Rouse Properties, Inc.
Form SC 13D/A
March 13, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934 (Amendment No. 9)**

**Rouse Properties, Inc.**

**(Name of Issuer)**

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

**(Title of Class of Securities)**

**779287101**

**(CUSIP Number)**

**Joseph S. Freedman**

**Brookfield Asset Management, Inc.**

**Brookfield Place, Suite 300**

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

**Toronto, Ontario M5J 2T3**

**Telephone: (416) 956-5182**

**(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**

**March 11, 2014**

**(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 § 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) o<br>(b) þ |
| | **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** | o |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** |
| **6** | Canada |

| | | |
|---|---|---|
| **NUMBER OF SHARES BENEFICIALLY** | **7** | **SOLE VOTING POWER** |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 19,387,625*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 19,387,625*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 19,387,625*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | o<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 33.6%*<br>**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) o<br>(b) þ |
| | **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** | o |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** |
| **6** | Canada |

| | | |
|---|---|---|
| **NUMBER OF SHARES BENEFICIALLY** | **7** | **SOLE VOTING POWER** |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 19,387,625*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 19,387,625*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 19,387,625*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | o<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 33.6%*<br>**TYPE OF REPORTING PERSON** |
| **14** | | CO |

* See Item 5.

3

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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) o

(b) þ

**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**

o

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

**NUMBER OF SHARES BENEFICIALLY** **7 SOLE VOTING POWER**

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 3,226,388*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 3,226,388*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 3,226,388*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | o<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 5.6%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% 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) o<br>(b) þ | |
| | **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** | o | |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** | |
| **6** | Delaware | |
| **NUMBER OF SHARES** | **7 SOLE VOTING POWER** | |

| | | |
|---|---|---|
| **BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 3,226,388*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 3,226,388*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 3,226,388*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | o<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 5.6%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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) o<br>(b) þ |
| | **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** | o |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** |
| **6** | Canada |

| | | |
|---|---|---|
| **NUMBER OF SHARES BENEFICIALLY** | **7** | **SOLE VOTING POWER** |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 3,226,388*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 3,226,388*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 3,226,388*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | o<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 5.6%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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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) o<br>(b) þ |
| | **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** | o |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** |
| **6** | Delaware |

| | | |
|---|---|---|
| **NUMBER OF SHARES BENEFICIALLY** | **7** | **SOLE VOTING POWER** |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 3,226,388*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 3,226,388*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 3,226,388*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | o<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 5.6%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

| | |
|---|---|
| | **NAMES OF REPORTING PERSONS** |
| **1** | Brookfield Retail Holdings VII LLC |
| | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** |
| **2** | (a) o<br>(b) þ |
| | **SEC USE ONLY** |
| **3** | |
| | **SOURCE OF FUNDS** |
| **4** | WC |
| | **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** |
| **5** | o |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** |
| **6** | Delaware |

| | | |
|---|---|---|
| **NUMBER OF SHARES BENEFICIALLY** | **7** | **SOLE VOTING POWER** |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 2,946,661*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 2,946,661*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 2,946,661*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | þ<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 5.1%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

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|---|---|
| | **NAMES OF REPORTING PERSONS** |
| **1** | Brookfield Retail Holdings II Sub II LLC |
| | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** |
| **2** | (a) o<br>(b) þ |
| | **SEC USE ONLY** |
| **3** | |
| | **SOURCE OF FUNDS** |
| **4** | WC |
| | **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** |
| **5** | o |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** |
| **6** | Delaware |

| | | |
|---|---|---|
| **NUMBER OF SHARES BENEFICIALLY** | **7** | **SOLE VOTING POWER** |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 10,060*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 10,060*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 10,060*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | þ<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 0.02%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

