

Brookfield Office Properties Inc
Form 4
October 11, 2017

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BPG Holdings Group Inc.

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

181 BAY STREET, SUITE 300,

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

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)

Director by deputization***

(Street)

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

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

TORONTO, A6 M5J 2T3

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

\$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 Number Shares
Warrants to acquire Common Stock	\$ 8.3621 (19)	10/06/2017	M			18,714,651	11/09/2010	11/09/2017	Common Stock	24,
Warrants to acquire Common Stock	\$ 8.1678 (20)	10/06/2017	M			16,428,571	11/09/2010	11/09/2017	Common Stock	21,
Warrants to acquire Common Stock	\$ 8.3621 (19)	10/06/2017	M			64,209	11/09/2010	11/09/2017	Common Stock	8
Warrants to acquire Common Stock	\$ 8.3621 (19)	10/06/2017	M			73,653	11/09/2010	11/09/2017	Common Stock	9
Warrants to acquire Common Stock	\$ 8.3621 (19)	10/06/2017	M			1,139,373	11/09/2010	11/09/2017	Common Stock	1,4
Warrants to acquire Common Stock	\$ 8.3621 (19)	10/06/2017	M			16,996	11/09/2010	11/09/2017	Common Stock	2
Warrants to acquire Common Stock	\$ 8.3621 (19)	10/06/2017	M			387,205	11/09/2010	11/09/2017	Common Stock	4
Warrants to acquire Common Stock	\$ 8.3621 (19)	10/06/2017	M			387,205	11/09/2010	11/09/2017	Common Stock	4
Warrants to acquire Common Stock	\$ 8.3621 (19)	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***

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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, SUITE 300

TORONTO, A6 M5J 2T3

X

X

Director by deputization

CanHoldco 1 ULC

181 BAY STREET, SUITE 300

TORONTO, A6 M5J 2T3

X

X

Director by deputization

Brookfield Property Split Corp.

181 BAY STREET, SUITE 330

TORONTO, A6 M5J 2T3

X

X

Director by deputization

Brookfield Office Properties Inc

181 BAY STREET, SUITE 330

TORONTO, A6 M5J 2T3

X

X

Director by deputization

Signatures

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

10/11/2017

__Signature of Reporting Person

Date

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

10/11/2017

__Signature of Reporting Person

Date

BROOKFIELD PROPERTY PARTNERS LIMITED, /s/ Jane Sheere, Secretary

10/11/2017

__Signature of Reporting Person

Date

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

10/11/2017

__Signature of Reporting Person

Date

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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

10/11/2017

__Signature of Reporting Person

Date

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

10/11/2017

__Signature of Reporting Person

Date

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

10/11/2017

__Signature of Reporting Person

Date

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

10/11/2017

__Signature of Reporting Person

Date

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

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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