

Brookfield Asset Management Private Institutional Capital Adviser US, LLC

Form 4

August 29, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brookfield Holdings Canada Inc.2. Issuer Name **and** Ticker or Trading
Symbol
Brookfield Property REIT Inc.
[GGP]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
181 BAY STREET, SUITE 300
(Street)3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2018☒ Director ☒ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)
Director by deputization ***

TORONTO, A6 M5J 2T3

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)
Class B Stock, par value \$0.01 per share	08/27/2018		A	124,985,577	A (4) 124,985,577	I	See Footnote (1) (4)
Class B Stock, par value \$0.01	08/27/2018		A	351,958	A (4) 351,958	I	See Footnote (2) (4)

per
share

Class B

Stock,

par
value 08/27/2018 A 24,063,298 A (4) 24,063,298 I See
\$0.01 Footnote
per (3) (4)
share

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

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series B Preferred Stock	(4)	08/27/2018		D		124,985,577		(4)	(4)	Common Stock	124,985,577
Series B Preferred Stock	(4)	08/27/2018		D		351,958		(4)	(4)	Common Stock	351,958
Series B Preferred Stock	(4)	08/27/2018		D		24,063,298		(4)	(4)	Common Stock	24,063,298

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.	X	X		Director by deputization

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181 BAY STREET, SUITE 300
TORONTO, A6 M5J 2T3

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

Brookfield Holdings Canada Inc. /s/ A.J. Silber, Vice President	08/29/2018
__Signature of Reporting Person	Date

Brookfield US Holdings Inc. /s/ A.J. Silber, Vice President	08/29/2018
__Signature of Reporting Person	Date

Brookfield US Corporation /s/ Josh Zinn, Vice President	08/29/2018
__Signature of Reporting Person	Date

Brookfield Property Group LLC /s/ Murray Goldfarb, Managing Partner	08/29/2018
__Signature of Reporting Person	Date

BUSC Finance LLC /s/ Josh Zinn, Vice President	08/29/2018
__Signature of Reporting Person	Date

Brookfield Asset Management Private Institutional Capital Adviser US, LLC /s/ Murray Goldfarb, Managing Partner	08/29/2018
__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.

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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