| | | |
|---|---|---|
| | **NAMES OF REPORTING PERSONS** | |
| **1** | Brookfield Retail Holdings III Sub II LLC | |
| | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | |
| **2** | (a) o<br>(b) þ | |
| | **SEC USE ONLY** | |
| **3** | | |
| | **SOURCE OF FUNDS** | |
| **4** | WC | |
| | **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** | |
| **5** | o | |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** | |
| **6** | Delaware | |
| **NUMBER OF SHARES BENEFICIALLY** | **7 SOLE VOTING POWER** | |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 11,539*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 11,539*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 11,539*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | þ<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 0.02%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

| | | |
|---|---|---|
| | **NAMES OF REPORTING PERSONS** | |
| **1** | Brookfield Retail Holdings IV-A Sub II LLC | |
| | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | |
| **2** | (a) o<br>(b) þ | |
| | **SEC USE ONLY** | |
| **3** | | |
| | **SOURCE OF FUNDS** | |
| **4** | WC | |
| | **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** | |
| **5** | o | |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** | |
| **6** | Delaware | |
| **NUMBER OF SHARES BENEFICIALLY** | **7 SOLE VOTING POWER** | |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 151,726*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 151,726*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 151,726*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | þ<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 0.3%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

| | | |
|---|---|---|
| | **NAMES OF REPORTING PERSONS** | |
| **1** | Brookfield Retail Holdings IV-B Sub II LLC | |
| | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | |
| **2** | (a) o<br>(b) þ | |
| | **SEC USE ONLY** | |
| **3** | | |
| | **SOURCE OF FUNDS** | |
| **4** | WC | |
| | **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** | |
| **5** | o | |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** | |
| **6** | Delaware | |
| **NUMBER OF SHARES BENEFICIALLY** | **7 SOLE VOTING POWER** | |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 2,653*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 2,653*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 2,653*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | þ<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 0.01%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

| | |
|---|---|
| | **NAMES OF REPORTING PERSONS** |
| **1** | Brookfield Retail Holdings IV-C Sub II LLC |
| | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** |
| **2** | (a) o<br>(b) þ |
| | **SEC USE ONLY** |
| **3** | |
| | **SOURCE OF FUNDS** |
| **4** | WC |
| | **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** |
| **5** | o |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** |
| **6** | Delaware |

| | | |
|---|---|---|
| **NUMBER OF SHARES BENEFICIALLY** | **7** | **SOLE VOTING POWER** |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 51,774*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 51,774*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 51,774*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | þ<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 0.09%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

| | |
|---|---|
| | **NAME OF REPORTING PERSONS** |
| **1** | Brookfield Retail Holdings IV-D Sub II LLC |
| | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** |
| **2** | (a) o<br>(b) þ |
| | **SEC USE ONLY** |
| **3** | |
| | **SOURCE OF FUNDS** |
| **4** | WC |
| | **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** |
| **5** | o |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** |
| **6** | Delaware |

| | | |
|---|---|---|
| **NUMBER OF SHARES BENEFICIALLY** | **7** | **SOLE VOTING POWER** |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 51,975*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 51,975*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 51,975*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | þ<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 0.09%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

| | | |
|---|---|---|
| | **NAME OF REPORTING PERSONS** | |
| **1** | New Brookfield Retail Holdings R 2 LLC | |
| | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | |
| **2** | (a) o<br>(b) þ | |
| | **SEC USE ONLY** | |
| **3** | | |
| | **SOURCE OF FUNDS** | |
| **4** | WC | |
| | **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** | |
| **5** | o | |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** | |
| **6** | Delaware | |
| **NUMBER OF SHARES BENEFICIALLY** | **7 SOLE VOTING POWER** | |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 14,995,702*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 14,995,702*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 14,995,702*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | o<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 26.0%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

