

Brookfield US Holdings Inc.
Form 4
April 02, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROOKFIELD ASSET MANAGEMENT INC.

2. Issuer Name and Ticker or Trading Symbol
Hospitality Investors Trust, Inc.
[NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

BROOKFIELD PLACE, 181 BAY STREET, SUITE 300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2018

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

TORONTO, A6 M5J2T3

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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class C Units	(5)	03/29/2018	J ⁽¹⁾	126,617.01		03/29/2018	(5)	OP Units (5)	126,617.01

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROOKFIELD ASSET MANAGEMENT INC.
 BROOKFIELD PLACE
 181 BAY STREET, SUITE 300
 TORONTO, A6 M5J2T3

Partners Ltd
 BROOKFIELD PLACE
 181 BAY STREET, SUITE 300
 TORONTO, A6 M5J2T3

Brookfield Holdings Canada Inc.
 BROOKFIELD PLACE
 181 BAY STREET, SUITE 300
 TORONTO, A6 M5J2T3

Brookfield US Holdings Inc.
 BROOKFIELD PLACE
 181 BAY STREET, SUITE 300
 TORONTO, A6 M5J2T3

Brookfield US Corp
 BROOKFIELD PLACE
 250 VESEY STREET
 NEW YORK, NY 10281-1023

BUSC Finance LLC
 BROOKFIELD PLACE
 250 VESEY STREET
 NEW YORK, NY 10281-1023

Brookfield Property Group LLC
 BROOKFIELD PLACE
 250 VESEY STREET
 NEW YORK, NY 10281-1023

Brookfield Strategic Real Estate Partners II GP of GP LLC
BROOKFIELD PLACE
250 VESEY STREET
NEW YORK, NY 10281-1023

Brookfield Strategic Real Estate Partners II GP L.P
BROOKFIELD PLACE
250 VESEY STREET
NEW YORK, NY 10281-1023

Brookfield Strategic Real Estate Partners II Hospitality REIT II LLC
BROOKFIELD PLACE
250 VESEY STREET
NEW YORK, NY 10281-1023

Signatures

/s/ A.J. Silber By: BROOKFIELD ASSET MANAGEMENT INC. (6) Name: A.J. Silber Title: Vice President, Legal Affairs and Co	04/02/2018
__Signature of Reporting Person	Date
/s/ Brian Lawson By: PARTNERS LIMITED (6) Name: Brian Lawson Title: President	04/02/2018
__Signature of Reporting Person	Date
/s/ A.J. Silber By: BROOKFIELD HOLDINGS CANADA INC. (6) Name: A.J. Silber Title: Vice President	04/02/2018
__Signature of Reporting Person	Date
/s/ A.J. Silber By: BROOKFIELD US HOLDINGS INC. (6) Name: A.J. Silber Title: Vice President	04/02/2018
__Signature of Reporting Person	Date
/s/ Josh Zinn By: BROOKFIELD US CORPORATION (6) Name: Josh Zinn Title: Vice President	04/02/2018
__Signature of Reporting Person	Date
/s/ Josh Zinn By: BUSC FINANCE LLC (6) Name: Josh Zinn Title: Vice President	04/02/2018
__Signature of Reporting Person	Date
/s/ Melissa Lang By: BROOKFIELD PROPERTY GROUP LLC (6) Name: Melissa Lang Title: Senior Vice President and Secretary	04/02/2018
__Signature of Reporting Person	Date
/s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP OF GP LLC (6) Name: Melissa Lang Title: Senior Vice President and Secretary	04/02/2018
__Signature of Reporting Person	Date
/s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP L.P. (6) By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP OF GP LLC, its general partner Name: Melissa Lang Title: Senior Vice President and Secretary	04/02/2018
__Signature of Reporting Person	Date
/s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II	

