

GGP Inc.  
Form SC 13D/A  
November 13, 2017

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 19)**

**GGP Inc.**

**(Name of Issuer)**

**COMMON STOCK, \$0.01 PAR VALUE PER SHARE**

**(Title of Class of Securities)**

**36174X101**

**(CUSIP Number)**

**A.J. Silber**

**Brookfield Asset Management Inc.**

**Brookfield Place, Suite 300**

**181 Bay Street, P.O. Box 762**

**Toronto, Ontario M5J 2T3**

**Telephone: (416) 359-8598**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

*Copy to:*

**Michael J. Aiello, Esq.**

**Matthew J. Gilroy, Esq.**

**Weil, Gotshal & Manges LLP**

**767 Fifth Avenue**

**New York, NY 10153**

**(212) 310-8000**

**November 11, 2017**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield Asset Management Inc.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 327,053,880\* 9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

327,053,880\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

327,053,880\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.6%\*

**14 TYPE OF REPORTING PERSON**

CO

\* See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Partners Limited

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 327,053,880\* 9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

327,053,880\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

327,053,880\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.6%\*

**14 TYPE OF REPORTING PERSON**

CO

\* See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

BPG Holdings Group Inc.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**



323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.2%\*

**14 TYPE OF REPORTING PERSON**

CO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D****1 NAME OF REPORTING PERSONS**

BPG Holdings Group (US) Holdings Inc.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**7 SOLE VOTING POWER****SHARES****BENEFICIALLY** 0**8 SHARED VOTING POWER****OWNED BY****EACH****REPORTING** 323,641,838\*  
**9 SOLE DISPOSITIVE POWER****PERSON****WITH** 0**10 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.2%\*

**14 TYPE OF REPORTING PERSON**

CO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D****1 NAME OF REPORTING PERSONS**

Brookfield Holdings Canada Inc.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0****8 SHARED VOTING POWER****OWNED BY****EACH****REPORTING 9 106,922,263\* SOLE DISPOSITIVE POWER****PERSON****WITH 0****10 SHARED DISPOSITIVE POWER**

106,922,263\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

106,922,263\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

11.3%\*

**14 TYPE OF REPORTING PERSON**

CO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D****1 NAME OF REPORTING PERSONS**

Brookfield Asset Management Private Institutional Capital Adviser US, LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER****SHARES****BENEFICIALLY** 0**8 SHARED VOTING POWER****OWNED BY****EACH****REPORTING** 106,922,263\*  
**9 SOLE DISPOSITIVE POWER****PERSON****WITH** 0**10 SHARED DISPOSITIVE POWER**

106,922,263\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

106,922,263\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

11.3%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D****1 NAME OF REPORTING PERSONS**

Brookfield US Holdings Inc.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0****8 SHARED VOTING POWER****OWNED BY****EACH****REPORTING 9 106,922,263\* SOLE DISPOSITIVE POWER****PERSON****WITH 0****10 SHARED DISPOSITIVE POWER**



106,922,263\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

106,922,263\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

11.3%\*

**14 TYPE OF REPORTING PERSON**

CO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield US Corporation

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 106,922,263\* SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

106,922,263\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

106,922,263\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

11.3%\*

**14 TYPE OF REPORTING PERSON**

CO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

BUSC Finance LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 106,922,263\* SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

106,922,263\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

106,922,263\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

11.3%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield Property Group LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 106,922,263\* SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

106,922,263\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

106,922,263\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

11.3%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield Retail Holdings VII LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

WC

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 79,094,965\***

**9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**



79,094,965\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

79,094,965\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

8.4%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield Retail Holdings II Sub III LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

WC

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 351,958\***

**SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

351,958\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

351,958\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

0.04%\*

**14 TYPE OF REPORTING PERSON**

OO

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**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

BW Purchaser, LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 12,989,228\***

**9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

12,989,228\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

12,989,228\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

1.4%\*

**14 TYPE OF REPORTING PERSON**

OO

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**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield Property Partners Limited

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Bermuda

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 323,641,838\* 9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.2%\*

**14 TYPE OF REPORTING PERSON**

CO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield Property Partners L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Bermuda

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

323,641,838\*

**REPORTING 9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**



323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.2%\*

**14 TYPE OF REPORTING PERSON**

OO

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**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield Property L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Bermuda

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.2%\*

**14 TYPE OF REPORTING PERSON**

OO

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**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield BPY Holdings Inc.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

323,641,838\*

**REPORTING 9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.2%\*

**14 TYPE OF REPORTING PERSON**

CO

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**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

BPY Canada Subholdings 1 ULC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

