

New Brookfield BPY Retail Holdings II LLC

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 *

New Brookfield BPY Retail
Holdings II LLC

(Last) (First) (Middle)

250 VESEY STREET

(Street)

NEW YORK, NY 10281-1023

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading

Symbol

GGP Inc. [GGP]

3. Date of Earliest Transaction

(Month/Day/Year)

10/06/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Director by deputization ***

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 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	82,559	A \$ 8.3621 (1)	351,958	I See footnote (1) (12)
Common Stock, par value \$0.01 per share	10/06/2017		M	94,703	A \$ 8.3621 (2)	403,716	I See footnote (2) (12)
Common Stock, par	10/06/2017		M	1,465,005	A \$ 8.3621	5,374,254	I See footnote

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value				(3)			(3) (12)
\$0.01 per share							
Common Stock, par value	10/06/2017	M	21,853	A	\$ 8.3621	92,828	See footnote
\$0.01 per share					(4)		(4) (12)
Common Stock, par value	10/06/2017	M	497,868	A	\$ 8.3621	1,842,703	See footnote
\$0.01 per share					(5)		(5) (12)
Common Stock, par value	10/06/2017	M	497,868	A	\$ 8.3621	1,849,568	See footnote
\$0.01 per share					(6)		(6) (12)
Common Stock, par value						10,104	See footnote
\$0.01 per share							(7) (12)
Common Stock, par value						18,671	See footnote
\$0.01 per share							(8) (12)
Common Stock, par value						8,670,667	See footnote
\$0.01 per share							(9) (12)
Common Stock, par value						37,191,170	See footnote
\$0.01 per share							(10) (12)
Common Stock, par value						79,094,965	See footnote
\$0.01 per share							(11) (12)

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Warrants to acquire Common Stock	\$ 8.3621 (13)	10/06/2017		M	64,209	11/09/2010 11/09/2017	Common Stock 82,
Warrants to acquire Common Stock	\$ 8.3621 (13)	10/06/2017		M	73,653	11/09/2010 11/09/2017	Common Stock 94,
Warrants to acquire Common Stock	\$ 8.3621 (13)	10/06/2017		M	1,139,373	11/09/2010 11/09/2017	Common Stock 1,46,
Warrants to acquire Common Stock	\$ 8.3621 (13)	10/06/2017		M	16,996	11/09/2010 11/09/2017	Common Stock 21,
Warrants to acquire Common Stock	\$ 8.3621 (13)	10/06/2017		M	387,205	11/09/2010 11/09/2017	Common Stock 497,
Warrants to acquire Common Stock	\$ 8.3621 (13)	10/06/2017		M	387,205	11/09/2010 11/09/2017	Common Stock 497,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
New Brookfield BPY Retail Holdings II LLC 250 VESEY STREET NEW YORK, NY 10281-1023	X	X		Director by deputization ****

Signatures

NEW BROOKFIELD BPY RETAIL HOLDINGS II LLC, /s/ Michelle L. Campbell, Senior
Vice President and Secretary

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.
- (11) See Exhibit 99.1; Note 11.
- (12) See Exhibit 99.1; Note 12.
- (13) See Exhibit 99.1; Note 13.

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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