

General Growth Properties, Inc.

Form 3

August 09, 2013

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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response... 0.5**INITIAL STATEMENT OF 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 *Â Brookfield Property Partners
L.P.

(Last) (First) (Middle)

73 FRONT STREET,Â 5TH FL

(Street)

HAMILTON,Â D0Â HM 12

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
08/08/20133. Issuer Name **and** Ticker or Trading Symbol
General Growth Properties, Inc. [GGP]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☒ Other
(give title below) (specify below)
***Director by Deputization5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, Par Value \$0.01 per share	79,094,965	I	See Footnote <u>(1)</u> <u>(8)</u>
Common Stock, Par Value \$0.01 per share	53,879,801	I	See Footnote <u>(2)</u> <u>(8)</u>
Common Stock, Par Value \$0.01 per share	61,803,287	I	See Footnote <u>(3)</u> <u>(8)</u>
Common Stock, Par Value \$0.01 per share	7,108,442	I	See Footnote <u>(4)</u> <u>(8)</u> <u>(9)</u>
Common Stock, Par Value \$0.01 per share	14,195,099	I	See Footnote <u>(5)</u> <u>(8)</u>
Common Stock, Par Value \$0.01 per share	4,755,658	I	See Footnote <u>(6)</u> <u>(8)</u> <u>(9)</u>
Common Stock, Par Value \$0.01 per share	4,777,095	I	See Footnote <u>(7)</u> <u>(8)</u> <u>(9)</u>
Common Stock, Par Value \$0.01 per share	16,071,703	I	See Footnote <u>(10)</u>
Common Stock, Par Value \$0.01 per share	61,444,212	I	See Footnote <u>(11)</u>
Common Stock, Par Value \$0.01 per share	8,670,667	I	See Footnote <u>(12)</u>
Common Stock, Par Value \$0.01 per share	8,670,667	I	See Footnote <u>(13)</u>

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Common Stock, Par Value \$0.01 per share 37,191,170 I See Footnote ⁽¹⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	14,494,777	\$ ⁽¹⁷⁾	I	See Footnote ⁽²⁾ (8)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	16,626,358	\$ ⁽¹⁷⁾	I	See Footnote ⁽³⁾ (8)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	1,922,313	\$ ⁽¹⁷⁾	I	See Footnote ⁽⁴⁾ (8) (9)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	3,836,871	\$ ⁽¹⁷⁾	I	See Footnote ⁽⁵⁾ (8)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	1,285,434	\$ ⁽¹⁷⁾	I	See Footnote ⁽⁶⁾ (8) (9)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	1,285,434	\$ ⁽¹⁷⁾	I	See Footnote ⁽⁷⁾ (8) (9)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	4,325,838	\$ ⁽¹⁷⁾	I	See Footnote ⁽¹⁰⁾
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	21,123,227	\$ ⁽¹⁷⁾	I	See Footnote ⁽¹⁵⁾
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	18,432,857	\$ ⁽¹⁶⁾	I	See Footnote ⁽¹⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield Property Partners L.P. 73 FRONT STREET 5TH FL	Â X	Â X	Â	***Director by Deputization

HAMILTON,Â D0Â HM 12

Brookfield Property Partners Ltd

73 FRONT STREET

5TH FLOOR

HAMILTON,Â D0Â HM 12

Â X

Â X

Â

***Director by
Deputization

Signatures

/s/ Jane Sheere Name: Jane Sheere Title: Secretary of Brookfield Property Partners Limited,
General Partner of Brookfield Property Partners LP

08/09/2013

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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.

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Remarks:

***CyrusÂ Madon,Â aÂ SeniorÂ ManagingÂ PartnerÂ ofÂ BrookfieldÂ AssetÂ ManagementÂ Inc.,Â aÂ corporationÂ for

ExhibitÂ List:

ExhibitÂ 99.1Â -Â ExplanationÂ ofÂ Responses

ExhibitÂ 99.2Â -Â JointÂ FilerÂ InformationÂ andÂ Signature

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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