

Brookfield BPY Retail Holdings I LLC  
 Form 4  
 August 29, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 BOP (US) LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 08/27/2018

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

NEW YORK, NY 10281-1023  
 (City) (State) (Zip)

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

**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)
Class B Stock, par value \$0.01 per share	08/27/2018		A	124,985,577	A (10) 124,985,577	I	See Footnote (1) (10)
Class B Stock, par value \$0.01	08/27/2018		A	351,958	A (10) 351,958	I	See Footnote (2) (10)

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per share								
Class B Stock, par value \$0.01 per share	08/27/2018	A	12,989,228	A	<u>(10)</u>	12,989,228	I	See Footnote <u>(3)</u> <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	24,063,298	A	<u>(10)</u>	24,063,298	I	See Footnote <u>(4)</u> <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	53,000,412	A	<u>(10)</u>	53,000,412	I	See Footnote <u>(5)</u> <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	6,985,772	A	<u>(10)</u>	6,985,772	I	See Footnote <u>(6)</u> <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	70,114,877	A	<u>(10)</u>	70,114,877	I	See Footnote <u>(7)</u> <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	28,573,419	A	<u>(10)</u>	28,573,419	I	See Footnote <u>(8)</u> <u>(10)</u>
Class B Stock, par	08/27/2018	A	2,577,297	A	<u>(10)</u>	2,577,297	I	See Footnote <u>(9)</u> <u>(10)</u>

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value  
\$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 Number Shares
Series B Preferred Stock	(10)	08/27/2018		D	124,985,577	(10) (10)	Common Stock 124,985,577
Series B Preferred Stock	(10)	08/27/2018		D	351,958	(10) (10)	Common Stock 351,958
Series B Preferred Stock	(10)	08/27/2018		D	12,989,228	(10) (10)	Common Stock 12,989,228
Series B Preferred Stock	(10)	08/27/2018		D	24,063,298	(10) (10)	Common Stock 24,063,298
Series B Preferred Stock	(10)	08/27/2018		D	53,000,412	(10) (10)	Common Stock 53,000,412
Series B Preferred Stock	(10)	08/27/2018		D	6,985,772	(10) (10)	Common Stock 6,985,772
Series B Preferred Stock	(10)	08/27/2018		D	70,114,877	(10) (10)	Common Stock 70,114,877
Series B Preferred Stock	(10)	08/27/2018		D	28,573,419	(10) (10)	Common Stock 28,573,419

Series B Preferred Stock	(10)	08/27/2018	D	2,577,297	(10)	(10)	Common Stock	2,577
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## Reporting Owners

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

## Signatures

BOP (US) LLC, /s/ Michelle L. Campbell, Senior Vice President and Secretary 08/29/2018  
 \*\*Signature of Reporting Person Date

Brookfield BPY Retail Holdings I LLC, /s/ Michelle L. Campbell, Senior Vice President and Secretary 08/29/2018  
 \*\*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.

### 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.

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