

BPR Holding REIT I LLC

Form 3

July 31, 2018

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
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 *

BPR Holding REIT I LLC

(Last)

(First)

(Middle)

250 VESEY STREET

(Street)

NEW

YORK, NY 10281-2023

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/24/2018

3. Issuer Name and Ticker or Trading Symbol

GGP Inc. [GGP]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner☐ Officer ☐ Other

(give title below) (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 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	28,573,419	I	See footnotes (1) (6)
Common Stock, par value \$0.01 per share	2,577,297	I	See footnotes (2) (6)
Common Stock, par value \$0.01 per share	12,989,228	I	See footnotes (3) (6)
Common Stock, par value \$0.01 per share	24,063,298	I	See footnotes (4) (6)
Common Stock, par value \$0.01 per share	53,000,412	I	See footnotes (5) (6)

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

SEC 1473 (7-02)

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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)**

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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	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BPR Holding REIT I LLC 250 VESEY STREET NEW YORK, NY 10281-2023	Â X	Â X	Â	Director by deputization ***

Signatures

BPR Holding REIT I LLC, /s/ Michelle L. Campbell, Senior Vice President 07/31/2018

__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 held directly by New GGP Warrants LLC, a Delaware limited liability company ("New GGP Warrants").
- (2) Common Stock held directly by Brookfield Retail Mall LLC, a Delaware limited liability company ("Retail Mall").
- (3) Common Stock held directly by BW Purchaser LLC, a Delaware limited liability company ("BWP").
- (4) Common Stock held directly by Brookfield Retail Holdings Warrants LLC, a Delaware limited liability company ("BRH Warrants").
- (5) Common Stock held directly by Brookfield BPY Retail Holdings II Subco LLC, a Delaware limited liability company ("New GGP Subco").
- (6) The Reporting Person, as a parent of New GGP Warrants, Retail Mall, BWP, BHR Warrants and New GGP Subco (together, the "Direct Holders"), 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 the Direct Holders. In accordance with Instruction 5(b)(iv), the entire amount of the Common Stock held by the Direct Holders is reported herein. The Reporting Person disclaims beneficial ownership of all shares of Common Stock that are beneficially owned by the Direct Holders, except to the extent of any indirect pecuniary interest therein.

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Remarks:

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

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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