

1706065 Alberta ULC
Form 4
July 31, 2018

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 *
1706065 Alberta ULC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

Director by deputization ***

SUITE 1700, 335 8TH AVENUE SW

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

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

(Street)

CALGARY, A0 T2P 1C9

(City) (State) (Zip)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 07/27/2018 | | J | 79,094,965 | D (1) 0 | I | See footnotes (1) (11) |
| Common Stock, par value \$0.01 per share | 07/27/2018 | | J | 351,958 | D (2) 0 | I | See footnotes (2) (11) |
| Common Stock, par value \$0.01 per share | 07/27/2018 | | J | 12,989,228 | D (3) 0 | I | See footnotes |

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| | | | | | | | | |
|-------------------------|------------|---|------------|---|------|---|---|-------------------------|
| value | | | | | | | | (3) (11) |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 07/27/2018 | J | 24,063,298 | D | (4) | 0 | I | See footnotes (4) (11) |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 07/27/2018 | J | 53,000,412 | D | (5) | 0 | I | See footnotes (5) (11) |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 07/27/2018 | J | 6,985,772 | D | (6) | 0 | I | See footnotes (6) (11) |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 07/27/2018 | J | 70,114,877 | D | (7) | 0 | I | See footnotes (7) (11) |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 07/27/2018 | J | 28,573,419 | D | (8) | 0 | I | See footnotes (8) (11) |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 07/27/2018 | J | 2,577,297 | D | (9) | 0 | I | See footnotes (9) (11) |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value | 07/27/2018 | J | 45,890,612 | D | (10) | 0 | I | See footnotes (10) (11) |
| \$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.

SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Series B Preferred Stock | (11) | 07/27/2018 | | J | 79,094,965 | (11) (11) | Common Stock 79,094,965 |
| Series B Preferred Stock | (11) | 07/27/2018 | | J | 351,958 | (11) (11) | Common Stock 351,958 |
| Series B Preferred Stock | (11) | 07/27/2018 | | J | 12,989,228 | (11) (11) | Common Stock 12,989,228 |
| Series B Preferred Stock | (11) | 07/27/2018 | | J | 24,063,298 | (11) (11) | Common Stock 24,063,298 |
| Series B Preferred Stock | (11) | 07/27/2018 | | J | 53,000,412 | (11) (11) | Common Stock 53,000,412 |
| Series B Preferred Stock | (11) | 07/27/2018 | | J | 6,985,772 | (11) (11) | Common Stock 6,985,772 |
| Series B Preferred Stock | (11) | 07/27/2018 | | J | 70,114,877 | (11) (11) | Common Stock 70,114,877 |
| Series B Preferred Stock | (11) | 07/27/2018 | | J | 28,573,419 | (11) (11) | Common Stock 28,573,419 |
| Series B Preferred Stock | (11) | 07/27/2018 | | J | 2,577,297 | (11) (11) | Common Stock 2,577,297 |
| Series B Preferred Stock | (11) | 07/27/2018 | | J | 45,890,612 | (11) (11) | Common Stock 45,890,612 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| | X | X | | Director by deputization *** |

1706065 Alberta ULC
 SUITE 1700
 335 8TH AVENUE SW
 CALGARY, A0 T2P 1C9

| | | | |
|---|---|---|------------------------------|
| Brookfield Holding Ltd Liability Co BUDAPEST 1074 DOHANY UTCA 12 BUDAPEST, K5 1074 | X | X | Director by deputization *** |
|---|---|---|------------------------------|

| | | | |
|--|---|---|------------------------------|
| Brookfield Properties, Inc. 250 VESEY STREET NEW YORK, NY 10281-1023 | X | X | Director by deputization *** |
|--|---|---|------------------------------|

| | | | |
|--|---|---|------------------------------|
| Brookfield Properties Subco LLC 250 VESEY STREET NEW YORK, NY 10281-1023 | X | X | Director by deputization *** |
|--|---|---|------------------------------|

| | | | |
|---|---|---|------------------------------|
| BOP (US) LLC 250 VESEY STREET NEW YORK, NY 10281-1023 | X | X | Director by deputization *** |
|---|---|---|------------------------------|

| | | | |
|---|---|---|------------------------------|
| Brookfield BPY Retail Holdings I LLC 250 VESEY STREET NEW YORK, NY 10281-1023 | X | X | Director by deputization *** |
|---|---|---|------------------------------|

Signatures

| | |
|---|------------|
| 1706065 Alberta ULC, /s/ Keith Hyde, Vice President, Taxation | 07/31/2018 |
| __Signature of Reporting Person | Date |

| | |
|---|------------|
| Brookfield Holding Limited Liability Company, /s/ Dr. Laszlo Csontos, Managing Director, /s/ Eamonn John O'Dea, Managing Partner | 07/31/2018 |
| __Signature of Reporting Person | Date |

| | |
|--|------------|
| Brookfield Properties, Inc., /s/ Michelle L. Campbell, Senior Vice President and Secretary | 07/31/2018 |
| __Signature of Reporting Person | Date |

| | |
|---|------------|
| Brookfield Properties Subco LLC, /s/ Michelle L. Campbell, Senior Vice President and Secretary | 07/31/2018 |
| __Signature of Reporting Person | Date |

| | |
|---|------------|
| BOP (US) LLC, /s/ Michelle L. Campbell, Senior Vice President and Secretary | 07/31/2018 |
| __Signature of Reporting Person | Date |

| | |
|--|------------|
| Brookfield BPY Retail Holdings I LLC, /s/ Michelle L. Campbell, Senior Vice President and Secretary | 07/31/2018 |
| __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.

Remarks:

*** 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.

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.