

Brookfield US Holdings Inc.  
Form 4  
April 02, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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.**

2. Issuer Name and Ticker or Trading Symbol  
Hospitality Investors Trust, Inc.  
[NONE]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
BROOKFIELD PLACE, 181 BAY STREET, SUITE 300  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/29/2018

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

TORONTO, A6 M5J2T3

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                 |              |                            |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|-----------------|--------------|----------------------------|
|                     |  |                      | Code V          | (A)   | (D)              | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Class C Units       | (5)                                      | 03/29/2018           | J(1)            | 126,617.01  |                  | 03/29/2018       | (5)             | OP Units (5) | 126,617.01                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BROOKFIELD ASSET MANAGEMENT INC.<br>BROOKFIELD PLACE<br>181 BAY STREET, SUITE 300<br>TORONTO, A6 M5J2T3 |               |           |         |       |
| Partners Ltd<br>BROOKFIELD PLACE<br>181 BAY STREET, SUITE 300<br>TORONTO, A6 M5J2T3                     |               |           |         |       |
| Brookfield Holdings Canada Inc.<br>BROOKFIELD PLACE<br>181 BAY STREET, SUITE 300<br>TORONTO, A6 M5J2T3  |               |           |         |       |
| Brookfield US Holdings Inc.<br>BROOKFIELD PLACE<br>181 BAY STREET, SUITE 300<br>TORONTO, A6 M5J2T3      |               |           |         |       |
| Brookfield US Corp<br>BROOKFIELD PLACE<br>250 VESEY STREET<br>NEW YORK, NY 10281-1023                   |               |           |         |       |
| BUSC Finance LLC<br>BROOKFIELD PLACE<br>250 VESEY STREET<br>NEW YORK, NY 10281-1023                     |               |           |         |       |
| Brookfield Property Group LLC<br>BROOKFIELD PLACE<br>250 VESEY STREET<br>NEW YORK, NY 10281-1023        |               |           |         |       |

Brookfield Strategic Real Estate Partners II GP of GP LLC  
BROOKFIELD PLACE  
250 VESEY STREET  
NEW YORK, NY 10281-1023

Brookfield Strategic Real Estate Partners II GP L.P  
BROOKFIELD PLACE  
250 VESEY STREET  
NEW YORK, NY 10281-1023

Brookfield Strategic Real Estate Partners II Hospitality REIT II LLC  
BROOKFIELD PLACE  
250 VESEY STREET  
NEW YORK, NY 10281-1023

## Signatures

|  |            |
|--|------------|
| /s/ A.J. Silber By: BROOKFIELD ASSET MANAGEMENT INC. (6) Name: A.J. Silber<br>Title: Vice President, Legal Affairs and Co  | 04/02/2018 |
| __Signature of Reporting Person  | Date       |
| /s/ Brian Lawson By: PARTNERS LIMITED (6) Name: Brian Lawson Title: President  | 04/02/2018 |
| __Signature of Reporting Person  | Date       |
| /s/ A.J. Silber By: BROOKFIELD HOLDINGS CANADA INC. (6) Name: A.J. Silber Title:<br>Vice President   | 04/02/2018 |
| __Signature of Reporting Person  | Date       |
| /s/ A.J. Silber By: BROOKFIELD US HOLDINGS INC. (6) Name: A.J. Silber Title: Vice<br>President   | 04/02/2018 |
| __Signature of Reporting Person  | Date       |
| /s/ Josh Zinn By: BROOKFIELD US CORPORATION (6) Name: Josh Zinn Title: Vice<br>President   | 04/02/2018 |
| __Signature of Reporting Person  | Date       |
| /s/ Josh Zinn By: BUSC FINANCE LLC (6) Name: Josh Zinn Title: Vice President   | 04/02/2018 |
| __Signature of Reporting Person  | Date       |
| /s/ Melissa Lang By: BROOKFIELD PROPERTY GROUP LLC (6) Name: Melissa Lang<br>Title: Senior Vice President and Secretary  | 04/02/2018 |
| __Signature of Reporting Person  | Date       |
| /s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP OF<br>GP LLC (6) Name: Melissa Lang Title: Senior Vice President and Secretary  | 04/02/2018 |
| __Signature of Reporting Person  | Date       |
| /s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP L.P.<br>(6) By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP OF GP LLC, its<br>general partner Name: Melissa Lang Title: Senior Vice President and Secretary | 04/02/2018 |
| __Signature of Reporting Person  | Date       |
| /s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II  |            |