323,641,838\*

**REPORTING 9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.2%\*

**14 TYPE OF REPORTING PERSON**

CO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D****1 NAME OF REPORTING PERSONS**

Brookfield Property Split Corp.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0****8 SHARED VOTING POWER****OWNED BY****EACH**

323,641,838\*

**REPORTING 9 SOLE DISPOSITIVE POWER****PERSON****WITH 0****10 SHARED DISPOSITIVE POWER**



323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.2%\*

**14 TYPE OF REPORTING PERSON**

CO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield BPY Retail Holdings I LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 255,438,596\***

**9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

255,438,596\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

255,438,596\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

27.0%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield BPY Retail Holdings II LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 139,433,107\* 9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

139,433,107\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

139,433,107\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

14.7%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield BPY Retail Holdings III LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 70,114,877\***

**9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

70,114,877\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

70,114,877\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

7.4%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield Retail Holdings Warrants LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 24,063,298\***

**9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**



24,063,298\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

24,063,298\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

2.5%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D****1 NAME OF REPORTING PERSONS**

Brookfield Office Properties Inc.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0****8 SHARED VOTING POWER****OWNED BY****EACH****REPORTING 9 SOLE DISPOSITIVE POWER**  
323,641,838\***PERSON****WITH 0****10 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.2%\*

**14 TYPE OF REPORTING PERSON**

CO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D****1 NAME OF REPORTING PERSONS**

1706065 Alberta ULC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0****8 SHARED VOTING POWER****OWNED BY****EACH****REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER****PERSON****WITH 0****10 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.2%\*

**14 TYPE OF REPORTING PERSON**

CO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D****1 NAME OF REPORTING PERSONS**

Brookfield Holding Limited Liability Company

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Hungary

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0****8 SHARED VOTING POWER****OWNED BY****EACH****REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER****PERSON****WITH 0****10 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.2%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D****1 NAME OF REPORTING PERSONS**

Brookfield Properties, Inc.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER****SHARES****BENEFICIALLY 0****8 SHARED VOTING POWER****OWNED BY****EACH****REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER****PERSON****WITH 0****10 SHARED DISPOSITIVE POWER**



323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.2%\*

**14 TYPE OF REPORTING PERSON**

CO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield Properties Subco LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 323,641,838\* SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

323,641,838\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

323,641,838\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

34.2%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

BOP (US) LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 255,438,596\* SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

255,438,596\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

255,438,596\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

27.0%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D****1 NAME OF REPORTING PERSONS**

Brookfield BPY Retail Holdings II Subco LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY****4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER****SHARES****BENEFICIALLY** 0**8 SHARED VOTING POWER****OWNED BY****EACH****REPORTING** 53,000,412\*  
**9 SOLE DISPOSITIVE POWER****PERSON****WITH** 0**10 SHARED DISPOSITIVE POWER**

53,000,412\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

53,000,412\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

5.6%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

BPY Retail V LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 70,114,877\***

**9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**



70,114,877\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

70,114,877\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

7.4%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield Properties Investor LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 60,338,142\***

**9 SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

60,338,142\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

60,338,142\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

6.4%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**1 NAME OF REPORTING PERSONS**

Brookfield BFP Holdings LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

AF

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF 7 SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY 0**

**8 SHARED VOTING POWER**

**OWNED BY**

**EACH**

**REPORTING 9 60,338,142\* SOLE DISPOSITIVE POWER**

**PERSON**

**WITH 0**

**10 SHARED DISPOSITIVE POWER**

60,338,142\*

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

60,338,142\*

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

6.4%\*

**14 TYPE OF REPORTING PERSON**

OO

\* The Reporting Person may be deemed to be a member of a group with the other Reporting Persons and, therefore, may be deemed to beneficially own the 327,053,880 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

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## EXPLANATORY NOTE

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this Amendment No. 19 ) amends the Schedule 13D filed on November 19, 2010 (the Original Schedule 13D ) and amended on November 24, 2010 (Amendment No. 1 ), January 19, 2011 (Amendment No. 2 ), January 28, 2011 (Amendment No. 3 ), May 12, 2011 (Amendment No. 4 ), August 27, 2012 (Amendment No. 5 ), September 11, 2012 (Amendment No. 6 ), January 3, 2013 (Amendment No. 7 ), April 16, 2013 (Amendment No. 8 ), August 9, 2013 (Amendment No. 9 ), November 5, 2013 (Amendment No. 10 ), November 14, 2013 (Amendment No. 11 ), February 8, 2014 (Amendment No. 12 ), February 6, 2015 (Amendment No. 13 ), July 19, 2016 (Amendment No. 14 ), August 21, 2016 (Amendment No. 15 ), August 2, 2017 (Amendment No. 16 ), October 11, 2017 (Amendment No. 17 ) October 31, 2017 (Amendment No. 18 ) (the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9, Amendment No. 10, Amendment No. 11, Amendment No. 12, Amendment No. 13, Amendment No. 14, Amendment No. 15, Amendment No. 16, Amendment No. 17, Amendment No. 18 and this Amendment No. 19 are collectively referred to herein as the Schedule 13D ). This Amendment No. 19 relates to the common stock, par value \$0.01 per share (Common Stock ), of GGP Inc. (formerly General Growth Properties, Inc.), a Delaware corporation (the Company ).

### Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended to incorporate by reference Item 4 of this Amendment No. 19.

### Item 4. Purpose of the Transaction.

Item 4 of the Schedule 13D is hereby amended to include the following:

On November 11, 2017, Brookfield Property Partners L.P. (BPY ) submitted a non-binding proposal to the board of directors of the Company (the Board ) to acquire all of the outstanding shares of Common Stock of the Company, other than those shares currently held by BPY and its affiliates (the Proposal ). Under the Proposal, each share of Common Stock of the Company would be acquired for consideration of \$23.00. Each Company shareholder can elect to receive consideration per share of Common Stock of the Company of either \$23.00 in cash or 0.9656 of a limited partnership unit of BPY (BPY units ), subject in each case to pro-rata based on a maximum cash consideration of approximately \$7.4 billion (50% of the aggregate offer) and a maximum of approximately 309 million BPY units valued at approximately \$7.4 billion (50% of the aggregate offer). A copy of the Proposal is attached hereto as Exhibit 99.1.

On November 13, 2017, BPY issued a press release announcing the Proposal, a copy of which is attached hereto as Exhibit 99.2.

On November 13, 2017, BPY made available an investor presentation regarding the Proposal, a copy of which is attached hereto as Exhibit 99.3.

### Item 5. Interest in Securities of the Issuer.

Item 5(a)-(c) of the Schedule 13D is hereby supplemented as follows:

(a)-(b) All calculations of percentages of beneficial ownership in this Item 5 and elsewhere in this Schedule 13D are based on the 945,976,981 shares of Common Stock reported by the Company as outstanding, as of October 31, 2017,

in its quarterly report on Form 10-Q filed with the SEC on November 2, 2017.

None of the Reporting Persons has sole voting or investment power with respect to any shares of Common Stock.

By virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, the Reporting Persons, may be deemed to constitute a group within the meaning of Section 13(d)(3) under the Act and Rule 13d-5(b)(1) thereunder. Accordingly, the Reporting Persons in the aggregate may be deemed to beneficially own 327,053,880 shares of Common Stock, constituting beneficial ownership of 34.6% of the shares of Common Stock. Each of the Reporting Persons directly holding shares of Common Stock expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock held by each of the other Reporting Persons.

(c) None of the Reporting Persons, nor, to their knowledge, any of the Scheduled Persons, have effected any transaction in Common Stock since the filing of Amendment No. 18.

**Item 7. Material To Be Filed as Exhibits**

Item 7 of Schedule 13D is hereby amended to include the following:

