

Brookfield BPY Retail Holdings II LLC  
 Form 4  
 July 31, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 II 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)  
 07/27/2018

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	07/27/2018		J		79,094,965	D	(1) 0
						I	See footnotes (1) (9)
Common Stock, par value \$0.01 per share	07/27/2018		J		351,958	D	(2) 0
						I	See footnotes (2) (9)
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) (9)
\$0.01 per share								
Common Stock, par value	07/27/2018	J	24,063,298	D	(4)	0	I	See footnotes (4) (9)
\$0.01 per share								
Common Stock, par value	07/27/2018	J	53,000,412	D	(5)	0	I	See footnotes (5) (9)
\$0.01 per share								
Common Stock, par value	07/27/2018	J	6,985,772	D	(6)	0	I	See footnotes (6) (9)
\$0.01 per share								
Common Stock, par value	07/27/2018	J	28,573,419	D	(7)	0	I	See footnotes (7) (9)
\$0.01 per share								
Common Stock, par value	07/27/2018	J	2,577,297	D	(8)	0	I	See footnotes (8) (9)
\$0.01 per share								

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

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
	(9)	07/27/2018		J		79,094,965	(9) (9)		79,094,

Series B Preferred Stock							Common Stock	
Series B Preferred Stock	(9)	07/27/2018	J	351,958	(9)	(9)	Common Stock	351,958
Series B Preferred Stock	(9)	07/27/2018	J	12,989,228	(9)	(9)	Common Stock	12,989,228
Series B Preferred Stock	(9)	07/27/2018	J	24,063,298	(9)	(9)	Common Stock	24,063,298
Series B Preferred Stock	(9)	07/27/2018	J	53,000,412	(9)	(9)	Common Stock	53,000,412
Series B Preferred Stock	(9)	07/27/2018	J	6,985,772	(9)	(9)	Common Stock	6,985,772
Series B Preferred Stock	(9)	07/27/2018	J	28,573,419	(9)	(9)	Common Stock	28,573,419
Series B Preferred Stock	(9)	07/27/2018	J	2,577,297	(9)	(9)	Common Stock	2,577,297

## Reporting Owners

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

## Signatures

Brookfield BPY Retail Holdings II 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.

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- (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.

**Remarks:**

\*\*\* Brian Kingston, a Senior Managing Partner of Brookfield Asset Management Inc., a corporation formed under the laws of

Exhibit List: Exhibit 99.1 - Explanation of Responses

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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