

General Growth Properties, Inc.

Form 4

November 12, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Abu Dhabi Investment Authority

2. Issuer Name **and** Ticker or Trading
Symbol
General Growth Properties, Inc.
[GGP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
211 CORNICHE STREET, PO BOX
3600

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2015

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(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
X Form filed by More than One Reporting
Person

ABU DHABI, C0

(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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/11/2015 | | S | | 67,049 | D | \$ 26.7525 |
| | | | | | | | 38,515,084 |
| | | | | | | | D (1) (2) (3) |

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)**

Edgar Filing: General Growth Properties, Inc. - Form 4

| 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. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|-----|---|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Abu Dhabi Investment Authority 211 CORNICHE STREET PO BOX 3600 ABU DHABI, C0 | | X | | |
| Revere Holdings Ltd ZEPHYR HOUSE 122 MARY STREET, PO BOX 709 GRAND CAYMAN, E9 KY1-1107 | | X | | |

Signatures

/s/ Juma Khamis Mugheer Jaber AlKhyeli, Authorized Signatory of Abu Dhabi Investment Authority 11/12/2015

_____*Signature of Reporting Person Date

/s/ Sultan Ali Ahmed AlDhaheeri, Authorized Signatory of Revere Holdings Limited 11/12/2015

**Signature of Reporting Person _____ Date _____

/s/ Gerald C. Fang, Authorized Signatory of Revere Holdings Limited 11/12/2015

**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).

Revere Holdings Limited ("Revere") directly holds 29,721,074 shares of common stock, par value \$0.01 per share (the "Common Stock"), of General Growth Properties, Inc. (the "Issuer") and 5,549,327 warrants representing the right to acquire 6,638,105 shares of Common Stock (collectively, the "Revere Shares"). The Abu Dhabi Investment Authority ("ADIA" and, together with Revere, the

- (1) "Reporting Persons") is the sole owner of Revere and therefore may also be deemed to beneficially own the Revere Shares. In addition, ADIA directly holds 400,607 shares of Common Stock (the "ADIA Shares") and may be deemed to beneficially own an aggregate of 1,755,298 additional shares of Common Stock that have been purchased for the account of ADIA by various external investment managers (collectively, the "Managed Shares").

Edgar Filing: General Growth Properties, Inc. - Form 4

- Because of the relationship between Revere and ADIA, Revere may also be deemed to have beneficial ownership of the ADIA Shares
- (2) and the Managed Shares. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.

- Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be
- (3) deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.