

General Growth Properties, Inc.
 Form 3
 November 12, 2013

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Abu Dhabi Investment Authority			(Month/Day/Year)	General Growth Properties, Inc. [GGP]	
(Last)	(First)	(Middle)	11/01/2013		
211 CORNICHE STREET,Â PO BOX 3600			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
EMIRATE OF ABU DHABI,Â C0Â 3600			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	29,854,451	D <u>(1)</u> <u>(2)</u> <u>(3)</u> Â	

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	6,342,880 <u>(4)</u>	\$ 9.4061 <u>(4)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>Â</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abu Dhabi Investment Authority 211 CORNICHE STREET PO BOX 3600 EMIRATE OF ABU DHABI, Â C0Â 3600	Â	Â X	Â	Â
Revere Holdings Ltd ZEPHYR HOUSE 122 MARY STREET, PO BOX 709 GRAND CAYMAN, Â E9Â KY1-1107	Â	Â X	Â	Â

Signatures

/s/ Khaled Al Khoori, Authorized Signatory of Abu Dhabi Investment Authority	11/12/2013
<u> </u> **Signature of Reporting Person	Date
/s/ Majed Al Romaiti, Authorized Signatory of Abu Dhabi Investment Authority	11/12/2013
<u> </u> **Signature of Reporting Person	Date
/s/ Khaled Al Khajeh, Authorized Signatory of Revere Holdings Limited	11/12/2013
<u> </u> **Signature of Reporting Person	Date
/s/ Thomas Arnold, Authorized Signatory of Revere Holdings Limited	11/12/2013
<u> </u> **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).
- Revere Holdings Limited ("Revere") directly holds 29,721,074 shares of common stock, par value \$0.01 per share (the "Common Stock"), of General Growth Properties, Inc. (the "Issuer") and 5,549,326 warrants representing the right to acquire 6,342,880 shares of Common Stock (collectively, the "Revere Shares"). The Abu Dhabi Investment Authority ("ADIA" and, together with Revere, the "Reporting Persons") is the sole owner of Revere and therefore may also be deemed to beneficially own the Revere Shares. In addition, ADIA may be deemed to beneficially own an aggregate of 133,377 shares of Common Stock that have been purchased for the account of ADIA by various external investment managers (collectively, the "Managed Shares").
- Because of the relationship between Revere and ADIA, Revere may also be deemed to have beneficial ownership of the Managed Shares.
- (1) Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
 - (2) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

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- (4) Each warrant currently entitles the holder to purchase 1.143 shares of Common Stock at an exercise price of \$9.4061 per share. The exercise price and the number of shares of Common Stock issuable upon exercise of the warrants continue to be subject to adjustments as provided in the warrant agreement, dated as of November 9, 2010, by and among Mellon Investor Services LLC, as warrant agent, and the Issuer.

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.