

BPG Holdings Group Inc.  
Form 4  
July 31, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BPG Holdings Group 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)  
07/27/2018

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)

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)
Common Stock, par value \$0.01 per share	07/27/2018		J	79,094,965	D <u>(1)</u> 0	I	See footnote (1) (11)
Common Stock, par value \$0.01 per share	07/27/2018		J	351,958	D <u>(2)</u> 0	I	See footnote (2) (11)
Common Stock, par	07/27/2018		J	12,989,228	D <u>(3)</u> 0	I	See footnote

value								(3) (11)
\$0.01 per share								
Common Stock, par value \$0.01 per share	07/27/2018	J	24,063,298	D	<u>(4)</u>	0	I	See footnote (4) (11)
Common Stock, par value \$0.01 per share	07/27/2018	J	53,000,412	D	<u>(5)</u>	0	I	See footnote (5) (11)
Common Stock, par value \$0.01 per share	07/27/2018	J	6,985,772	D	<u>(6)</u>	0	I	See footnote (6) (11)
Common Stock, par value \$0.01 per share	07/27/2018	J	70,114,877	D	<u>(7)</u>	0	I	See footnote (7) (11)
Common Stock, par value \$0.01 per share	07/27/2018	J	28,573,419	D	<u>(8)</u>	0	I	See footnote (8) (11)
Common Stock, par value \$0.01 per share	07/27/2018	J	2,577,297	D	<u>(9)</u>	0	I	See footnote (9) (11)
Common Stock, par value \$0.01 per share	07/27/2018	J	45,890,612	D	<u>(10)</u>	0	I	See footnote (10) (11)

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: BPG Holdings Group 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series B Preferred Stock	(11)	07/27/2018		J		79,094,965		(11)	(11)	Common Stock	79,094,965
Series B Preferred Stock	(11)	07/27/2018		J		351,958		(11)	(11)	Common Stock	351,958
Series B Preferred Stock	(11)	07/27/2018		J		12,989,228		(11)	(11)	Common Stock	12,989,228
Series B Preferred Stock	(11)	07/27/2018		J		24,063,298		(11)	(11)	Common Stock	24,063,298
Series B Preferred Stock	(11)	07/27/2018		J		53,000,412		(11)	(11)	Common Stock	53,000,412
Series B Preferred Stock	(11)	07/27/2018		J		6,985,772		(11)	(11)	Common Stock	6,985,772
Series B Preferred Stock	(11)	07/27/2018		J		70,114,877		(11)	(11)	Common Stock	70,114,877
Series B Preferred Stock	(11)	07/27/2018		J		28,573,419		(11)	(11)	Common Stock	28,573,419
Series B Preferred Stock	(11)	07/27/2018		J		2,577,297		(11)	(11)	Common Stock	2,577,297
Series B Preferred Stock	(11)	07/27/2018		J		45,890,612		(11)	(11)	Common Stock	45,890,612

## Reporting Owners

Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

X

X

Director by deputization \*\*\*

## Edgar Filing: BPG Holdings Group Inc. - Form 4

BPG Holdings Group Inc.

181 BAY STREET, SUITE 300

TORONTO, A6 M5J 2T3

BPG Holdings Group (US) Holdings Inc.

181 BAY STREET, SUITE 300

TORONTO, A6 M5J 2T3

X

X

Director by deputization \*\*\*

Brookfield Property Partners Ltd

73 FRONT STREET

5TH FLOOR

HAMILTON, D0 HM 12

X

X

Director by deputization \*\*\*

Brookfield Property Partners L.P.

73 FRONT STREET

5TH FLOOR

HAMILTON, D0 HM 12

X

X

Director by deputization \*\*\*

Brookfield Property LP

73 FRONT STREET

5TH FLOOR

HAMILTON, D0 HM 12

X

X

Director by deputization \*\*\*

Brookfield BPY Holdings (US) Inc.

181 BAY STREET

TORONTO, A6 M5J2T3

X

X

Director by deputization \*\*\*

CanHoldco 1 ULC

181 BAY STREET

TORONTO, A6 M5J2T3

X

X

Director by deputization \*\*\*

Brookfield Property Split Corp.

181 BAY STREET

TORONTO, A6 M5J2T3

X

X

Director by deputization \*\*\*

Brookfield Office Properties Inc

181 BAY STREET

TORONTO, A6 M5J 2T3

X

X

Director by deputization \*\*\*

## Signatures

BPG HOLDINGS GROUP INC /s/ Sujoy Gupta, Vice President

07/31/2018

\_\_Signature of Reporting Person

Date

BPG HOLDINGS GROUP (US) HOLDINGS INC /s/ Sujoy Gupta, Vice President

07/31/2018

\_\_Signature of Reporting Person

Date

BROOKFIELD PROPERTY PARTNERS LIMITED /s/ Jane Sheere, Secretary

07/31/2018

\_\_Signature of Reporting Person

Date

BROOKFIELD PROPERTY PARTNERS L.P. By: Brookfield Property Partners Limited, its  
general partner /s/ Jane Sheere, Secretary

07/31/2018

\_\_Signature of Reporting Person

Date

Edgar Filing: BPG Holdings Group Inc. - Form 4

BROOKFIELD PROPERTY L.P. By: Brookfield Property Partners L.P., its managing  
general partner By: Brookfield Property Partners Limited, its general partner /s/ Jane Sheere,  
Secretary

07/31/2018

\_\_Signature of Reporting Person

Date

BROOKFIELD BPY HOLDINGS INC /s/ Allen Yi, Assistant Secretary

07/31/2018

\_\_Signature of Reporting Person

Date

BPY CANADA SUBHOLDINGS 1 ULC /s/ Keith Hyde, President

07/31/2018

\_\_Signature of Reporting Person

Date

BROOKFIELD PROPERTY SPLIT CORP /s/ Michelle L. Campbell, Secretary

07/31/2018

\_\_Signature of Reporting Person

Date

BROOKFIELD OFFICE PROPERTIES INC /s/ Keith Hyde, Vice President, Taxation

07/31/2018

\_\_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) 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.

### 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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