

Brookfield US Holdings Inc.  
Form 4  
October 31, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Brookfield Holdings Canada 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,  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/27/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Director by deputization \*\*\*

TORONTO, A6 M5J2T3

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

(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	10/27/2017		J	403,716	D \$ 0 (1) 0	I	See Footnote (1) (6)
Common Stock, par value \$0.01 per share	10/27/2017		J	5,374,254	D \$ 0 (2) 0	I	See Footnote (2) (6)
Common Stock, par	10/27/2017		J	92,828	D \$ 0 (3) 0	I	See Footnote

value \$0.01 per share									(3) (6)
Common Stock, par value \$0.01 per share	10/27/2017	J	1,842,703	D	\$ 0 (4)	0		I	See Footnote (4) (6)
Common Stock, par value \$0.01 per share	10/27/2017	J	1,849,568	D	\$ 0 (5)	0		I	See Footnote (5) (6)
Common Stock, par value \$0.01 per share							24,063,298	I	See Footnote (7) (10)
Common Stock, par value \$0.01 per share							351,958	I	See Footnote (8) (10)
Common Stock, par value \$0.01 per share							79,094,965	I	See Footnote (9) (10)

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 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield Holdings Canada Inc. 181 BAY STREET, SUITE 300 TORONTO, A6 M5J2T3	X	X		Director by deputization ***
Brookfield US Holdings Inc. BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281-1023	X	X		Director by deputization
Brookfield US Corp BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281-1023	X	X		Director by deputization
Brookfield Property Group LLC BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281-1023	X	X		Director by deputization
BUSC Finance LLC BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281-1023	X	X		Director by deputization
Brookfield Asset Management Private Institutional Capital Adviser US, LLC BROOKFIELD PLACE 250 VESEY STREET NEW YORK, NY 10281-1023	X	X		Director by deputization

## Signatures

BROOKFIELD HOLDINGS CANADA INC., /s/ A.J. Silber, Vice President	10/31/2017
__Signature of Reporting Person	Date
BROOKFIELD US HOLDINGS INC., /s/ A.J. Silber, Vice President	10/31/2017
__Signature of Reporting Person	Date
BROOKFIELD US CORPORATION, /s/ Josh Zinn, Vice President	10/31/2017
__Signature of Reporting Person	Date
BROOKFIELD PROPERTY GROUP LLC, /s/ Murray Goldfarb, Managing Partner	10/31/2017
__Signature of Reporting Person	Date

BUSC FINANCE LLC, /s/ Josh Zinn, Vice President

10/31/2017

\_\_Signature of Reporting Person

Date

BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL  
ADVISER US, LLC, /s/ Murray Goldfarb, Managing Partner

10/31/2017

\_\_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.

### 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.

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.