NEW YORK, NY 10281

Signatures

/s/ Jane Sheere, New Brookfield BPY Retail Holdings II LLC,
Secretary

07/25/2016

__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) Common Stock and Warrants held directly by Brookfield Retail Holdings II Sub II LLC, a Delaware limited liability company ("BRH II Sub").
 - (2) Common Stock and Warrants held directly by Brookfield Retail Holdings III Sub III LLC, a Delaware limited liability company ("BRH III Sub").
 - (3) Common Stock and Warrants held directly by Brookfield Retail Holdings IV-A Sub II LLC, a Delaware limited liability company ("BRH IV-A Sub").
 - (4) Common Stock and Warrants beneficially owned by Brookfield Retail Holdings IV-B Sub II LLC, a Delaware limited liability company ("BRH IV-B Sub").
 - (5) Common Stock and Warrants held directly by Brookfield Retail Holdings IV-C Sub II LLC, a Delaware limited liability company ("BRH IV-C Sub").
 - (6) Common Stock and Warrants held directly by Brookfield Retail Holdings IV-D Sub II LLC, a Delaware limited liability company ("BRH IV-D Sub").
 - (7) Common Stock held directly by Brookfield Retail Holdings VII LLC, a Delaware limited liability company ("BRH VII").
 - (8) Warrants held directly by Brookfield Retail Holdings Warrants LLC, a Delaware limited liability company ("BRHW").
 - (9) Common Stock and Warrants held directly by Brookfield Retail Holdings V Fund B LP, a Delaware limited partnership ("Fund B").
 - (10) Common Stock and Warrants held directly by Brookfield Retail Holdings V Fund D LP, a Delaware limited partnership ("Fund D" and, together with BRH II Sub, BRH III Sub, BRH IV-A Sub, BRH IV-B Sub, BRH IV-C Sub, BRH IV-D Sub and BRH VII, BRHW and Fund B, the "Investment Vehicles").
 - (11) The Reporting Person, as an indirect parent of each Investment Vehicle, may be deemed to have an indirect pecuniary interest in an indeterminate portion of the shares of Common Stock and Warrants that are directly beneficially owned by each Investment Vehicle. In accordance with Instruction 5(b)(iv), the entire amount of the Common Stock and Warrants held by the Investment Vehicles is reported herein. The Reporting Person disclaims beneficial ownership of all shares of Common Stock and Warrants that are beneficially owned by the Investment Vehicles, except to the extent of any indirect pecuniary interest therein.
 - (12) Common Stock held directly by BPY Retail II LLC, a Delaware limited liability company ("BPY II").
 - (13) Common Stock held directly by BPY Retail VI LLC, a Delaware limited liability company ("BPY VI").
 - (14) The Reporting Person, as an indirect parent of BPY II and BPY VI may be deemed to have an indirect pecuniary interest in an indeterminate portion of the shares of Common Stock that are directly beneficially owned by each of BPY II and BPY VI. In accordance with Instruction 5(b)(iv), the entire amount of the Common Stock held by BPY II and BPY VI is reported herein. The Reporting Person disclaims beneficial ownership of all shares of Common Stock that are beneficially owned by BPY II and BPY VI, except to the extent of any indirect pecuniary interest therein.
 - (15) Each Warrant entitles the holder to purchase 1.2133 shares of Common Stock at an initial exercise price of \$10.75 per share, subject to adjustments as provided in the warrant agreement, dated as of November 9, 2010, by and among Mellon Investor Services LLC, as warrant agent, and the Issuer.

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Remarks:

BrianÂ Kingston,Â aÂ SeniorÂ ManagingÂ PartnerÂ ofÂ BrookfieldÂ AssetÂ ManagementÂ Inc.,Â aÂ corporationÂ forme

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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