

BPR Holding REIT I LLC
 Form 3
 July 31, 2018

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 BPR Holding REIT I LLC</p> <p>(Last) (First) (Middle)</p> <p>250 VESEY STREET</p> <p>(Street)</p> <p>NEW YORK, NY 10281-2023</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/24/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GGP 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 type="checkbox"/> Other (give title below) (specify below) Director by deputization ***</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	28,573,419	I	See footnotes (1) (6)
Common Stock, par value \$0.01 per share	2,577,297	I	See footnotes (2) (6)
Common Stock, par value \$0.01 per share	12,989,228	I	See footnotes (3) (6)
Common Stock, par value \$0.01 per share	24,063,298	I	See footnotes (4) (6)
Common Stock, par value \$0.01 per share	53,000,412	I	See footnotes (5) (6)

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)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	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			
			Amount or Number of Shares		
		Title			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BPR Holding REIT I LLC 250 VESEY STREET NEW YORK, NY 10281-2023	X	X	X	Director by deputization ***

Signatures

BPR Holding REIT I LLC, /s/ Michelle L. Campbell, Senior Vice President 07/31/2018

__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) Common Stock held directly by New GGP Warrants LLC, a Delaware limited liability company ("New GGP Warrants").
- (2) Common Stock held directly by Brookfield Retail Mall LLC, a Delaware limited liability company ("Retail Mall").
- (3) Common Stock held directly by BW Purchaser LLC, a Delaware limited liability company ("BWP").
- (4) Common Stock held directly by Brookfield Retail Holdings Warrants LLC, a Delaware limited liability company ("BRH Warrants").
- (5) Common Stock held directly by Brookfield BPY Retail Holdings II Subco LLC, a Delaware limited liability company ("New GGP Subco").
- (6) The Reporting Person, as a parent of New GGP Warrants, Retail Mall, BWP, BHR Warrants and New GGP Subco (together, the "Direct Holders"), may be deemed to have an indirect pecuniary interest in an indeterminate portion of the shares of Common Stock that are directly beneficially owned by the Direct Holders. In accordance with Instruction 5(b)(iv), the entire amount of the Common Stock held by the Direct Holders is reported herein. The Reporting Person disclaims beneficial ownership of all shares of Common Stock that are beneficially owned by the Direct Holders, except to the extent of any indirect pecuniary interest therein.

^
Remarks:
 *** ^ Brian ^ Kingston, ^ a ^ Senior ^ Managing ^ Partner ^ of ^ Brookfield ^ Asset ^ Management ^ Inc., ^ a ^ corporation ^

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.