| | | |
|---|---|---|
| | **NAME OF REPORTING PERSONS** | |
| **1** | Brookfield Property Partners Limited<br>**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | |
| **2** | (a) o<br>(b) þ<br>**SEC USE ONLY** | |
| **3** | | |
| | **SOURCE OF FUNDS** | |
| **4** | AF<br>**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** | |
| **5** | o<br>**CITIZENSHIP OR PLACE OF ORGANIZATION** | |
| **6** | Bermuda | |
| **NUMBER OF SHARES BENEFICIALLY OWNED BY EACH** | **7** | **SOLE VOTING POWER**<br>0 |

| | | |
|---|---|---|
| **REPORTING PERSON WITH** | **8** | **SHARED VOTING POWER**<br>19,387,625* |
| | **9** | **SOLE DISPOSITIVE POWER**<br>0 |
| | **10** | **SHARED DISPOSITIVE POWER**<br>19,387,625* |
| **11** | | **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**<br>19,387,625* |
| **12** | | **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**<br>o |
| **13** | | **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**<br>33.6%* |
| **14** | | **TYPE OF REPORTING PERSON**<br>CO |

* See Item 5.

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**SCHEDULE 13D**

| | | |
|---|---|---|
| | **NAME OF REPORTING PERSONS** | |
| **1** | Brookfield Property Partners LP<br>**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | |
| **2** | (a) o<br>(b) þ<br>**SEC USE ONLY** | |
| **3** | **SOURCE OF FUNDS** | |
| **4** | AF<br>**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** | |
| **5** | o<br>**CITIZENSHIP OR PLACE OF ORGANIZATION** | |
| **6** | Bermuda | |
| **NUMBER OF SHARES BENEFICIALLY OWNED BY EACH** | **7** | **SOLE VOTING POWER**<br>0 |

| | | |
|---|---|---|
| **REPORTING PERSON WITH** | **8** | **SHARED VOTING POWER**<br>19,387,625* |
| | **9** | **SOLE DISPOSITIVE POWER**<br>0 |
| | **10** | **SHARED DISPOSITIVE POWER**<br>19,387,625* |
| **11** | | **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**<br>19,387,625* |
| **12** | | **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**<br>o |
| **13** | | **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**<br>33.6%* |
| **14** | | **TYPE OF REPORTING PERSON**<br>OO |

* See Item 5.

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**SCHEDULE 13D**

| | | |
|---|---|---|
| | **NAME OF REPORTING PERSONS** | |
| **1** | Brookfield Property L.P.<br>**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | |
| **2** | (a) o<br>(b) þ<br>**SEC USE ONLY** | |
| **3** | | |
| | **SOURCE OF FUNDS** | |
| **4** | AF<br>**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** | |
| **5** | o<br>**CITIZENSHIP OR PLACE OF ORGANIZATION** | |
| **6** | Bermuda | |
| **NUMBER OF SHARES BENEFICIALLY OWNED BY EACH** | **7** | **SOLE VOTING POWER**<br>0 |

| | | |
|---|---|---|
| **REPORTING PERSON WITH** | **8** | **SHARED VOTING POWER**<br>19,387,625* |
| | **9** | **SOLE DISPOSITIVE POWER**<br>0 |
| | **10** | **SHARED DISPOSITIVE POWER**<br>19,387,625* |
| **11** | | **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**<br>19,387,625* |
| **12** | | **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**<br>o |
| **13** | | **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**<br>33.6%* |
| **14** | | **TYPE OF REPORTING PERSON**<br>CO |

* See Item 5.

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**SCHEDULE 13D**

| | | |
|---|---|---|
| | **NAME OF REPORTING PERSONS** | |
| **1** | Brookfield BPY Holdings Inc.<br>**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | |
| **2** | (a) o<br>(b) þ<br>**SEC USE ONLY** | |
| **3** | **SOURCE OF FUNDS** | |
| **4** | AF<br>**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** | |
| **5** | o<br>**CITIZENSHIP OR PLACE OF ORGANIZATION** | |
| **6** | Canada | |
| **NUMBER OF SHARES BENEFICIALLY OWNED BY EACH** | **7** | **SOLE VOTING POWER**<br>0 |

