

General Growth Properties, Inc.

Form 4

August 22, 2016

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Brookfield Retail Holdings II Sub II  
LLC

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)  
250 VESEY STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/19/2016

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

NEW YORK, NY 10281-1023

4. 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

(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	08/19/2016		J <sup>(1)</sup>		11,550,291	D <sup>(1)</sup>	\$ 0 269,399

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

**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.**

SEC 1474  
(9-02)

# Edgar Filing: General Growth Properties, Inc. - Form 4

**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 of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrants to acquire Common Stock	(2)	08/19/2016		J <sup>(1)</sup>		8,258,881		11/09/2010	11/09/2017	Common Stock	10,1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield Retail Holdings II Sub II LLC 250 VESEY STREET NEW YORK, NY 10281-1023	X	X		Dir. by deputization (Remarks)

## Signatures

BROOKFIELD RETAIL HOLDINGS II SUB II LLC, By: Brookfield Asset Management Private Institutional Capital Adviser US, LLC, its managing member By: /s/ Melissa Lang, Secretary

08/22/2016

\_\_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) The Reporting Person made (i) an in kind distribution of 11,550,291 shares of Common Stock and (ii) 8,258,881 Warrants, in each case, to the Northern Trust Company, the custodian for Future Fund Board of Guardians.

(2) Each Warrant entitles the holder to purchase 1.2291 shares of Common Stock at an initial exercise price of \$10.75 per share, subject to adjustments as provided in the Amended and Restated Warrant Agreement, effective as of October 28, 2013, between American Stock Transfer & Trust Company, LLC, as warrant agent, and the Issuer.

### Remarks:

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

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

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