

Seritage Growth Properties  
Form 4  
August 15, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**BERKOWITZ BRUCE R**

2. Issuer Name and Ticker or Trading Symbol  
**Seritage Growth Properties [SRG]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/11/2016**

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

**C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C., 4400 BISCAYNE BOULEVARD, 9TH FLOOR**

(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

**MIAMI, FL 33137**

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Class C Non-Voting Common Shares, \$0.01 par value | 08/11/2016                           |  | J(1)(3)                        | 750   | D \$ 47.82  | 5,698,937 (4) I  | See Footnote (2)                                      |
| Class A Common Shares, \$0.01 par                  | 08/11/2016                           |  | J(1)(3)                        | 750   | A \$ 47.82  | 3,433,750 I  | See Footnote (2)                                      |

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value

|   |            |                           |     |   |             |           |   |                               |
|---|------------|---------------------------|-----|---|-------------|-----------|---|-------------------------------|
| Class A<br>Common<br>Shares,<br>\$0.01 par<br>value | 08/11/2016 | <u>S<sup>(1)(3)</sup></u> | 750 | D | \$<br>47.82 | 3,433,750 | I | See<br>Footnote<br><u>(2)</u> |
|---|------------|---------------------------|-----|---|-------------|-----------|---|-------------------------------|

|   |            |                        |       |   |             |           |   |                               |
|---|------------|------------------------|-------|---|-------------|-----------|---|-------------------------------|
| Class A<br>Common<br>Shares,<br>\$0.01 par<br>value | 08/11/2016 | <u>P<sup>(5)</sup></u> | 5,000 | A | \$<br>47.88 | 3,438,750 | I | See<br>Footnote<br><u>(2)</u> |
|---|------------|------------------------|-------|---|-------------|-----------|---|-------------------------------|

|   |            |                        |       |   |             |           |   |                               |
|---|------------|------------------------|-------|---|-------------|-----------|---|-------------------------------|
| Class A<br>Common<br>Shares,<br>\$0.01 par<br>value | 08/12/2016 | <u>P<sup>(5)</sup></u> | 5,000 | A | \$<br>47.33 | 3,443,750 | I | See<br>Footnote<br><u>(2)</u> |
|---|------------|------------------------|-------|---|-------------|-----------|---|-------------------------------|

|   |  |  |  |  |  |        |   |  |
|---|--|--|--|--|--|--------|---|--|
| Class C<br>Non-Voting<br>Common<br>Shares,<br>\$0.01 par<br>value |  |  |  |  |  | 35,850 | D |  |
|---|--|--|--|--|--|--------|---|--|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)   |

# Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BERKOWITZ BRUCE R<br>C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C.<br>4400 BISCAYNE BOULEVARD, 9TH FLOOR<br>MIAMI, FL 33137 |               | X         |         |       |

## Signatures

Bruce R. Berkowitz, By: /s/ Paul Thomson  
(Attorney-in-fact) 08/15/2016

\*\*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) The securities were held in an account managed indirectly by Mr. Bruce R. Berkowitz (the "Reporting Person") and were sold pursuant to client instructions. The Reporting Person does not have any direct or indirect pecuniary interest in the managed account because the Reporting Person (i) does not receive any incentive compensation from the managed account and (ii) does not have a direct or indirect interest in the managed account.
- (2) The securities may be deemed to be beneficially owned by the Reporting Person because he controls the sole member of a registered investment adviser, which may be deemed to have beneficial ownership of the securities because it serves as the investment manager to a registered investment company and certain private funds and managed accounts. The Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) Due to a contractual restriction on the sale of the Class C Non-Voting Common Shares, \$0.01 par value ("Class C Shares"), the account sold Class A Common Shares, \$0.01 par value ("Class A Shares") in the market while effecting a conversion of its Class C Shares to Class A Shares (via a transfer agent).
- (4) In addition to the 750 securities reported in Column 4, the amount reported in Column 5 accounts for 6,400 shares now held in accounts over which the Reporting Person no longer has beneficial ownership.
- (5) The securities are held in an account managed indirectly by the Reporting Person and are in the process of being converted to Class C Shares pursuant to the Exchange Agreement by and among Fairholme Capital Management, L.L.C and Seritage Growth Properties. The Reporting Person does not have any direct or indirect pecuniary interest in the managed account because the Reporting Person (i) does not receive any incentive compensation from the managed account and (ii) does not have a direct or indirect interest in the managed account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.