BPR Holding REIT I LLC Form 4 July 31, 2018

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BPR Holding REIT I LLC	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	(Check an approach)		
250 VESEY STREET	(Month/Day/Year) 07/27/2018	X Director		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
NEW YORK, NY 10281-2023	Filed(Month/Day/Year)			

(City)	(State)	(Zip) Tab	ole 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form Owned Direction Following or Ir	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock, par value \$0.01 per share	07/27/2018		J	12,989,228	D	(1)	0	I	See footnotes (1) (6)
Common Stock, par value \$0.01 per share	07/27/2018		J	24,063,298	D	<u>(2)</u>	0	I	See footnotes (2) (6)
Common Stock, par	07/27/2018		J	53,000,412	D	<u>(3)</u>	0	I	See footnotes

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value \$0.01 per share								(3) (6)
Common Stock, par value \$0.01 per share	07/27/2018	J	28,573,419	D	<u>(4)</u>	0	I	See footnotes (4) (6)
Common Stock, par value \$0.01 per share	07/27/2018	J	2,577,297	D	<u>(5)</u>	0	I	See footnotes (5) (6)

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

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(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)			ansactiorDerivative Expiration Date ode Securities Acquired (Month/Day/Year) astr. 8) (A) or Disposed of (D)		7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series B Preferred Stock	<u>(6)</u>	07/27/2018		J	12,989,228	<u>(6)</u>	<u>(6)</u>	Common Stock	12,989,
Series B Preferred Stock	<u>(6)</u>	07/27/2018		J	24,063,298	<u>(6)</u>	<u>(6)</u>	Common Stock	24,063,
Series B Preferred Stock	<u>(6)</u>	07/27/2018		J	53,000,412	<u>(6)</u>	<u>(6)</u>	Common Stock	53,000,
Series B Preferred Stock	<u>(6)</u>	07/27/2018		J	28,573,419	<u>(6)</u>	<u>(6)</u>	Common Stock	28,573,
Series B Preferred Stock	<u>(6)</u>	07/27/2018		J	2,577,297	<u>(6)</u>	<u>(6)</u>	Common Stock	2,577,2

Reporting Owners

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

Signatures

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

Date

**Signature of Reporting Person

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.

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.

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