

General Growth Properties, Inc.  
Form SC 13D/A  
August 22, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934 (Amendment No. 15)**

**General Growth Properties, Inc.**

**(Name of Issuer)**

**COMMON STOCK, \$0.01 PAR VALUE PER SHARE**

**(Title of Class of Securities)**

**370023103**

**(CUSIP Number)**

**A.J. Silber**

**Brookfield Asset Management, Inc.**

**Brookfield Place, Suite 300**

**181 Bay Street, P.O. Box 762**

**Toronto, Ontario M5J 2T3**

**Telephone: (416) 359-8598**

**(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)**

Copy to:

**Gregory B. Astrachan, Esq.**

**Michael A. Schwartz, Esq.**

**Willkie Farr & Gallagher LLP**

**787 Seventh Avenue**

**New York, NY 10019-6099**

**(212) 728-8000**

**August 19, 2016**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield Asset Management Inc.

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

**2**

(a) ..

(b) p

**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**5**

..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**SOLE VOTING POWER**

**7**

**OWNED BY EACH REPORTING PERSON**

0

**8 SHARED VOTING POWER**

**WITH**

332,127,544\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

332,127,544\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

332,127,544\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

..  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

34.6%\*  
**TYPE OF REPORTING PERSON**

**14**

CO  
\* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Partners Limited

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

**2**

(a) ..

(b) p

**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**5**

..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**SOLE VOTING POWER**

**7**

**OWNED BY EACH REPORTING PERSON**

0

**8 SHARED VOTING POWER**

**WITH**

332,127,544\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

332,127,544\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

332,127,544\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

..  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

34.6%\*  
**TYPE OF REPORTING PERSON**

**14**

CO  
\* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

BPG Holdings Group Inc.

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

**2**

(a) ..

(b) p

**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**5**

..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**SOLE VOTING POWER**

**7**

**OWNED BY EACH REPORTING PERSON**

0

**8 SHARED VOTING POWER**



**WITH**

328,377,774\*

**SOLE DISPOSITIVE POWER**

**9**

0

**10 SHARED DISPOSITIVE POWER**

328,377,774\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

328,377,774\*

**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

p

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

34.3%\*

**TYPE OF REPORTING PERSON**

**14**

CO

\* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 332,127,544 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

BPG Holdings Group (US) Holdings Inc.

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

**2**

(a) ..

(b) p

**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**5**

..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**SOLE VOTING POWER**

**7**

**OWNED BY EACH REPORTING PERSON**

0

**8 SHARED VOTING POWER**

**WITH**

328,377,774\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

328,377,774\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

328,377,774\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

p  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

34.3%\*  
**TYPE OF REPORTING PERSON**

**14**

CO

\* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 332,127,544 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield Holdings Canada Inc.

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

**2**

(a) ..

(b) p

**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**5**

..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

**NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON**

**SOLE VOTING POWER**

0

**8 SHARED VOTING POWER**

**WITH**

115,644,646\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

115,644,646\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

115,644,646\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

p  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

12.7%\*  
**TYPE OF REPORTING PERSON**

**14**

CO

\* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 332,127,544 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield Asset Management Private Institutional Capital Adviser US, LLC  
**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

**2**

(a) ..

(b) p

**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

AF  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)  
or 2(e)**

**5**

..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Delaware  
**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON**      **SOLE VOTING POWER**  
**7**      **0**  
**8 SHARED VOTING POWER**

**WITH**

115,644,646\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

115,644,646\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

115,644,646\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

p  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

12.7%\*  
**TYPE OF REPORTING PERSON**

**14**

OO

\* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 332,127,544 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 34.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield US Holdings Inc.

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

**2**

(a) ..

(b) p

**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**5**

..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**SOLE VOTING POWER**

**7**

**OWNED BY EACH REPORTING PERSON**

0

**8 SHARED VOTING POWER**



**WITH**

115,644,646\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

115,644,646\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

115,644,646\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

p  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

12.7%\*  
**TYPE OF REPORTING PERSON**

**14**

CO

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield US Corporation

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

**2**

(a) ..

(b) p

**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

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**5**

..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Delaware

**NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON**

**SOLE VOTING POWER**

0

**8 SHARED VOTING POWER**

**WITH**

115,644,646\*  
**SOLE DISPOSITIVE POWER**

**9**

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**10 SHARED DISPOSITIVE POWER**

115,644,646\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

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**TYPE OF REPORTING PERSON**

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield Property Group LLC

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

**2**

(a) ..

(b) p

**SEC USE ONLY**

**3**

**SOURCE OF FUNDS**

**4**

AF

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**5**

..

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Delaware

**NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON**

**SOLE VOTING POWER**

0

**8 SHARED VOTING POWER**

**WITH**

115,644,646\*  
**SOLE DISPOSITIVE POWER**

**9**

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115,644,646\*  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

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**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

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**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

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12.7%\*  
**TYPE OF REPORTING PERSON**

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OO

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