

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  
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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, 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<br>(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<br>(2)                                      |
|  |                                      |  |                                |   |   |  | 21,123,856  |
|  |                                      |  |                                |   |   |  | I   |
|  |                                      |  |                                |   |   |  | see footnote (2) (18)                                 |
| Common Stock, par                        | 10/06/2017                           |  | D(2)                           |   | 8,134,626.87  | D  | \$ 21.21<br>(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<br>(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<br>(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<br>(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<br>(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<br>(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<br>(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<br>(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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(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<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
|---|--------------------------|------------|------|---|-----|------------|---------------------|--------------------|-----------------|----------------------------|
| Warrants<br>to acquire<br>Common<br>Stock | \$ 8.3621<br><u>(19)</u> | 10/06/2017 | M    |   |     | 18,714,651 | 11/09/2010          | 11/09/2017         | Common<br>Stock | 24,                        |
| Warrants<br>to acquire<br>Common<br>Stock | \$ 8.1678<br><u>(20)</u> | 10/06/2017 | M    |   |     | 16,428,571 | 11/09/2010          | 11/09/2017         | Common<br>Stock | 21,                        |
| Warrants<br>to acquire<br>Common<br>Stock | \$ 8.3621<br><u>(19)</u> | 10/06/2017 | M    |   |     | 64,209     | 11/09/2010          | 11/09/2017         | Common<br>Stock | 8                          |
| Warrants<br>to acquire<br>Common<br>Stock | \$ 8.3621<br><u>(19)</u> | 10/06/2017 | M    |   |     | 73,653     | 11/09/2010          | 11/09/2017         | Common<br>Stock | 9                          |
| Warrants<br>to acquire<br>Common<br>Stock | \$ 8.3621<br><u>(19)</u> | 10/06/2017 | M    |   |     | 1,139,373  | 11/09/2010          | 11/09/2017         | Common<br>Stock | 1,4                        |
| Warrants<br>to acquire<br>Common<br>Stock | \$ 8.3621<br><u>(19)</u> | 10/06/2017 | M    |   |     | 16,996     | 11/09/2010          | 11/09/2017         | Common<br>Stock | 2                          |
| Warrants<br>to acquire<br>Common<br>Stock | \$ 8.3621<br><u>(19)</u> | 10/06/2017 | M    |   |     | 387,205    | 11/09/2010          | 11/09/2017         | Common<br>Stock | 4                          |
| Warrants<br>to acquire<br>Common<br>Stock | \$ 8.3621<br><u>(19)</u> | 10/06/2017 | M    |   |     | 387,205    | 11/09/2010          | 11/09/2017         | Common<br>Stock | 4                          |
| Warrants<br>to acquire<br>Common<br>Stock | \$ 8.3621<br><u>(19)</u> | 10/06/2017 | M    |   |     | 22,222,290 | 11/09/2010          | 11/09/2017         | Common<br>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  
Date

Signature of Reporting Person

PARTNERS LIMITED, /s/ Brian Lawson, President 10/11/2017  
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.
  - (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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