

Brookfield US Holdings Inc.

Form 4

October 11, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Brookfield Holdings Canada Inc.

2. Issuer Name **and** Ticker or Trading  
Symbol  
GGP Inc. [GGP]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

181 BAY STREET, SUITE 300,

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/06/2017

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

Director by deputization\*\*\*

(Street)

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

TORONTO, A6 M5J 2T3

(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)
Common Stock, par value \$0.01 per share	10/06/2017		M	24,063,298	A \$ 8.3621 (1)	24,063,298	I see footnote (1) (9)
Common Stock, par value \$0.01 per share	10/06/2017		M	82,559	A \$ 8.3621 (2)	351,958	I see footnote (2) (9)
Common Stock, par	10/06/2017		M	94,703	A \$ 8.3621	403,716	I see footnote

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value					(3)			(3) (9)
\$0.01 per share								
Common Stock, par value	10/06/2017	M	1,465,005	A	\$ 8.3621	5,374,254	I	see footnote
\$0.01 per share					(4)			(4) (9)
Common Stock, par value	10/06/2017	M	21,853	A	\$ 8.3621	92,828	I	see footnote
\$0.01 per share					(5)			(5) (9)
Common Stock, par value	10/06/2017	M	497,868	A	\$ 8.3621	1,842,703	I	see footnote
\$0.01 per share					(6)			(6) (9)
Common Stock, par value	10/06/2017	M	497,868	A	\$ 8.3621	1,849,568	I	see footnote
\$0.01 per share					(7)			(7) (9)
Common Stock, par value						79,094,965	I	see footnote
\$0.01 per share								(8) (9)

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)

**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
		10/06/2017		M	18,714,651	11/09/2010 11/09/2017	24,

Warrants to acquire Common Stock	\$ 8.3621 <u>(10)</u>							Common Stock	
Warrants to acquire Common Stock	\$ 8.3621 <u>(10)</u>	10/06/2017	M	64,209	11/09/2010	11/09/2017	Common Stock	8	
Warrants to acquire Common Stock	\$ 8.3621 <u>(10)</u>	10/06/2017	M	73,653	11/09/2010	11/09/2017	Common Stock	9	
Warrants to acquire Common Stock	\$ 8.3621 <u>(10)</u>	10/06/2017	M	1,139,373	11/09/2010	11/09/2017	Common Stock	1,4	
Warrants to acquire Common Stock	\$ 8.3621 <u>(10)</u>	10/06/2017	M	16,996	11/09/2010	11/09/2017	Common Stock	2	
Warrants to acquire Common Stock	\$ 8.3621 <u>(10)</u>	10/06/2017	M	387,205	11/09/2010	11/09/2017	Common Stock	4	
Warrants to acquire Common Stock	\$ 8.3621 <u>(10)</u>	10/06/2017	M	387,205	11/09/2010	11/09/2017	Common Stock	4	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield Holdings Canada Inc. 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3	X	X		Director by deputization***
Brookfield US Holdings Inc. BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281-1023	X	X		Director by deputization
Brookfield US Corp BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281-1023	X	X		Director by deputization

Brookfield Property Group LLC BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281-1023	X	X	Director by deputization
BUSC Finance LLC BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281-1023	X	X	Director by deputization
Brookfield Asset Management Private Institutional Capital Adviser US, LLC BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281-1023	X	X	Director by deputization

## Signatures

BROOKFIELD HOLDINGS CANADA INC., /s/ A.J. Silber, Vice President	10/11/2017
____Signature of Reporting Person	Date
BROOKFIELD US HOLDINGS INC., /s/ A.J. Silber, Vice President	10/11/2017
____Signature of Reporting Person	Date
BROOKFIELD US CORPORATION, /s/ Josh Zinn, Vice President	10/11/2017
____Signature of Reporting Person	Date
BROOKFIELD PROPERTY GROUP LLC, /s/ Murray Goldfarb, Managing Partner	10/11/2017
____Signature of Reporting Person	Date
BUSC FINANCE LLC, /s/ Josh Zinn, Vice President	10/11/2017
____Signature of Reporting Person	Date
BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL ADVISER US, LLC, /s/ Murray Goldfarb, Managing Partner	10/11/2017
____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.
- (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.

**Remarks:**

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

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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