

FIALA MARY LOU

Form 4

August 29, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FIALA MARY LOU

(Last) (First) (Middle)

C/O BROOKFIELD PROPERTY
REIT INC., 350 N. ORLEANS,
SUITE 300

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Brookfield Property REIT Inc. [BPR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2018

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)

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)
				(A) or (D)	Price		
Common Stock	08/28/2018		D ⁽¹⁾	44,028	D	0	D
Class A Stock	08/27/2018		J ⁽²⁾⁽³⁾	43,411	A	⁽²⁾ ⁽³⁾	43,411 D

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

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SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FIALA MARY LOU
C/O BROOKFIELD PROPERTY REIT INC.
350 N. ORLEANS, SUITE 300
CHICAGO, IL 60654

X

Signatures

/s/ Mary Lou
Fiala

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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of March 26, 2018, among Brookfield Property Partners L.P. ("BPY"), Goldfinch Merger Sub Corp., an indirect, wholly owned subsidiary of BPY ("Merger Sub"), and GGP Inc. (the "Issuer") (as amended on June 25, 2018, the "Merger Agreement"). At the effective time of the merger (the "Merger Effective Time") as contemplated in the Merger Agreement, each share of outstanding common stock (other than appraisal shares, shares of restricted common stock and certain other shares) was cancelled in exchange for \$0.312 per share (the "Per Share Merger Consideration"). Also includes 263 shares acquired by way of dividend reinvestment that had not been previously disclosed on Form 4.

(2) Shares of the Issuer's class A stock, par value \$0.01 per share ("class A stock"), were issued to certain holders of record of GGP common stock as of the end of trading on the New York Stock Exchange on July 27, 2018 (the "Pre-Closing Dividend"). The Pre-Closing Dividend consisted of either cash or equity (in the form of class A stock or limited partnership units of Brookfield Property Partners L.P. ("BPY")). Depending on the elections made by the Reporting Person, and the proration of the Pre-Closing Dividend pursuant to the Agreement and Plan of Merger, dated as of March 26, 2018, among BPY, Goldfinch Merger Sub Corp., an indirect, wholly owned subsidiary of BPY ("Merger Sub"), and the Issuer (as amended on June 25, 2018, the "Merger Agreement"), each share of the Issuer's common stock received up to 0.986 shares of class A stock or 0.986 limited partnership units of BPY.

(3) (Continued from footnote 2) At this time, the number of shares of class A stock issued to the reporting person in the pre-closing dividend was unable to be determined, and for reporting purposes, we have assumed that the reporting person received the maximum number of

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shares of class A stock that could have been received.

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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