

Howard Hughes Corp  
Form SC 13D/A  
March 05, 2013

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934 (Amendment No. 8)**

**The Howard Hughes Corporation**

**(Name of Issuer)**

**COMMON STOCK, \$0.01 PAR VALUE PER SHARE**

**(Title of Class of Securities)**

**44267D107**

**(CUSIP Number)**

**Joseph S. Freedman**

**Brookfield Asset Management, Inc.**

**Brookfield Place, Suite 300**

**181 Bay Street, P.O. Box 762**

**Toronto, Ontario M5J 2T3**

**Telephone: (416) 956-5182**

**(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)**

Copy to:

**Gregory B. Astrachan, Esq.**

**Michael A. Schwartz, Esq.**

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**787 Seventh Avenue**

**New York, NY 10019-6099**

**(212) 728-8000**

**March 1, 2013**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

1  
Brookfield Retail Holdings HHC LLC

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

2  
(a) o

(b) p  
**SEC USE ONLY**

3

**SOURCE OF FUNDS**

4

WC  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)  
or 2(e)**

5

o  
**CITIZENSHIP OR PLACE OF ORGANIZATION**

6

Delaware

NUMBER OF 7 **SOLE VOTING POWER**  
SHARES  
BENEFICIALLY

OWNED BY	0
EACH	<b>SHARED VOTING POWER</b>
REPORTING	
PERSON	8
WITH	
	1,863,214*
	<b>SOLE DISPOSITIVE POWER</b>
	9
	0
	<b>10 SHARED DISPOSITIVE POWER</b>
	1,863,214*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

11

1,863,214\*

**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

12

o

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

13

4.72%\*

**TYPE OF REPORTING PERSON**

14

OO

\* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 1,863,214 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 4.72% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

1  
Brookfield Retail Holdings II LLC

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

2  
(a)

(b)   
**SEC USE ONLY**

3

**SOURCE OF FUNDS**

4

WC  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)  
or 2(e)**

5

**CITIZENSHIP OR PLACE OF ORGANIZATION**

6

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER	0	8 SHARED VOTING POWER
--	---	-------------------	---	-----------------------

PERSON  
WITH

1,863,214\*

**SOLE DISPOSITIVE POWER**

9

0

**10 SHARED DISPOSITIVE POWER**

1,863,214\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

11

1,863,214\*

**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

12

0

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

13

4.72%\*

**TYPE OF REPORTING PERSON**

14

OO

\* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 1,863,214 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 4.72% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

1  
Brookfield Retail Holdings III LLC

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

2  
(a) o  
  
(b) p  
**SEC USE ONLY**

3  
  
**SOURCE OF FUNDS**

4  
  
WC  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)  
or 2(e)**

5  
  
o  
**CITIZENSHIP OR PLACE OF ORGANIZATION**

6  
  
Delaware

<b>NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH</b>	<b>SOLE VOTING POWER</b>
	0



REPORTING PERSON WITH	<b>SHARED VOTING POWER</b>
	8
	1,863,214*
	<b>SOLE DISPOSITIVE POWER</b>
	9
	0
	<b>10 SHARED DISPOSITIVE POWER</b>
	1,863,214*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

11

1,863,214\*

**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

12

0

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

13

4.72%\*

**TYPE OF REPORTING PERSON**

14

OO

\* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 1,863,214 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 4.72% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

1  
Brookfield Retail Holdings IV-A LLC

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

2  
(a)

(b)  **SEC USE ONLY**

3

**SOURCE OF FUNDS**

4

WC  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

5

**CITIZENSHIP OR PLACE OF ORGANIZATION**

6

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	SOLE VOTING POWER
7	0

REPORTING PERSON WITH	<b>SHARED VOTING POWER</b>
	8
	55,191*
	<b>SOLE DISPOSITIVE POWER</b>
	9
	0
	<b>10 SHARED DISPOSITIVE POWER</b>
	55,191*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

11

55,191\*

**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

12

b

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

13

0.14%\*

**TYPE OF REPORTING PERSON**

14

OO

\* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 1,863,214 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 4.72% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

1  
Brookfield Retail Holdings IV-B LLC

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

2  
(a)   
  