| | | |
|---|---|---|
| **REPORTING PERSON WITH** | **8** | **SHARED VOTING POWER**<br>19,387,625* |
| | **9** | **SOLE DISPOSITIVE POWER**<br>0 |
| | **10** | **SHARED DISPOSITIVE POWER**<br>19,387,625* |
| **11** | | **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**<br>19,387,625* |
| **12** | | **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**<br>o |
| **13** | | **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**<br>33.6%* |
| **14** | | **TYPE OF REPORTING PERSON**<br>CO |

* See Item 5.

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**SCHEDULE 13D**

| | | |
|---|---|---|
| | **NAME OF REPORTING PERSONS** | |
| **1** | BPY Canada Subholdings 1 ULC<br>**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | |
| **2** | (a) o<br>(b) þ<br>**SEC USE ONLY** | |
| **3** | **SOURCE OF FUNDS** | |
| **4** | AF<br>**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** | |
| **5** | o<br>**CITIZENSHIP OR PLACE OF ORGANIZATION** | |
| **6** | Canada | |
| **NUMBER OF SHARES BENEFICIALLY OWNED BY EACH** | **7** | **SOLE VOTING POWER**<br>0 |

| | | |
|---|---|---|
| **REPORTING PERSON WITH** | **8** | **SHARED VOTING POWER**<br>19,387,625* |
| | **9** | **SOLE DISPOSITIVE POWER**<br>0 |
| | **10** | **SHARED DISPOSITIVE POWER**<br>19,387,625* |
| **11** | | **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**<br>19,387,625* |
| **12** | | **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**<br>o |
| **13** | | **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**<br>33.6%* |
| **14** | | **TYPE OF REPORTING PERSON**<br>CO |

* See Item 5.

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**SCHEDULE 13D**

| | |
|---|---|
| | **NAME OF REPORTING PERSONS** |
| **1** | BPY Canada Subholdings 3 ULC |
| | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** |
| **2** | (a) o<br>(b) þ |
| | **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** | o |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** |
| **6** | Canada |

| | | |
|---|---|---|
| **NUMBER OF SHARES** | **7** | **SOLE VOTING POWER** |

| | | |
|---|---|---|
| **BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 19,387,625*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 19,387,625* |
| | **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** | |
| **11** | | 19,387,625*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | o<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 33.6%*<br>**TYPE OF REPORTING PERSON** |
| **14** | | CO |

* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

BPY Canada Subholdings 4 ULC

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

**2**

(a) o

(b) þ

**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**

o

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

**NUMBER OF SHARES BENEFICIALLY** **7 SOLE VOTING POWER**

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 19,387,625*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 19,387,625* |
| **11** | | **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**<br>19,387,625* |
| **12** | | **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**<br>o |
| **13** | | **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**<br>33.6%* |
| **14** | | **TYPE OF REPORTING PERSON**<br>CO |

* See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

BPY Canada Subholdings 2 ULC

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

**2**

(a) o

(b) þ

**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**

o

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

**NUMBER OF SHARES BENEFICIALLY** **7 SOLE VOTING POWER**

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 19,387,625*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 19,387,625*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 19,387,625*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | o<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 33.6%*<br>**TYPE OF REPORTING PERSON** |
| **14** | | CO |

* See Item 5.

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**SCHEDULE 13D**

| | | |
|---|---|---|
| | **NAME OF REPORTING PERSONS** | |
| **1** | Brookfield BPY Retail Holdings I LLC | |
| | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | |
| **2** | (a) o<br>(b) þ | |
| | **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** | o | |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** | |
| **6** | Delaware | |
| **NUMBER OF SHARES BENEFICIALLY** | **7 SOLE VOTING POWER** | |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 19,387,625*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 19,387,625*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 19,387,625*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | o<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 33.6%*<br>**TYPE OF REPORTING PERSON** |
| **14** | | OO |

* See Item 5.

