

Partners Ltd
Form 4
October 11, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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.

(Last) (First) (Middle)

181 BAY STREET, SUITE 300

(Street)

TORONTO, A6 M5J 2T3

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GGP Inc. [GGP]

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2017

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)

Director by deputization***

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	10/06/2017		M		24,063,298	A	\$ 8.3621 (1)
							24,063,298
							I
							see footnote (1) (18)
Common Stock, par value \$0.01 per share	10/06/2017		M		21,123,856	A	\$ 8.1678 (2)
							21,123,856
							I
							see footnote (2) (18)
Common Stock, par	10/06/2017		D(2)		8,134,626.87	D	\$ 21.21 (2)
							12,989,228
							I
							see footnote

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value							(2) (18)
\$0.01 per share							
Common Stock, par value	10/06/2017	M	82,559	A	\$ 8.3621 (3)	351,958	I see footnote (3) (18)
\$0.01 per share							
Common Stock, par value	10/06/2017	M	94,703	A	\$ 8.3621 (4)	403,716	I see footnote (4) (18)
\$0.01 per share							
Common Stock, par value	10/06/2017	M	1,465,005	A	\$ 8.3621 (5)	5,374,254	I see footnote (5) (18)
\$0.01 per share							
Common Stock, par value	10/06/2017	M	21,853	A	\$ 8.3621 (6)	92,828	I see footnote (6) (18)
\$0.01 per share							
Common Stock, par value	10/06/2017	M	497,868	A	\$ 8.3621 (7)	1,842,703	I see footnote (7) (18)
\$0.01 per share							
Common Stock, par value	10/06/2017	M	497,868	A	\$ 8.3621 (8)	1,849,568	I see footnote (8) (18)
\$0.01 per share							
Common Stock, par value	10/06/2017	M	28,573,419	A	\$ 8.3621 (9)	28,573,419	I see footnote (9) (18)
\$0.01 per share							
Common Stock, par value						10,104	I see footnote (10) (18)
\$0.01 per share							
Common Stock, par value						18,671	I see footnote (11) (18)
\$0.01 per share							

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\$0.01 per share							
Common Stock, par value \$0.01 per share				8,670,667	I		see footnote (12) (18)
Common Stock, par value \$0.01 per share				61,444,210	I		see footnote (13) (18)
Common Stock, par value \$0.01 per share				8,670,667	I		see footnote (14) (18)
Common Stock, par value \$0.01 per share				37,191,170	I		see footnote (15) (18)
Common Stock, par value \$0.01 per share				53,000,412	I		see footnote (16) (18)
Common Stock, par value \$0.01 per share				79,094,965	I		see footnote (17) (18)

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 Security (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Warrants to acquire Common Stock	\$ 8.3621 <u>(19)</u>	10/06/2017	M			18,714,651	11/09/2010	11/09/2017	Common Stock	24,
Warrants to acquire Common Stock	\$ 8.1678 <u>(20)</u>	10/06/2017	M			16,428,571	11/09/2010	11/09/2017	Common Stock	21,
Warrants to acquire Common Stock	\$ 8.3621 <u>(19)</u>	10/06/2017	M			64,209	11/09/2010	11/09/2017	Common Stock	8
Warrants to acquire Common Stock	\$ 8.3621 <u>(19)</u>	10/06/2017	M			73,653	11/09/2010	11/09/2017	Common Stock	9
Warrants to acquire Common Stock	\$ 8.3621 <u>(19)</u>	10/06/2017	M			1,139,373	11/09/2010	11/09/2017	Common Stock	1,4
Warrants to acquire Common Stock	\$ 8.3621 <u>(19)</u>	10/06/2017	M			16,996	11/09/2010	11/09/2017	Common Stock	2
Warrants to acquire Common Stock	\$ 8.3621 <u>(19)</u>	10/06/2017	M			387,205	11/09/2010	11/09/2017	Common Stock	4
Warrants to acquire Common Stock	\$ 8.3621 <u>(19)</u>	10/06/2017	M			387,205	11/09/2010	11/09/2017	Common Stock	4
Warrants to acquire Common Stock	\$ 8.3621 <u>(19)</u>	10/06/2017	M			22,222,290	11/09/2010	11/09/2017	Common Stock	28,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X		Director by deputization***

BROOKFIELD ASSET MANAGEMENT INC.
 181 BAY STREET, SUITE 300
 TORONTO, A6 M5J 2T3

Partners Ltd
 181 BAY STREET, SUITE 300 X X Director by deputization
 TORONTO, A6 M5J 2T3

Signatures

BROOKFIELD ASSET MANAGEMENT INC., /s/ Aleks Novakovic, Managing Partner 10/11/2017
 **Signature of Reporting Person Date

PARTNERS LIMITED, /s/ Brian Lawson, President 10/11/2017
 **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.
- (5) See Exhibit 99.1; Note 5.
- (6) See Exhibit 99.1; Note 6.
- (7) See Exhibit 99.1; Note 7.
- (8) See Exhibit 99.1; Note 8.
- (9) See Exhibit 99.1; Note 9.
- (10) See Exhibit 99.1; Note 10.
- (11) See Exhibit 99.1; Note 11.
- (12) See Exhibit 99.1; Note 12.
- (13) See Exhibit 99.1; Note 13.
- (14) See Exhibit 99.1; Note 14.
- (15) See Exhibit 99.1; Note 15.
- (16) See Exhibit 99.1; Note 16.
- (17) See Exhibit 99.1; Note 17.
- (18) See Exhibit 99.1; Note 18.
- (19) See Exhibit 99.1; Note 19.
- (20) See Exhibit 99.1; Note 20.

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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