Exhibit 99.1 Letter to the Board, dated November 11, 2017

Exhibit 99.2 Press release, dated November 13, 2017

Exhibit 99.3 Investor Presentation, dated November 13, 2017



**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: November 13, 2017

**BROOKFIELD ASSET MANAGEMENT INC.**

By: /s/ Aleks Novakovic  
Name: Aleks Novakovic  
Title: Managing Partner

Dated: November 13, 2017

**PARTNERS LIMITED**

By: /s/ Brian Lawson  
Name: Brian Lawson  
Title: President

Dated: November 13, 2017

**BPG HOLDINGS GROUP INC.**

By: /s/ Sujoy Gupta  
Name: Sujoy Gupta  
Title: Vice President

Dated: November 13, 2017

**BPG HOLDINGS GROUP (US) HOLDINGS INC.**

By: /s/ Sujoy Gupta  
Name: Sujoy Gupta  
Title: Vice President

Dated: November 13, 2017

**BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL ADVISER US, LLC**

By: /s/ Murray Goldfarb  
Name: Murray Goldfarb  
Title: Managing Partner

Dated: November 13, 2017

**BROOKFIELD HOLDINGS CANADA INC.**

By: /s/ A.J. Silber  
Name: A.J. Silber  
Title: Vice President

Dated: November 13, 2017

**BROOKFIELD PROPERTY PARTNERS LIMITED**

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary

Dated: November 13, 2017

**BROOKFIELD PROPERTY PARTNERS L.P.**

By: Brookfield Property Partners Limited, its general partner

By: /s/ Jane Sheere

Name: Jane Sheere

Title: Secretary

Dated: November 13, 2017

**BROOKFIELD PROPERTY L.P.**

By: Brookfield Property Partners L.P., its managing  
general partner

By: Brookfield Property Partners Limited, its general  
partner

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary

Dated: November 13, 2017

**BROOKFIELD BPY HOLDINGS INC.**

By: /s/ Allen Yi  
Name: Allen Yi  
Title: Assistant Secretary

Dated: November 13, 2017

**BROOKFIELD BPY RETAIL HOLDINGS I LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: November 13, 2017

**BROOKFIELD BPY RETAIL HOLDINGS II LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: November 13, 2017

**BROOKFIELD RETAIL HOLDINGS VII LLC**

By: Brookfield Asset Management Private Institutional  
Capital Adviser US, LLC, its manager

By: /s/ Murray Goldfarb  
Name: Murray Goldfarb  
Title: Managing Partner

Dated: November 13, 2017

**BROOKFIELD RETAIL HOLDINGS WARRANTS  
LLC**

By: Brookfield Asset Management Private Institutional  
Capital Adviser US, LLC, its managing member

By: /s/ Murray Goldfarb

Name: Murray Goldfarb

Title: Managing Partner

Dated: November 13, 2017

**BROOKFIELD BPY RETAIL HOLDINGS III LLC**

By: /s/ Michelle L. Campbell

Name: Michelle L. Campbell

Title: Senior Vice President and Secretary

Dated: November 13, 2017

**BROOKFIELD RETAIL HOLDINGS II SUB III LLC**

By: Brookfield Asset Management Private Institutional  
Capital Adviser US, LLC, its managing member

By: /s/ Murray Goldfarb

Name: Murray Goldfarb

Title: Managing Partner

Dated: November 13, 2017

**BW PURCHASER, LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: November 13, 2017

**BROOKFIELD US HOLDINGS INC.**

By: /s/ A.J. Silber  
Name: A.J. Silber  
Title: Vice President

Dated: November 13, 2017

**BROOKFIELD US CORPORATION**

By: /s/ Josh Zinn  
Name: Josh Zinn  
Title: Vice President

Dated: November 13, 2017

**BUSC FINANCE LLC**

By: /s/ Josh Zinn  
Name: Josh Zinn  
Title: Vice President

Dated: November 13, 2017

**BROOKFIELD BPY RETAIL HOLDINGS II SUBCO  
LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: November 13, 2017

**BROOKFIELD OFFICE PROPERTIES INC.**

By: /s/ Keith Hyde  
Name: Keith Hyde  
Title: Vice President, Taxation

Dated: November 13, 2017

**1706065 ALBERTA ULC**

By: /s/ Keith Hyde  
Name: Keith Hyde  
Title: Vice President, Taxation

Dated: November 13, 2017

**BROOKFIELD HOLDING LIMITED LIABILITY COMPANY**

By: /s/ Dr. László Csontos  
Name: Dr. László Csontos  
Title: Managing Director

By: /s/ Eamonn John O Dea  
Name: Eamonn John O Dea  
Title: Managing Partner

Dated: November 13, 2017

**BROOKFIELD PROPERTIES, INC.**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: November 13, 2017

**BOP (US) LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: November 13, 2017

**BROOKFIELD PROPERTIES SUBCO LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: November 13, 2017

**BROOKFIELD PROPERTY GROUP LLC**

By: /s/ Murray Goldfarb  
Name: Murray Goldfarb  
Title: Managing Partner



Dated: November 13, 2017

**BPY CANADA SUBHOLDINGS 1 ULC**

By: /s/ Keith Hyde  
Name: Keith Hyde  
Title: President

Dated: November 13, 2017

**BROOKFIELD PROPERTY SPLIT CORP.**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Secretary

Dated: November 13, 2017

**BPY RETAIL V LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: November 13, 2017

**BROOKFIELD PROPERTIES INVESTOR LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

Dated: November 13, 2017

**BROOKFIELD BFP HOLDINGS LLC**

By: /s/ Michelle L. Campbell  
Name: Michelle L. Campbell  
Title: Senior Vice President and Secretary

**Exhibit Index**

- Exhibit 99.1 Letter to the Board, dated November 11, 2017
- Exhibit 99.2 Press release, dated November 13, 2017
- Exhibit 99.3 Investor Presentation, dated November 13, 2017