(b)   
**SEC USE ONLY**

3  
  
**SOURCE OF FUNDS**

4  
  
WC  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)  
or 2(e)**

5  
  
o  
**CITIZENSHIP OR PLACE OF ORGANIZATION**

6  
  
Delaware

<b>NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH</b>	<b>SOLE VOTING POWER</b>
	0

REPORTING PERSON WITH	<b>SHARED VOTING POWER</b>
	8
	110,154*
	<b>SOLE DISPOSITIVE POWER</b>
	9
	0
	<b>10 SHARED DISPOSITIVE POWER</b>
	110,154*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

11

110,154\*

**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

12

b

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

13

0.28%\*

**TYPE OF REPORTING PERSON**

14

OO

\* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 1,863,214 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 4.72% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

1  
Brookfield Retail Holdings IV-C LLC

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

2  
(a) o  
  
(b) p  
**SEC USE ONLY**

3  
  
**SOURCE OF FUNDS**

4  
  
WC  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)  
or 2(e)**

5  
  
o  
**CITIZENSHIP OR PLACE OF ORGANIZATION**

6  
  
Delaware

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH</b>	<b>SOLE VOTING POWER</b>
7	0

REPORTING PERSON WITH	<b>SHARED VOTING POWER</b>
	8
	36,907*
	<b>SOLE DISPOSITIVE POWER</b>
	9
	0
	<b>10 SHARED DISPOSITIVE POWER</b>
	36,907*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

11

36,907\*

**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

12

b

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

13

0.09%\*

**TYPE OF REPORTING PERSON**

14

OO

\* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 1,863,214 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 4.72% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

1  
Brookfield Retail Holdings IV-D LLC

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

2  
(a)   
(b)   
**SEC USE ONLY**

3  
**SOURCE OF FUNDS**

4  
WC  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)  
or 2(e)**

5  
  
**CITIZENSHIP OR PLACE OF ORGANIZATION**

6  
Delaware

<b>NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH</b>	<b>SOLE VOTING POWER</b>
	0



REPORTING PERSON WITH	<b>SHARED VOTING POWER</b>
	8
	36,907*
	<b>SOLE DISPOSITIVE POWER</b>
	9
	0
	<b>10 SHARED DISPOSITIVE POWER</b>
	36,907*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

11

36,907\*

**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

12

b

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

13

0.09%\*

**TYPE OF REPORTING PERSON**

14

OO

\* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 1,863,214 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 4.72% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

1  
Brookfield Retail Holdings V LP

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

2  
(a)

(b)   
**SEC USE ONLY**

3

**SOURCE OF FUNDS**

4

WC  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)  
or 2(e)**

5

**CITIZENSHIP OR PLACE OF ORGANIZATION**

6

Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH	SOLE VOTING POWER
	0

REPORTING PERSON WITH	<b>SHARED VOTING POWER</b>
8	124,194*
	<b>SOLE DISPOSITIVE POWER</b>
9	0
	<b>10 SHARED DISPOSITIVE POWER</b>
	124,194*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

11

124,194\*

**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

12

b

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

13

0.31%\*

**TYPE OF REPORTING PERSON**

14

PN

\* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 1,863,214 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 4.72% of the shares of Common Stock. See Item 5.

**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

1  
Brookfield Asset Management Inc.

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

2  
(a)

(b)   
**SEC USE ONLY**

3

**SOURCE OF FUNDS**

4

AF  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)  
or 2(e)**

5

**CITIZENSHIP OR PLACE OF ORGANIZATION**

6

Canada

<b>NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH</b>	<b>SOLE VOTING POWER</b>
	0

REPORTING PERSON WITH	<b>SHARED VOTING POWER</b>
	8
	1,863,214*
	<b>SOLE DISPOSITIVE POWER</b>
	9
	0
	<b>10 SHARED DISPOSITIVE POWER</b>
	1,863,214*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

11

1,863,214\*

**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

12

0  
**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

13

4.72%\*  
**TYPE OF REPORTING PERSON**

14

CO

\* See Item 5.

**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

1

Partners Limited

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

2

(a)

(b)

**SEC USE ONLY**

3

**SOURCE OF FUNDS**

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

5

o

**CITIZENSHIP OR PLACE OF ORGANIZATION**

6

Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	SOLE VOTING POWER
7	0

REPORTING  
PERSON  
WITH

**SHARED VOTING POWER**

8

1,863,214\*

**SOLE DISPOSITIVE POWER**

9

0