

LOFGREN CHRISTINA
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
Estimated average burden hours per response... 0.5

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 *
LOFGREN CHRISTINA

(Last) (First) (Middle)

C/O BROOKFIELD PROPERTY REIT INC., 350 N. ORLEANS, SUITE 300

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Brookfield Property REIT Inc. [BPR]

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

08/27/2018

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/28/2018		D ⁽¹⁾	3,311	D	0	D
Class A Stock	08/27/2018		J ⁽²⁾⁽³⁾	2,176	A	⁽²⁾ ₍₃₎ 2,176	D
Class A Stock	08/28/2018		A	433	A	⁽⁴⁾ 2,609	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LOFGREN CHRISTINA
C/O BROOKFIELD PROPERTY REIT INC.
350 N. ORLEANS, SUITE 300
CHICAGO, IL 60654

X

Signatures

/s/ Christina Lofgren 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).

- Disposed of pursuant to the Agreement and Plan of Merger, dated as of March 26, 2018, among Brookfield Property Partners L.P. ("BPY"), Goldfinch Merger Sub Corp., an indirect, wholly owned subsidiary of BPY ("Merger Sub"), and GGP Inc. (the "Issuer") (as amended on June 25, 2018, the "Merger Agreement"). At the effective time of the merger (the "Merger Effective Time") as contemplated
- (1) in the Merger Agreement, each share of outstanding common stock (other than appraisal shares, shares of restricted common stock and certain other shares) was cancelled in exchange for \$0.312 per share (the "Per Share Merger Consideration"). Includes 1,104 shares of restricted common stock which were cancelled and converted into a combination of cash and shares of Class A stock of the Issuer ("Class A Stock") in connection with the transactions contemplated by the Merger Agreement.
 - (2) Shares of the Issuer's class A stock, par value \$0.01 per share ("class A stock"), were issued to certain holders of record of GGP common stock as of the end of trading on the New York Stock Exchange on July 27, 2018 (the "Pre-Closing Dividend"). The Pre-Closing Dividend consisted of either cash or equity (in the form of class A stock or limited partnership units of Brookfield Property Partners L.P. ("BPY")). Depending on the elections made by the Reporting Person, and the proration of the Pre-Closing Dividend pursuant to the Agreement and Plan of Merger, dated as of March 26, 2018, among BPY, Goldfinch Merger Sub Corp., an indirect, wholly owned

Edgar Filing: LOFGREN CHRISTINA - Form 4

subsidiary of BPY ("Merger Sub"), and the Issuer (as amended on June 25, 2018, the "Merger Agreement"), each share of the Issuer's common stock received up to 0.986 shares of class A stock or 0.986 limited partnership units of BPY.

- (Continued from footnote 2) At this time, the number of shares of class A stock issued to the reporting person in the pre-closing dividend
- (3) was unable to be determined, and for reporting purposes, we have assumed that the reporting person received the maximum number of shares of class A stock that could have been received.
 - (4) Shares of class A Stock received in respect of cancelled shares of time-vesting restricted common stock, pursuant to the Merger Agreement.

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.