

Brookfield Property Split Corp.

Form 3

July 25, 2016

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
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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 Office Properties  
Inc

(Last) (First) (Middle)

181 BAY STREET, SUITE  
330,Â

(Street)

TORONTO,Â A6Â M5J 2T3

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
07/14/20163. Issuer Name and Ticker or Trading Symbol  
General Growth Properties, Inc. [GGP]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer ☒ Other  
(give title below) (specify below)  
Dir. by deputization (Remarks)5. If Amendment, Date Original  
Filed(Month/Day/Year)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>(19)</u>

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Common Stock, par value \$0.01 per share	61,444,210	I	See footnotes <u>(13)</u> <u>(19)</u>
Common Stock, par value \$0.01 per share	8,670,667	I	See footnotes <u>(14)</u> <u>(19)</u>
Common Stock, par value \$0.01 per share	37,191,170	I	See footnotes <u>(15)</u> <u>(19)</u>
Common Stock, par value \$0.01 per share	53,000,412	I	See footnotes <u>(16)</u> <u>(19)</u>

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>(20)</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>(20)</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>(20)</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>(20)</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>(20)</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>(20)</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>(20)</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>(20)</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>(20)</u>	I	See footnotes <u>(10)</u> <u>(11)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	26,962,304	\$ <u>(20)</u>	I	See footnotes <u>(17)</u> <u>(19)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	19,932,785	\$ <u>(21)</u>	I	See footnotes <u>(18)</u> <u>(19)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield Office Properties Inc 181 BAY STREET, SUITE 330 TORONTO, A6 M5J 2T3	Â X	Â X	Â	Dir. by deputization (Remarks)
1706065 Alberta ULC SUITE 1700 335 8TH AVENUE SW CALGARY, A0 T2P 1C9	Â X	Â X	Â	Dir. by deputization (Remarks)
Brookfield Holding Ltd Liability Co BUDAPEST 1074 DOHANY UTCA 12 BUDAPEST, K5 1074	Â X	Â X	Â	Dir. by deputization (Remarks)
Brookfield Properties, Inc. BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281	Â X	Â X	Â	Dir. by deputization (Remarks)
BOP (US) LLC BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281	Â X	Â X	Â	Dir. by deputization (Remarks)
Brookfield Properties Subco LLC BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281	Â X	Â X	Â	Dir. by deputization (Remarks)
Brookfield Property Split Corp. 181 BAY STREET, SUITE 330 TORONTO, A6 M5J 2T3	Â X	Â X	Â	Dir. by deputization (Remarks)

## Signatures

/s/ Keith Hyde, Brookfield Office Properties Inc., Vice President, Taxation	07/25/2016
__Signature of Reporting Person	Date
/s/ Keith Hyde, 1706065 Alberta ULC, Vice President, Taxation	07/25/2016
__Signature of Reporting Person	Date
/s/ Dr. Laszlo Csontos, Brookfield Holding Limited Liability Company, Managing Director	07/25/2016
__Signature of Reporting Person	Date
/s/ Eamonn John O'Dea, Brookfield Holding Limited Liability Company, Managing Director	07/25/2016
__Signature of Reporting Person	Date
/s/ Michelle L. Campbell, Brookfield Properties, Inc., Senior Vice President and Secretary	07/25/2016
__Signature of Reporting Person	Date
/s/ Michelle L. Campbell, BOP (US) LLC, Senior Vice President and Secretary	07/25/2016

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\_\_Signature of Reporting Person

Date

/s/ Michelle L. Campbell, Brookfield Properties Subco LLC, Senior Vice President and Secretary

07/25/2016

\_\_Signature of Reporting Person

Date

/s/ Michelle L. Campbell, Brookfield Property Split Corp., 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) Each of the Reporting Persons, 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. Each of the Reporting Persons 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 IV LLC, a Delaware limited liability company ("BPY IV").
- (14) Common Stock held directly by BPY Retail V LLC, a Delaware limited liability company ("BPY V").
- (15) Common Stock held directly by BPY Retail VI LLC, a Delaware limited liability company ("BPY VI").
- (16) Common Stock held directly by Brookfield BPY Retail Holdings II Subco LLC, a Delaware limited liability company ("GGP Subco").
- (17) Warrants held directly by Brookfield BPY Retail Holdings I LLC, a Delaware limited liability company ("BPY Holdings I").
- (18) Warrants held directly by BW Purchaser, LLC, a Delaware limited liability company ("BWP").
- (19) Each of the Reporting Persons, as an indirect parent of BPY II, BPY IV, BPY V, BPY VI, GGP Subco, BPY Holdings I and BWP, 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, BPY IV, BPY V, BPY VI, GGP Subco, BPY Holdings I and BWP. In accordance with Instruction 5(b)(iv), the entire amount of the Common Stock and Warrants held by BPY II, BPY IV, BPY V, BPY VI, GGP Subco, BPY Holdings I and BWP is reported herein. Each of the Reporting Persons disclaims beneficial ownership of all shares of Common Stock and Warrants that are beneficially owned by BPY II, BPY IV, BPY V, BPY VI, GGP Subco, BPY Holdings I and BWP,

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except to the extent of any indirect pecuniary interest therein.

(20) 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.

(21) Each Warrant entitles the holder to purchase 1.2133 shares of Common Stock at an initial exercise price of \$10.50 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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