

New Brookfield BPY Retail Holdings II LLC
 Form 4
 October 11, 2017

FORM 4

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

OMB APPROVAL

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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 *
 New 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)
 10/06/2017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	10/06/2017		M		82,559	A	\$ 8.3621 (1)
							351,958
							I
							See footnote (1) (12)
Common Stock, par value \$0.01 per share	10/06/2017		M		94,703	A	\$ 8.3621 (2)
							403,716
							I
							See footnote (2) (12)
Common Stock, par	10/06/2017		M		1,465,005	A	\$ 8.3621
							5,374,254
							I
							See footnote

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value				(3)				(3) (12)
\$0.01 per share								
Common Stock, par value \$0.01 per share	10/06/2017	M	21,853	A	\$ 8.3621 (4)	92,828	I	See footnote (4) (12)
Common Stock, par value \$0.01 per share	10/06/2017	M	497,868	A	\$ 8.3621 (5)	1,842,703	I	See footnote (5) (12)
Common Stock, par value \$0.01 per share	10/06/2017	M	497,868	A	\$ 8.3621 (6)	1,849,568	I	See footnote (6) (12)
Common Stock, par value \$0.01 per share						10,104	I	See footnote (7) (12)
Common Stock, par value \$0.01 per share						18,671	I	See footnote (8) (12)
Common Stock, par value \$0.01 per share						8,670,667	I	See footnote (9) (12)
Common Stock, par value \$0.01 per share						37,191,170	I	See footnote (10) (12)
Common Stock, par value \$0.01 per share						79,094,965	I	See footnote (11) (12)

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

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(9-02)

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount
Warrants to acquire Common Stock	\$ 8.3621 (13)	10/06/2017		M		64,209	11/09/2010	11/09/2017	Common Stock	82,000
Warrants to acquire Common Stock	\$ 8.3621 (13)	10/06/2017		M		73,653	11/09/2010	11/09/2017	Common Stock	94,000
Warrants to acquire Common Stock	\$ 8.3621 (13)	10/06/2017		M		1,139,373	11/09/2010	11/09/2017	Common Stock	1,460,000
Warrants to acquire Common Stock	\$ 8.3621 (13)	10/06/2017		M		16,996	11/09/2010	11/09/2017	Common Stock	21,000
Warrants to acquire Common Stock	\$ 8.3621 (13)	10/06/2017		M		387,205	11/09/2010	11/09/2017	Common Stock	497,000
Warrants to acquire Common Stock	\$ 8.3621 (13)	10/06/2017		M		387,205	11/09/2010	11/09/2017	Common Stock	497,000

Reporting Owners

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

Signatures

NEW BROOKFIELD BPY RETAIL HOLDINGS II LLC, /s/ Michelle L. Campbell, Senior
Vice President and Secretary

10/11/2017

__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.
- (11) See Exhibit 99.1; Note 11.
- (12) See Exhibit 99.1; Note 12.
- (13) See Exhibit 99.1; Note 13.

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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