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**SCHEDULE 13D**

| | | |
|---|---|---|
| | **NAME OF REPORTING PERSONS** | |
| **1** | Brookfield BPY Retail Holdings Sub I LLC | |
| | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | |
| **2** | (a) o<br>(b) þ | |
| | **SEC USE ONLY** | |
| **3** | | |
| | **SOURCE OF FUNDS** | |
| **4** | WC | |
| | **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** | |
| **5** | o | |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** | |
| **6** | Delaware | |
| **NUMBER OF SHARES BENEFICIALLY** | **7 SOLE VOTING POWER** | |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 1,165,535*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 1,165,535*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 1,165,535*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | þ<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 2.0%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

| | | |
|---|---|---|
| | **NAME OF REPORTING PERSONS** | |
| **1** | Brookfield BPY Retail Holdings II LLC | |
| | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | |
| **2** | (a) o<br>(b) þ | |
| | **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** | o | |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** | |
| **6** | Delaware | |
| **NUMBER OF SHARES BENEFICIALLY** | **7 SOLE VOTING POWER** | |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 18,222,090*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 18,222,090*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 18,222,090*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | o<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 31.6%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

| | |
|---|---|
| | **NAME OF REPORTING PERSONS** |
| **1** | BPY Retail III LLC |
| | **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** |
| **2** | (a) o<br>(b) þ |
| | **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** | o |
| | **CITIZENSHIP OR PLACE OF ORGANIZATION** |
| **6** | Delaware |

| | | |
|---|---|---|
| **NUMBER OF SHARES BENEFICIALLY** | **7** | **SOLE VOTING POWER** |

| | | |
|---|---|---|
| **OWNED BY EACH REPORTING PERSON WITH** | | 0<br>**SHARED VOTING POWER** |
| | **8** | 3,226,388*<br>**SOLE DISPOSITIVE POWER** |
| | **9** | 0<br>**SHARED DISPOSITIVE POWER** |
| | **10** | 3,226,388*<br>**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON** |
| **11** | | 3,226,388*<br>**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** |
| **12** | | o<br>**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)** |
| **13** | | 5.6%*<br>**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 19,387,625 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.6% of the shares of Common Stock. See Item 5.

**EXPLANATORY NOTE**

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this "Amendment No. 9") amends the Schedule 13D filed on January 23, 2012 (the "Original Schedule 13D") and amended on March 12, 2012 ("Amendment No. 1"), March 20, 2012 ("Amendment No. 2"), January 3, 2013 ("Amendment No. 3"), April 16, 2013 ("Amendment No. 4"), August 9, 2013 ("Amendment No. 5"), November 5, 2013 ("Amendment No. 6"), January 8, 2014 ("Amendment No. 7"), and January 15, 2014 ("Amendment No. 8") (the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8 and this Amendment No. 9 are collectively referred to herein as the "Schedule 13D"). This Amendment No. 9 relates to the common stock, par value $0.01 per share ("Common Stock"), of Rouse Properties, Inc., a Delaware corporation (the "Company").

**Item 4. Purpose of the Transaction.**

Item 4 of the Schedule 13D is hereby amended to include the following:

On March 11, 2014, BRH II Sub made a pro rata distribution in-kind of 1,725,311 shares of Common Stock to Future Fund. By virtue of this distribution, Future Fund no longer beneficially owns any shares of Common Stock held by BRH II Sub, and therefore no longer may be deemed to be a member of a "group" with the Reporting Persons.

