

BROOKFIELD ASSET MANAGEMENT INC.

Form F-10

June 01, 2015

[QuickLinks](#) -- Click here to rapidly navigate through this document

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 1, 2015.

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM F-10

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BROOKFIELD ASSET MANAGEMENT INC.

(Exact name of Registrant as specified in its charter)

ONTARIO

(Province or other Jurisdiction of
Incorporation or Organization)

6512

(Primary Standard Industrial Classification
Code Number, if applicable)

NOT APPLICABLE

(I.R.S. Employer Identification
Number, if applicable)

BROOKFIELD PLACE, 181 BAY STREET

SUITE 300, P.O. BOX 762

TORONTO, ONTARIO M5J 2T3

(416) 363-9491

(Address and telephone number of Registrant's principal
executive offices)

BROOKFIELD FINANCE INC.

(Exact name of Registrant as specified in its charter)

ONTARIO

(Province or other Jurisdiction of
Incorporation or Organization)

6512

(Primary Standard Industrial Classification
Code Number, if applicable)

NOT APPLICABLE

(I.R.S. Employer Identification
Number, if applicable)

BROOKFIELD PLACE, 181 BAY STREET

SUITE 300, P.O. BOX 762

TORONTO, ONTARIO M5J 2T3

(416) 363-9491

(Address and telephone number of Registrant's principal
executive offices)

TORYS LLP
1114 AVENUE OF THE AMERICAS
NEW YORK, NY 10036
ATTENTION: ANDREW J. BECK
(212) 880-6000

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Copies to:
TORYS LLP
1114 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

Edgar Filing: BROOKFIELD ASSET MANAGEMENT INC. - Form F-10

ATTENTION: ANDREW J. BECK
(212) 880-6000

Approximate date of commencement of proposed sale to the public:
From time to time after the effective date of this Registration Statement.

Province of Ontario, Canada
(Principal jurisdiction regulating this offering)

It is proposed that this filing shall become effective (check appropriate box below):

- A. ☐ upon filing with the Commission, pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).
- B. ☐ at some future date (check appropriate box below)
1. ☐ pursuant to Rule 467(b) on () at () (designate a time not sooner than seven calendar days after filing).
2. ☐ pursuant to Rule 467(b) on () at () (designate a time seven calendar days or sooner after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on ().
3. ☐ pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the Registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.
4. ☐ after the filing of the next amendment to this Form (if preliminary material is being filed).

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box. ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽³⁾⁽⁴⁾	Amount of Registration Fee ⁽⁵⁾
Debt Securities of Brookfield Asset Management Inc.			
Guarantees by Brookfield Asset Management Inc. of Debt Securities of Brookfield Finance Inc. ⁽¹⁾			
Class A Preference Shares			
Class A Limited Voting Shares			
Debt Securities of Brookfield Finance Inc.			
Total	US\$2,500,000,000	US\$2,500,000,000	US\$290,500

(1) The guarantees issued by Brookfield Asset Management Inc. being registered hereon is being sold without separate consideration. Pursuant to Rule 457(n) under the Securities Act, no separate fee for the guarantees is payable.

Edgar Filing: BROOKFIELD ASSET MANAGEMENT INC. - Form F-10

- (2) There are being registered under this Registration Statement such indeterminate number of securities of the Registrants as shall have an aggregate initial offering price not to exceed US\$2,500,000,000. Any securities registered by this Registration Statement may be sold separately or as units with other securities registered under this Registration Statement. The proposed maximum initial offering price per security will be determined, from time to time, by the Registrant in connection with the sale of the securities under this Registration Statement.
- (3) In United States dollars or the equivalent thereof in Canadian dollars.
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act").
- (5) Pursuant to Rule 457(p) under the Securities Act, the Registrants are offsetting \$98,748 against the registration fee due under this Registration Statement. Brookfield Asset Management Inc. previously paid \$232,400 in registration fees in connection with its Registration Statement on Form F-10 (File No. 333-203423) filed with the Securities and Exchange Commission on April 15, 2015 (the "April 2015 Registration Statement"). US\$1,150,184,000 securities were sold under the April 2015 Registration Statement.

