

Performance Sports Group Ltd.
Form SC 13D/A
September 22, 2016

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Performance Sports Group Ltd.

(Name of Issuer)

Common Shares, no par value

(Title of Class of Securities)

71377G100

(CUSIP Number)

A.J. Silber

Brookfield Asset Management Inc.

Brookfield Place

181 Bay Street, Suite 300

Toronto, Ontario M5J 2T3

(416) 363-9491

with copies to:

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Joshua N. Korff, Esq.

Elazar Guttman, Esq.

Ross M. Leff, Esq.

Kirkland & Ellis LLP

601 Lexington Avenue

New York, NY 10022

(212) 446-4800

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

September 20, 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. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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 contain 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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CUSIP No. 71377G100

- 1 Names of Reporting Persons:
251091708 Delaware LP
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- Not Applicable
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions):
WC
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Not Applicable
- 6 Citizenship or Place of Organization:
Delaware
- | | | |
|---|----|----------------------------|
| | 7 | Sole Voting Power : |
| | | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power : |
| | | 5,055,810 |
| | 9 | Sole Dispositive Power : |
| | | 0 |
| | 10 | Shared Dispositive Power : |
| | | 5,055,810 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
5,055,810
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11):
11.10%*
- 14 Type of Reporting Person:
PN

* The calculation of the foregoing percentage is based on 45,566,680 Common Shares outstanding as of April 13, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 14, 2016.

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CUSIP No. 71377G100

- 1 Names of Reporting Persons:
PubCo Investments LP
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- Not Applicable
 (a)
 (b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions):
AF
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Not Applicable
- 6 Citizenship or Place of Organization:
Ontario, Canada
- | | | |
|---|----|----------------------------|
| | 7 | Sole Voting Power : |
| | | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power : |
| | | 5,055,810 |
| | 9 | Sole Dispositive Power : |
| | | 0 |
| | 10 | Shared Dispositive Power : |
| | | 5,055,810 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
5,055,810
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11):
11.10%*
- 14 Type of Reporting Person:
PN

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CUSIP No. 71377G100

- 1 Names of Reporting Persons:
2484842 Ontario Limited
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- Not Applicable
- (a)
- (b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions):
AF
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Not Applicable
- 6 Citizenship or Place of Organization:
Ontario, Canada
- | | | |
|---|----|----------------------------|
| | 7 | Sole Voting Power : |
| | | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power : |
| | | 5,055,810 |
| | 9 | Sole Dispositive Power : |
| | | 0 |
| | 10 | Shared Dispositive Power : |
| | | 5,055,810 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
5,055,810
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11):
11.10%*
- 14 Type of Reporting Person:
CO

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CUSIP No. 71377G100

- 1 Names of Reporting Persons:
Brookfield Capital Partners Ltd.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- Not Applicable
 (a)
 (b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions):
AF
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Not Applicable
- 6 Citizenship or Place of Organization:
Ontario, Canada
- | | | |
|---|----|----------------------------|
| | 7 | Sole Voting Power : |
| | | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power : |
| | | 5,055,810 |
| | 9 | Sole Dispositive Power : |
| | | 0 |
| | 10 | Shared Dispositive Power : |
| | | 5,055,810 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
5,055,810
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11):
11.10%*
- 14 Type of Reporting Person:
CO

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CUSIP No. 71377G100

- 1 Names of Reporting Persons:
BCP GP Limited
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- Not Applicable
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions):
AF
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Not Applicable
- 6 Citizenship or Place of Organization:
Ontario, Canada
- | | | |
|---|----|----------------------------|
| | 7 | Sole Voting Power : |
| | | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power : |
| | | 5,055,810 |
| | 9 | Sole Dispositive Power : |
| | | 0 |
| | 10 | Shared Dispositive Power : |
| | | 5,055,810 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
5,055,810
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11):
11.10%*
- 14 Type of Reporting Person:
CO

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CUSIP No. 71377G100

- 1 Names of Reporting Persons:
Brookfield Private Equity Group Holdings LP
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- Not Applicable
 (a)
 (b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions):
AF
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Not Applicable
- 6 Citizenship or Place of Organization:
Manitoba, Canada
- | | | |
|---|----|----------------------------|
| | 7 | Sole Voting Power : |
| | | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power : |
| | | 5,055,810 |
| | 9 | Sole Dispositive Power : |
| | | 0 |
| | 10 | Shared Dispositive Power : |
| | | 5,055,810 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
5,055,810
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11):
11.10%*
- 14 Type of Reporting Person:
PN

* The calculation of the foregoing percentage is based on 45,566,680 Common Shares outstanding as of April 13, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 14, 2016.

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CUSIP No. 71377G100

- 1 Names of Reporting Persons:
Brookfield Private Equity Inc.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- Not Applicable
- (a)
- (b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions):
AF
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Not Applicable
- 6 Citizenship or Place of Organization:
Ontario, Canada

Number of
Shares
Beneficially
Owned by
Each
Reporting