**Item 5. Interest in Securities of the Issuer.**

Item 5(a)-(c) of the Schedule 13D is hereby amended in its entirety as follows:

(a)-(b) As of the close of business on March 11, 2014, the Investment Vehicles directly held and beneficially owned the shares of Common Stock indicated on the following table. Each of the Investment Vehicles shares voting and investment power as indicated in the paragraphs below the table. All calculations of percentages of beneficial ownership in this Item 5 and elsewhere in this Schedule 13D are based on the 57,740,516 shares of Common Stock reported by the Company as outstanding as of February 28, 2014 as reported in its Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 5, 2014.

| Investment Vehicle | Common Stock | Beneficial Ownership |
|---|---|---|
| BRH VII | 2,946,661 | 5.1% |
| BRH II Sub | 10,060 | 0.02% |
| BRH III Sub | 11,539 | 0.02% |
| BRH IV-A Sub | 151,726 | 0.3% |
| BRH IV-B Sub | 2,653 | 0.01% |
| BRH IV-C Sub | 51,774 | 0.09% |
| BRH IV-D Sub | 51,975 | 0.09% |

As managing member or general partner, as applicable, of each of the Investment Vehicles, BAMPIC US may be deemed to beneficially own all shares of Common Stock owned by each of the Investment Vehicles, consisting of 3,226,388 shares of Common Stock, representing 5.6% of the Common Stock. As direct and indirect controlling persons of BAMPIC US, each of BUSHI, BUSC, BHC and Brookfield may be deemed to share with BAMPIC US beneficial ownership of such shares of Common Stock.

BPY III is the controlling non-managing member of each Investment Vehicle. BPY III may be deemed to share voting and investment power with respect to the 3,226,388 shares of Common Stock owned by the Investment Vehicles, representing approximately 5.6% of the shares of the Common Stock. As direct and indirect controlling persons of BPY III, each of BPY Holdings II, BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BPY III beneficial ownership of such shares of Common Stock and Warrants.

As of the close of business on November 1, 2013, BRH R 2 directly held 14,995,702 shares of Common Stock, representing approximately 26.0% of the shares of Common Stock. As direct and indirect controlling persons of BRH R 2, each of BPY Holdings II, BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BRH R 2 beneficial ownership of such shares of Common Stock.

As of the close of business on November 1, 2013, BPY New SPE directly held 1,165,535 shares of Common Stock, representing 2.0% of the Common Stock. As direct and indirect controlling persons of BPY New SPE, each of BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BPY New SPE beneficial ownership of such shares of Common Stock.

None of the Reporting Persons has sole voting or investment power with respect to any shares of Common Stock.

By virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, the Reporting Persons may be deemed to constitute a "group" within the meaning of Section 13(d)(3) under the Act and Rule 13d-5(b)(1) thereunder and each member of the "group" may be deemed to beneficially own all shares of Common Stock held by all members of the "group." Accordingly, each of the Reporting Persons may be deemed to beneficially own 19,387,625 shares of Common Stock, constituting beneficial ownership of 33.6% of the shares of the Common Stock. Each of the Investment Vehicles and other Reporting Persons directly holding shares of Common Stock expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock held by each of the other Investment Vehicles and Reporting Persons.

(c) Except as otherwise described in Item 4 of this Amendment No. 9, none of the Reporting Persons, nor, to their knowledge, any of the Scheduled Persons, has effected any transaction in Common Stock since the filing of Amendment No. 8.

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 13, 2014 **BROOKFIELD ASSET MANAGEMENT INC.**

By: /s/ A.J. Silber
Name: A.J. Silber
Title: Vice President

By: /s/ Joseph Freedman
Name: Joseph Freedman

Title: Senior Managing Partner

Dated: March 13, 2014 **PARTNERS LIMITED**

By: /s/ Derek Gorgi
Name: Derek Gorgi
Title: Assistant Secretary

Dated: March 13, 2014 **Brookfield Asset Management Private**

**Institutional Capital Adviser US, LLC**

By: /s/ David J. Stalter
Name: David J. Stalter

Title: Director

By: /s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

Dated: March 13, 2014 **BROOKFIELD HOLDINGS CANADA INC.**

By: /s/ A.J. Silber
Name: A.J. Silber

Title: Vice President

By: /s/ Aleks Novakovic
Name: Aleks Novakovic
Title: Vice President

Dated: March 13, 2014

**BROOKFIELD PROPERTY PARTNERS LIMITED**

By: /s/ Jane Sheere
Name: Jane Sheere
Title: Secretary

Dated: March 13, 2014

**Brookfield Property PARTNERS L.P.**

By: Brookfield Property Partners Limited, its general partner

By: /s/Jane Sheere
Name: Jane Sheere
Title: Secretary

**Brookfield Property L.P.**

Dated: March 13, 2014

By: Brookfield Property Partners LP, its general partner

By: Brookfield Property Partners Limited, its general partner

By: /s/ Jane Sheere
Name: Jane Sheere
Title: Secretary

Dated: March 13, 2014

**BROOKFIELD BPY HOLDINGS INC.**

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: Vice President

Dated: March 13, 2014 **BPY Canada Subholdings 1 ULC**

By: /s/ John Stinebaugh
Name: John Stinebaugh

Title: Director

**BPY Canada Subholdings 3 ULC**

Dated: March 13, 2014

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: Director

Dated: March 13, 2014 **BPY Canada Subholdings 4 ULC**

By: /s/ John Stinebaugh
Name: John Stinebaugh

Title: Director

Dated: March 13, 2014 **BPY Canada Subholdings 2 ULC**

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: Director

Dated: March 13, 2014 **BROOKFIELD BPY RETAIL HOLDINGS I LLC**

By: /s/ Jane Sheere
Name: Jane Sheere

Title: Secretary

**Brookfield BPY Retail Holdings II LLC**

Dated: March 13, 2014

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: President & Chief Financial Officer

Dated: March 13, 2014 **BPY Retail III LLC**

By: /s/ Jane Sheere
Name: Jane Sheere
Title: Secretary

Dated: March 13, 2014 **Brookfield Retail Holdings VII LLC**

By: /s/ Gregory N. McConnie
Name: Gregory N. McConnie
Title: Director

Dated: March 13, 2014 **NEW BROOKFIELD RETAIL HOLDINGS R 2 LLC**

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: President & Chief Financial Officer

Dated: March 13, 2014 **BROOKFIELD RETAIL HOLDINGS II SUB II LLC**

By: Brookfield Asset Management Private Institutional Capital Adviser US, LLC

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

Dated: March 13, 2014 **BROOKFIELD RETAIL HOLDINGS III SUB II LLC**

By: Brookfield Asset
Management Private
Institutional Capital
Adviser US, LLC

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

Dated: March 13, 2014

**BROOKFIELD RETAIL HOLDINGS IV-A SUB II LLC**

By: Brookfield Asset Management Private Institutional Capital Adviser US, LLC

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

Dated: March 13, 2014

**BROOKFIELD RETAIL HOLDINGS IV-B SUB II LLC**

By: Brookfield Asset Management Private Institutional Capital Adviser US, LLC

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

Dated: March 13, 2014

**BROOKFIELD RETAIL HOLDINGS IV-C SUB II LLC**

By: Brookfield Asset
Management Private
Institutional Capital
Adviser US, LLC

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

Dated: March 13, 2014 **BROOKFIELD RETAIL HOLDINGS IV-D SUB II LLC**

By: Brookfield Asset Management Private Institutional Capital Adviser US, LLC

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

Dated: March 13, 2014 **Brookfield US Holdings Inc.**

By: /s/ A. J. Silber
Name: A. J. Silber
Title: Vice President

Dated: March 13, 2014 **Brookfield US Corporation**

By: /s/ Michelle Campbell
Name: Michelle Campbell
Title: Secretary

Dated: March 13, 2014 **BROOKFIELD BPY RETAIL HOLDINGS SUB I LLC**

By: /s/ Jane Sheere
Name: Jane Sheere
Title: Secretary