

BROOKFIELD ASSET MANAGEMENT INC.

Form 4

July 31, 2018

FORM 4

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

OMB APPROVAL

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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.

(Last) (First) (Middle)

181 BAY STREET, SUITE 300,

(Street)

TORONTO, ONTARIO, 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	07/27/2018		J		79,094,965	D	(1) 0
						I	See footnotes (1) (11)
Common Stock, par value \$0.01 per share	07/27/2018		J		351,958	D	(2) 0
						I	See footnotes (2) (11)
	07/27/2018		J		12,989,228	D	(3) 0
						I	

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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 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

Reporting Owners

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	Director	10% Owner	Officer	Other
BROOKFIELD ASSET MANAGEMENT INC. 181 BAY STREET, SUITE 300 TORONTO, ONTARIO, A6 M5J 2T3	X	X		Director by deputization ***
Partners Ltd 181 BAY STREET BROOKFIELD PLACE, SUITE 300 TORONTO, ONTARIO, A6 M5J2T3	X	X		Director by deputization ***

Signatures

BROOKFIELD ASSET MANAGEMENT INC., /s/ Aleks Novakovic, Managing Partner
07/31/2018
Date
**Signature of Reporting Person

PARTNERS LIMITED, /s/ Brian Lawson, President
07/31/2018
Date
**Signature of Reporting Person

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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