

General Growth Properties, Inc.
Form 3/A
November 27, 2013

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

OMB APPROVAL

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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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Brookfield US Holdings Inc.</p> <p>(Last) (First) (Middle)</p> <p>THREE WORLD FINANCIAL CENTER,Â 200 VESEY STREET, 11TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10281</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/01/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>General Growth Properties, Inc. [GGP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Director by Deputization</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/05/2013</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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> <u>(18)</u>
Common Stock, Par Value \$0.01 per share	23,369,981	I	See Footnote <u>(2)</u> <u>(8)</u> <u>(18)</u>
Common Stock, Par Value \$0.01 per share	309,013	I	See Footnote <u>(3)</u> <u>(8)</u> <u>(18)</u>
Common Stock, Par Value \$0.01 per share	3,909,249	I	See Footnote <u>(4)</u> <u>(8)</u> <u>(9)</u> <u>(18)</u>
Common Stock, Par Value \$0.01 per share	70,975	I	See Footnote <u>(5)</u> <u>(8)</u> <u>(18)</u>
Common Stock, Par Value \$0.01 per share	1,344,835	I	See Footnote <u>(6)</u> <u>(8)</u> <u>(9)</u> <u>(18)</u>
Common Stock, Par Value \$0.01 per share	1,351,700	I	See Footnote <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(18)</u>
Common Stock, Par Value \$0.01 per share	61,444,210	I	See Footnote <u>(10)</u>
Common Stock, Par Value \$0.01 per share	8,670,667	I	See Footnote <u>(11)</u>
Common Stock, Par Value \$0.01 per share	8,670,667	I	See Footnote <u>(12)</u>

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

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	9,513,292	\$ <u>(17)</u>	I	See Footnote <u>(2)</u> <u>(8)</u> <u>(18)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	84,185	\$ <u>(17)</u>	I	See Footnote <u>(3)</u> <u>(8)</u> <u>(18)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	1,302,304	\$ <u>(17)</u>	I	See Footnote <u>(4)</u> <u>(8)</u> <u>(9)</u> <u>(18)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	19,427	\$ <u>(17)</u>	I	See Footnote <u>(5)</u> <u>(8)</u> <u>(18)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	442,576	\$ <u>(17)</u>	I	See Footnote <u>(6)</u> <u>(8)</u> <u>(9)</u> <u>(18)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	442,576	\$ <u>(17)</u>	I	See Footnote <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(18)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	21,390,846	\$ <u>(17)</u>	I	See Footnote <u>(14)</u> <u>(18)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	18,777,857	\$ <u>(15)</u>	I	See Footnote <u>(15)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	25,400,077	\$ <u>(17)</u>	I	See Footnote <u>(16)</u> <u>(18)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