The Registrants hereby amend the Registration Statement on such date or dates as may be necessary to delay its effective date until the registration statement shall become effective as provided in Rule 467 under the Securities Act of 1933 or on such date as the Commission, acting pursuant to Section 8(a) of the Act, may determine.

PART I

Base Shelf Prospectus

A copy of this preliminary short form base shelf prospectus has been filed with the securities regulatory authorities in each of the provinces of Canada but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form base shelf prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

This short form base shelf prospectus has been filed under legislation in each of the provinces of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the office of the Corporate Secretary of the Company at Suite 300, Brookfield Place, 181 Bay Street, Toronto, Ontario, Canada, M5J 2T3, Telephone: (416) 363-9491, and are also available electronically at the Canadian Securities Administrators' Website at www.sedar.com.

June 1, 2015

PRELIMINARY SHORT FORM BASE SHELF PROSPECTUS

US\$2,500,000,000

**BROOKFIELD
ASSET MANAGEMENT INC.**

**Debt Securities
Class A Preference Shares
Class A Limited Voting Shares**

**BROOKFIELD
FINANCE INC.**

Debt Securities

Unconditionally guaranteed as to payment of principal, premium, if any, and interest by Brookfield Asset Management Inc.

During the 25-month period that this short form base shelf prospectus, including any amendments hereto (this "**Prospectus**"), remains effective, (i) each of Brookfield Asset Management Inc. (the "**Company**") and Brookfield Finance Inc. ("**BFI**", and together with the Company, the "**Issuers**" and each an "**Issuer**") may from time to time offer and issue (i) unsecured debt securities (the "**BAM Debt Securities**" and "**BFI Debt Securities**", respectively, and collectively the "**Debt Securities**") and (ii) the Company may from time to time offer and issue Class A Preference Shares ("**Preference Shares**") and Class A Limited Voting Shares ("**Class A Shares**", and together with the Preference Shares and Debt Securities, the "**Securities**"). The BFI Debt Securities will be fully and unconditionally guaranteed as to payment of principal, premium (if any) and interest and certain other amounts by the Company. Collectively, the Issuers may offer and issue Securities either separately or together, in one or more series in an aggregate principal amount of up to US\$2,500,000,000 (or the equivalent in other currencies or currency units) or, if any Debt Securities are offered at an original issue discount, such greater amount as shall result in an aggregate offering price of US\$2,500,000,000. Securities of any series may be offered in such amount and with such terms as may be determined in light of market conditions. The specific terms of the Securities in respect of which this Prospectus is being delivered will be set forth in one or more prospectus supplements (each a "**Prospectus Supplement**") to be delivered to purchasers together with this Prospectus, and may include, where applicable (i) in the case of Debt Securities, the specific designation, aggregate principal amount, denomination (which may be in United States dollars, in any other currency or in units based on or relating to foreign currencies), maturity, interest rate (which may be fixed or variable) and time of payment of interest, if any, any terms for redemption at the option of the Issuer or the holders, any terms for sinking fund payments, any listing on a securities exchange, the initial public offering price (or the manner of determination thereof if offered on a non-fixed price basis) and any other specific terms, (ii) in the case of the Preference Shares, the designation of the particular class, series, aggregate principal amount, the number of shares offered, the issue price, the dividend rate, the dividend payment dates, any terms for redemption at the option of the Company or the holder, any exchange or conversion terms and any other specific terms, and (iii) in the case of Class A Shares, the number of shares offered, the issue price and any other specific terms. Each such Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of each such Prospectus Supplement and only for the purposes of the distribution of the Securities to which such Prospectus Supplement pertains. The Issuers have filed an

undertaking with the securities regulatory authorities in each of the provinces of Canada that they will not distribute, under this Prospectus, Securities that, at the time of distribution, are novel without pre-clearing the disclosure to be contained in the Prospectus Supplement, pertaining to the distribution of such securities, with the applicable regulator.

