

Brookfield BPY Retail Holdings I LLC
 Form 4
 October 31, 2017

FORM 4

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

OMB APPROVAL

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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 BPY Retail Holdings I LLC

(Last) (First) (Middle)
 250 VESEY STREET
 (Street)

NEW YORK, NY 10281-1023

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 GGP Inc. [GGP]

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

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	(A) or (D)	Price		
Common Stock, par value \$0.01 per share	10/27/2017		J		2,577,297	D	\$ 0 (1) 0	I	See Footnote (1) (5)
Common Stock, par value \$0.01 per share	10/27/2017		J		24,063,298	D	\$ 0 (2) 0	I	See Footnote (2) (5)
Common Stock, par	10/27/2017		J		12,989,228	D	\$ 0 (3) 0	I	See Footnote

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value								<u>(3)</u> <u>(5)</u>
\$0.01 per share								
Common Stock, par value	10/27/2017	J	28,573,419	D	<u>\$ 0</u>	0	I	See Footnote <u>(4)</u> <u>(5)</u>
\$0.01 per share								
Common Stock, par value						45,890,612	I	See Footnote <u>(6)</u> <u>(12)</u>
\$0.01 per share								
Common Stock, par value						70,114,877	I	See Footnote <u>(7)</u> <u>(12)</u>
\$0.01 per share								
Common Stock, par value						79,094,965	I	See Footnote <u>(8)</u> <u>(12)</u>
\$0.01 per share								
Common Stock, par value						6,985,772	I	See Footnote <u>(9)</u> <u>(12)</u>
\$0.01 per share								
Common Stock, par value						351,958	I	See Footnote <u>(10)</u> <u>(12)</u>
\$0.01 per share								
Common Stock, par value						53,000,412	I	See Footnote <u>(11)</u> <u>(12)</u>
\$0.01 per share								

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield BPY Retail Holdings I LLC 250 VESEY STREET NEW YORK, NY 10281-1023	X	X		Director by deputization ***

Signatures

BROOKFIELD BPY RETAIL HOLDINGS I LLC, /s/ Michelle L. Campbell, Senior Vice President and Secretary 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.
- (11) See Exhibit 99.1; Note 11.
- (12) See Exhibit 99.1; Note 12.

Remarks:

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*** 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.

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