General Growth Properties, Inc.

Form 3/A

November 27, 2013

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

OMB APPROVAL

OMB Number:

response...

3235-0104

Expires:

January 31, 2005

0.5

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 *

À Brookfield US Holdings Inc.

(Last)

(City)

(First)

(Middle)

(Zip)

Statement

(Month/Day/Year)

11/01/2013

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol General Growth Properties, Inc. [GGP]

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

11/05/2013

(Check all applicable)

Director by Deputization

_X__ Director Officer (give title below) (specify below)

_X__ 10% Owner _X_ Other

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting

X Form filed by More than One

Reporting Person

STREET, 11TH FLOOR (Street)

THREE WORLD FINANCIAL

CENTER, 200 VESEY

(State)

NEW YORK, NYÂ 10281

Table I - Non-Derivative Securities Ben	eficially Owned
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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 (1) (8) (18)
Common Stock, Par Value \$0.01 per share	23,369,981	I	See Footnote (2) (8) (18)
Common Stock, Par Value \$0.01 per share	309,013	I	See Footnote (3) (8) (18)
Common Stock, Par Value \$0.01 per share	3,909,249	I	See Footnote (4) (8) (9) (18)
Common Stock, Par Value \$0.01 per share	70,975	I	See Footnote (5) (8) (18)
Common Stock, Par Value \$0.01 per share	1,344,835	I	See Footnote (6) (8) (9) (18)
Common Stock, Par Value \$0.01 per share	1,351,700	I	See Footnote (7) (8) (9) (18)
Common Stock, Par Value \$0.01 per share	61,444,210	I	See Footnote (10)
Common Stock, Par Value \$0.01 per share	8,670,667	I	See Footnote (11)
Common Stock, Par Value \$0.01 per share	8,670,667	I	See Footnote (12)

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Common Stock, Par Value \$0.01 per share	37,191,170	I	See Footnote (13)
Common Stock, Par Value \$0.01 per share	53,000,412	I	See Footnote (16)
Common Stock, Par Value \$0.01 per share	3,709	I	See Footnote (19)
Common Stock, Par Value \$0.01 per share	25,266	I	See Footnote (20)

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	9,513,292	\$ (17)	I	See Footnote (2) (8) (18)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	84,185	\$ (17)	I	See Footnote (3) (8) (18)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	1,302,304	\$ (17)	I	See Footnote (4) (8) (9) (18)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	19,427	\$ (17)	I	See Footnote (5) (8) (18)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	442,576	\$ (17)	I	See Footnote (6) (8) (9) (18)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	442,576	\$ (17)	I	See Footnote (7) (8) (9) (18)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	21,390,846	\$ (17)	I	See Footnote (14) (18)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	18,777,857	\$ (15)	I	See Footnote (15)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	25,400,077	\$ (17)	I	See Footnote (16) (18)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

Brookfield US Holdings Inc.

NEW YORK, NYÂ 10281

THREE WORLD FINANCIAL CENTER $\hat{A} \times \hat{A} \times \hat{A} \times \hat{A} = \hat{A} \times \hat{A} \times \hat{A} \times \hat{A} = \hat{A} \times \hat{A} \times \hat{A} \times \hat{A} \times \hat{A} = \hat{A} \times \hat{A} \times$

Brookfield US Corp

THREE WORLD FINANCIAL CENTER 200 VESEY STREET, 11TH FLOOR NEW YORK, NYÂ 10281 Â X Â X Â Director by Deputization

Signatures

/s/ Aleks Novakovic, Vice President

11/27/2013

**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.
- (18) See Exhibit 99.1; Note 18.
- (19) See Exhibit 99.1; Note 19.
- (20) See Exhibit 99.1; Note 20.

a currently valid OMB number.

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Remarks:

Signatures 3

^{***}Brian Kingston, a Senior Managing Partner of Brookfield Asset Management Inc., a corporation fo 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