The Issuers' head and registered offices are at Suite 300, Brookfield Place, 181 Bay Street, P.O. Box 762, Toronto, Ontario, M5J 2T3.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION"), ANY STATE SECURITIES COMMISSION, OR ANY CANADIAN REGULATORY AUTHORITY, NOR HAS THE COMMISSION, ANY STATE SECURITIES COMMISSION OR ANY CANADIAN SECURITIES REGULATORY AUTHORITY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This offering is made by Canadian issuers that are permitted, under a multijurisdictional disclosure system adopted by the United States and Canada, to prepare this Prospectus in accordance with the Canadian disclosure requirements. Prospective investors should be aware that such requirements are different from those of the United States. The financial statements included or incorporated herein have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") and thus may not be comparable to financial statements of U.S. companies.

Prospective investors should be aware that the acquisition of the Securities may have tax consequences both in the United States and in Canada. Such consequences for investors who are residents in, or citizens of, the United States may not be described fully herein or in a Prospectus Supplement. Prospective investors should consult their own tax advisors with respect to their particular circumstances.

The enforcement by investors of civil liabilities under the U.S. federal securities laws may be affected adversely by the fact that the Issuers are incorporated or organized under the laws of the Province of Ontario, that some or all of their officers and directors may be residents of Canada, that some or all of the underwriters or experts named in the registration statement may be residents of Canada and that all or a substantial portion of the assets of the Issuers and such persons may be located outside the United States.

The Issuers may sell the Securities to or through underwriters or dealers or directly to investors or through agents. The Prospectus Supplement relating to each series of offered Securities will identify each person who may be deemed to be an underwriter with respect to such series and will set forth the terms of the offering of such series, including, to the extent applicable, the initial public offering price, the proceeds to the applicable Issuer, the underwriting commissions and any other concessions to be allowed or reallocated to dealers. The managing underwriter or underwriters with respect to each series sold to or through underwriters will be named in the related Prospectus Supplement.

In connection with any underwritten offering of Securities, the underwriters or agents may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution".

The outstanding Class A Preference Shares, Series 2, Series 4, Series 8, Series 9, Series 12, Series 13, Series 14, Series 17, Series 18, Series 21, Series 24, Series 26, Series 28, Series 30, Series 32, Series 34, Series 36, Series 37, Series 38, Series 40 and Series 42 are listed on the Toronto Stock Exchange. The outstanding Class A Shares are listed for trading on the New York, Toronto and NYSE Euronext stock exchanges.

Certain directors of the Company reside outside of Canada. Although each such director has appointed the Company, Suite 300, Brookfield Place, 181 Bay Street, Toronto, Ontario, Canada, M5J 2T3, as its agent for service of process in Ontario, it may not be possible for investors to enforce judgments obtained in Canada against such directors, even if such directors have appointed an agent for service of process. See "Agent for Service of Process"

There is no market through which the Debt Securities or the Preference Shares may be sold and purchasers may not be able to resell Debt Securities or Preference Shares purchased under this Prospectus. This may affect the pricing of the Debt Securities or the Preference Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Debt Securities or the Preference Shares, and the extent of issuer regulation. See "Risk Factors".

TABLE OF CONTENTS

	Page
DOCUMENTS INCORPORATED BY REFERENCE	1
AVAILABLE INFORMATION	2
SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION	3
THE COMPANY	4
BROOKFIELD FINANCE INC.	4
USE OF PROCEEDS	4
DESCRIPTION OF CAPITAL STRUCTURE OF THE ISSUERS	5
DESCRIPTION OF THE PREFERENCE SHARES	5
DESCRIPTION OF THE CLASS A SHARES	6
DESCRIPTION OF DEBT SECURITIES	7
CONSOLIDATING SUMMARY FINANCIAL INFORMATION	17
PLAN OF DISTRIBUTION	18
RISK FACTORS	19
EXEMPTIVE RELIEF	20
LEGAL MATTERS	21
DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT	