

Rouse Properties, Inc.  
Form SC 13D/A  
January 15, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

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

**Rouse Properties, Inc.**

**(Name of Issuer)**

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

**(Title of Class of Securities)**

**779287101**

**(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.**

**Willkie Farr & Gallagher LLP**

**787 Seventh Avenue**

**New York, NY 10019-6099**

**(212) 728-8000**

**January 13, 2014**

**(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.

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\* 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.

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).

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**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

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

**EACH  
REPORTING  
PERSON  
WITH**                    **0  
SHARED VOTING POWER**  
**8**

21,112,935\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

21,112,935\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

21,112,935\*

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

**12**

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

**13**

37.3%\*  
**TYPE OF REPORTING PERSON**

**14**

CO  
\* See Item 5.

2

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**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**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Canada

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

**EACH  
REPORTING  
PERSON  
WITH**                    **0  
SHARED VOTING POWER**  
**8**

21,112,935\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

21,112,935\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

21,112,935\*

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

**12**

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

**13**

37.3%\*  
**TYPE OF REPORTING PERSON**

**14**

CO  
\* See Item 5.

3

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**  
Brookfield Holdings Canada 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

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



**EACH** 0  
**REPORTING** **SHARED VOTING POWER**  
**PERSON**  
**WITH** **8**

4,951,702\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

4,951,702\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

4,951,702\*

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

**12**

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

**13**

8.7%\*  
**TYPE OF REPORTING PERSON**

**14**

CO

\* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**  
Brookfield Asset Management Private Institutional Capital Adviser US, LLC

**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**  
  
Delaware

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

**EACH** 0  
**REPORTING** **SHARED VOTING POWER**  
**PERSON**  
**WITH** **8**

4,951,702\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

4,951,702\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

4,951,702\*

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

**12**

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

**13**

8.7%\*  
**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 to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

5

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**  
Brookfield US Holdings Inc.

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

**2**  
(a)  o  
  
(b)  p  
**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 7 SOLE VOTING POWER  
SHARES**

**BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**

**0  
SHARED VOTING POWER**

**8**

**4,951,702\*  
SOLE DISPOSITIVE POWER**

**9**

**0  
10 SHARED DISPOSITIVE POWER**

**4,951,702\***

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

**4,951,702\***

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

**12**

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

**13**

**8.7%\*  
TYPE OF REPORTING PERSON**

**14**

**CO**

\* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield US Corporation

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

**2**

(a) o

(b) p

**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**

Delaware

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

**REPORTING  
PERSON  
WITH**

**SHARED VOTING POWER**

**8**

4,951,702\*

**SOLE DISPOSITIVE POWER**

**9**

0

**10 SHARED DISPOSITIVE POWER**

4,951,702\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

4,951,702\*

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

**12**

0

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

**13**

8.7%\*

**TYPE OF REPORTING PERSON**

**14**

CO

\* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

**1**

Brookfield Retail Holdings VII 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 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY  
OWNED BY**



**EACH** 0  
**REPORTING** **SHARED VOTING POWER**  
**PERSON**  
**WITH** **8**

2,946,661\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

2,946,661\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

2,946,661\*

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

**12**

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

**13**

5.2%\*

**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 to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

**1**  
Brookfield Retail Holdings II Sub II 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**

**EACH REPORTING PERSON WITH**            **0 SHARED VOTING POWER**  
**8**

1,735,375\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

1,735,375\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

1,735,375\*

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

**12**

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

**13**

3.1%\*

**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 to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

**1**  
Brookfield Retail Holdings III Sub II 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**

**EACH REPORTING PERSON WITH**                    **0 SHARED VOTING POWER**  
**8**

11,539\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

11,539\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

11,539\*

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

**12**

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

**13**

0.02%\*

**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 to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

10

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**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

**1**

Brookfield Retail Holdings IV-A Sub 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

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

**REPORTING  
PERSON  
WITH**

**SHARED VOTING POWER**

**8**

151,726\*

**SOLE DISPOSITIVE POWER**

**9**

0

**10 SHARED DISPOSITIVE POWER**

151,726\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

151,726\*

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

**12**

b

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

**13**

0.3%\*

**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 to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

11

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**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

**1**

Brookfield Retail Holdings IV-B Sub 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 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY  
OWNED BY**



**EACH REPORTING PERSON WITH**            **0 SHARED VOTING POWER**  
**8**

2,653\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

2,653\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

2,653\*

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

**12**

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

**13**

0.01%\*

**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 to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

12

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**SCHEDULE 13D**

**NAMES OF REPORTING PERSONS**

**1**

Brookfield Retail Holdings IV-C Sub 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

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

**REPORTING  
PERSON  
WITH**

**SHARED VOTING POWER**

**8**

51,774\*

**SOLE DISPOSITIVE POWER**

**9**

0

**10 SHARED DISPOSITIVE POWER**

51,774\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

51,774\*

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

**12**

b

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

**13**

0.1%\*

**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 to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

13

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield Retail Holdings IV-D Sub 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 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY  
OWNED BY**

**EACH REPORTING PERSON WITH**            **0 SHARED VOTING POWER**  
**8**

51,974\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

51,974\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

51,974\*

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

**12**

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

**13**

0.1%\*

**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 to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

14

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

New Brookfield Retail Holdings R 2 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 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY  
OWNED BY**

**EACH REPORTING PERSON WITH**                    **0 SHARED VOTING POWER**  
**8**

14,995,702\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

14,995,702\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

14,995,702\*

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

**12**

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

**13**

26.5%\*  
**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 to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield Property 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**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Bermuda

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**SOLE VOTING POWER**

**7**

0

**8**

**SHARED VOTING POWER**



**WITH**

21,112,935\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

21,112,935\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

21,112,935\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

37.3%\*  
**TYPE OF REPORTING PERSON**

**14**

CO  
\* See Item 5.

**16**

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield Property Partners LP

**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**

Bermuda

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>	<b>7</b>	<b>SOLE VOTING POWER</b>	<b>8</b>	<b>SHARED VOTING POWER</b>
	0			

**WITH**

21,112,935\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

21,112,935\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

21,112,935\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

37.3%\*  
**TYPE OF REPORTING PERSON**

**14**

OO  
\* See Item 5.

**17**

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield Property L.P.

**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**

Bermuda

<b>NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON</b>	<b>SOLE VOTING POWER</b>
	<input type="checkbox"/>
	<b>8 SHARED VOTING POWER</b>
	<input type="checkbox"/>

**WITH**

21,112,935\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

21,112,935\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

21,112,935\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

37.3%\*  
**TYPE OF REPORTING PERSON**

**14**

CO  
\* See Item 5.

**18**

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield BPY Holdings 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 REPORTING PERSON</b>	<b>SOLE VOTING POWER</b>
	<input type="radio"/>
	<b>8 SHARED VOTING POWER</b>

**WITH**

21,112,935\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

21,112,935\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

21,112,935\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

37.3%\*  
**TYPE OF REPORTING PERSON**

**14**

CO  
\* See Item 5.

**19**

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

BPY Canada Subholdings 1 ULC

**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 REPORTING</b>	<b>SOLE VOTING POWER</b>
<b>8</b>	<b>SHARED VOTING POWER</b>



**PERSON  
WITH**

21,112,935\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

21,112,935\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

21,112,935\*  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

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

**13**

37.3%\*  
**TYPE OF REPORTING PERSON**

**14**

CO  
\* See Item 5.

**20**

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

BPY Canada Subholdings 3 ULC

**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**

**SHARED VOTING POWER**

**8**

21,112,935\*

**SOLE DISPOSITIVE POWER**

**9**

0

**10 SHARED DISPOSITIVE POWER**

21,112,935\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

21,112,935\*

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

**12**

0

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

**13**

37.3%\*

**TYPE OF REPORTING PERSON**

**14**

CO

\* See Item 5.

21

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

BPY Canada Subholdings 4 ULC

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

**2**

(a) o

(b) p

**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

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

**REPORTING  
PERSON  
WITH**

**SHARED VOTING POWER**

**8**

21,112,935\*

**SOLE DISPOSITIVE POWER**

**9**

0

**10 SHARED DISPOSITIVE POWER**

21,112,935\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

21,112,935\*

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

**12**

0

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

**13**

37.3%\*

**TYPE OF REPORTING PERSON**

**14**

CO

\* See Item 5.

22

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**  
BPY Canada Subholdings 2 ULC

**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

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

**EACH  
REPORTING  
PERSON  
WITH**                    **0  
SHARED VOTING POWER  
8**

21,112,935\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

21,112,935\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

21,112,935\*

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

**12**

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

**13**

37.3%\*  
**TYPE OF REPORTING PERSON**

**14**

CO  
\* See Item 5.

23

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**  
Brookfield BPY Retail Holdings I LLC

**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**  
  
Delaware

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



**EACH  
REPORTING  
PERSON  
WITH**                    **0  
SHARED VOTING POWER  
8**

21,112,935\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

21,112,935\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

21,112,935\*

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

**12**

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

**13**

37.3%\*  
**TYPE OF REPORTING PERSON**

**14**

OO  
\* See Item 5.

24

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield BPY Retail Holdings Sub I 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 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY  
OWNED BY**

**EACH** 0  
**REPORTING** **SHARED VOTING POWER**  
**PERSON**  
**WITH** **8**

1,165,531\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

1,165,531\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

1,165,531\*

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

**12**

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

**13**

2.1%\*

**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 to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

25

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**

Brookfield BPY 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**

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**

Delaware

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

**REPORTING  
PERSON  
WITH**

**SHARED VOTING POWER**

**8**

19,947,404\*

**SOLE DISPOSITIVE POWER**

**9**

0

**10 SHARED DISPOSITIVE POWER**

19,947,404\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

19,947,404\*

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

**12**

0

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

**13**

37.3%\*

**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 to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

26

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**SCHEDULE 13D**

**NAME OF REPORTING PERSONS**

**1**  
BPY Retail III LLC

**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**  
  
Delaware

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

**EACH REPORTING PERSON WITH**                      **0 SHARED VOTING POWER**  
**8**

4,951,702\*  
**SOLE DISPOSITIVE POWER**

**9**

0  
**10 SHARED DISPOSITIVE POWER**

4,951,702\*

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON**

**11**

4,951,702\*

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

**12**

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

**13**

8.7%\*  
**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 to beneficially own the 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 37.3% of the shares of Common Stock. See Item 5.

27

**EXPLANATORY NOTE**

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this "Amendment No. 8") amends the Schedule 13D filed on January 23, 2012 (the "Original Schedule 13D") and amended on March 12, 2012 ("Amendment No. 1"), March 20, 2012 ("Amendment No. 2"), January 3, 2013 ("Amendment No. 3"), April 16, 2013 ("Amendment No. 4"), August 9, 2013 ("Amendment No. 5"), November 5, 2013 ("Amendment No. 6"), and January 8, 2014 ("Amendment No. 7") (the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7 and this Amendment No. 8 are collectively referred to herein as the "Schedule 13D"). This Amendment No. 8 relates to the common stock, par value \$0.01 per share ("Common Stock"), of Rouse Properties, Inc., a Delaware corporation (the "Company").

**Item 5. Purpose of the Transaction.**

Item 5(a)-(c) of the Schedule 13D is hereby amended in its entirety as follows:

(a)-(b) As of the close of business on January 13, 2014, the Investment Vehicles directly held and beneficially owned the shares of Common Stock indicated on the following table. Each of the Investment Vehicles shares voting and investment power as indicated in the paragraphs below the table. All calculations of percentages of beneficial ownership in this Item 5 and elsewhere in this Schedule 13D are based on the 56,648,436 shares of Common Stock reported by the Company as outstanding as of January 13, 2014 following the Offering in its prospectus supplement pursuant to Rule 424(b)(5) filed with the Securities and Exchange Commission on January 8, 2014 (not including the 1,050,000 shares of Common Stock subject to the underwriters' option to purchase additional shares of Common Stock in connection with the Offering).

Investment Vehicle Common Stock Beneficial Ownership

BRH VII	2,946,661	5.2%
BRH II Sub	1,735,375	3.1%
BRH III Sub	11,539	0.02%
BRH IV-A Sub	151,726	0.3%
BRH IV-B Sub	2,653	0.01%
BRH IV-C Sub	51,774	0.1%
BRH IV-D Sub	51,974	0.1%

As managing member or general partner, as applicable, of each of the Investment Vehicles, BAMPIC US may be deemed to beneficially own all shares of Common Stock owned by each of the Investment Vehicles, consisting of 4,951,702 shares of Common Stock, representing 8.7% of the Common Stock. As direct and indirect controlling persons of BAMPIC US, each of BUSHI, BUSC, BHC and Brookfield may be deemed to share with BAMPIC US



beneficial ownership of such shares of Common Stock.

BPY III is the controlling non-managing member of each Investment Vehicle. BPY III may be deemed to share voting and investment power with respect to the 4,951,702 shares of Common Stock owned by the Investment Vehicles, representing approximately 8.7% of the shares of the Common Stock. As direct and indirect controlling persons of BPY III, each of BPY Holdings II, BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BPY III beneficial ownership of such shares of Common Stock and Warrants.

As of the close of business on November 1, 2013, BRH R 2 directly held 14,995,702 shares of Common Stock, representing approximately 26.5% of the shares of Common Stock. As direct and indirect controlling persons of BRH R 2, each of BPY Holdings II, BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BRH R 2 beneficial ownership of such shares of Common Stock.

As of the close of business on November 1, 2013, BPY New SPE directly held 1,165,531 shares of Common Stock, representing 2.1% of the Common Stock. As direct and indirect controlling persons of BPY New SPE, each of BPY Holdings I, CanHoldco, CanHoldco 2, CanHoldco 3, CanHoldco 4, CanHoldco 1, Holding LP, BPY, BP Partners Limited, Partners Limited and Brookfield may be deemed to share with BPY New SPE beneficial ownership of such shares of Common Stock.

None of the Reporting Persons has sole voting or investment power with respect to any shares of Common Stock.

By virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, the Reporting Persons may be deemed to constitute a “group” within the meaning of Section 13(d)(3) under the Act and Rule 13d-5(b)(1) thereunder and each member of the “group” may be deemed to beneficially own all shares of Common Stock held by all members of the “group.” Accordingly, each of the Reporting Persons may be deemed to beneficially own 21,112,935 shares of Common Stock, constituting beneficial ownership of 37.3% of the shares of the Common Stock. Each of the Investment Vehicles and other Reporting Persons directly holding shares of Common Stock expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock held by each of the other Investment Vehicles and Reporting Persons.

By virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, Future Fund may be deemed to be members of a “group” with the Reporting Persons. Future Fund is not a Reporting Person on this Schedule 13D, and any obligations it may have under Section 13(d) of the Act would have to be satisfied on one or more separate filings. To the extent that Future Fund beneficially owns shares of Common Stock that are not held by BRH II Sub, the Reporting Persons may be deemed to beneficially own any such shares of Common Stock, but expressly disclaim, to the extent permitted by applicable law, beneficial ownership thereof.

(c) Except as otherwise described in Item 4 of Amendment No. 7, none of the Reporting Persons, nor, to their knowledge, any of the Scheduled Persons, has effected any transaction in Common Stock during the past sixty days.

#### **Item 7. Material To Be Filed as Exhibits**

Item 7 of Schedule 13D is hereby amended to include the following (which was inadvertently omitted from Amendment No. 7):

Exhibit 23            Form of Lock-up Agreement

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 15, 2014 **BROOKFIELD ASSET  
MANAGEMENT INC.**

By: /s/ A.J. Silber  
Name: A.J. Silber  
Title: Vice President

By: /s/ Joseph Freedman  
Name: Joseph Freedman

Title: Senior Managing Partner

Dated: January 15, 2014 **PARTNERS  
LIMITED**

By: /s/ Derek Gorgi  
Name: Derek Gorgi  
Title: Secretary

Dated: January 15, 2014 **Brookfield  
Asset  
Management  
Private  
Institutional  
Capital  
Adviser US,  
LLC**

By: /s/ David  
J. Stalter  
Name: David  
J. Stalter

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Title: Director

By: /s/ Mark

Srulowitz

Name:

Mark

Srulowitz

Title:

Secretary

Dated: January 15, 2014 **BROOKFIELD HOLDINGS CANADA INC.**

By: /s/ A.J. Silber

Name: A.J. Silber

Title: Vice President

By: /s/ Aleks Novakovic

Name: Aleks Novakovic

Title: Vice President

Dated: January 15, 2014 **BROOKFIELD  
PROPERTY  
PARTNERS  
LIMITED**

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary

Dated: January 15, 2014 **Brookfield Property  
PARTNERS LP**

By: Brookfield  
Property Partners  
Limited, its general  
partner

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary

**Brookfield Property  
L.P.**

Dated: January 15, 2014

By: Brookfield  
Property Partners LP,  
its general partner

By: Brookfield  
Property Partners  
Limited, its general  
partner

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary

**BROOKFIELD BPY  
HOLDINGS INC.**

Dated: January 15, 2014

By: /s/ John  
Stinebaugh  
Name: John  
Stinebaugh  
Title: Vice  
President

Dated: January 15, 2014 **BPY Canada Subholdings 1 ULC**

By: /s/ John Stinebaugh  
Name: John Stinebaugh  
Title: Director

**BPY Canada Subholdings 3 ULC**

Dated: January 15, 2014

By: /s/ John Stinebaugh  
Name: John Stinebaugh  
Title: Director

Dated: January 15, 2014 **BPY Canada Subholdings 4 ULC**

By: /s/ John Stinebaugh  
Name: John Stinebaugh  
Title: Director

Dated: January 15, 2014 **BPY Canada Subholdings 2 ULC**

By: /s/ John Stinebaugh  
Name: John Stinebaugh  
Title: Director

Dated: January 15, 2014 **BROOKFIELD BPY RETAIL HOLDINGS I LLC**

By: /s/ Jane Sheere  
Name: Jane Sheere  
  
Title: Secretary

**Brookfield BPY Retail Holdings II LLC**

Dated: January 15, 2014

By: /s/ John Stinebaugh  
Name: John Stinebaugh  
Title: President & Chief Financial Officer

Dated: January 15, 2014 **BPY Retail III LLC**

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary



Dated: January 15, 2014 **Brookfield Retail Holdings VII LLC**

By: /s/ Gregory N. McConnie  
Name: Gregory N. McConnie  
Title: Director

Dated: January 15, 2014 **NEW BROOKFIELD RETAIL  
HOLDINGS R 2 LLC**

By: /s/ John Stinebaugh  
Name: John Stinebaugh  
Title: President & Chief Financial Officer

Dated: January 15, 2014 **BROOKFIELD RETAIL  
HOLDINGS II SUB II  
LLC**

By: Brookfield Asset  
Management Private  
Institutional Capital  
Adviser US, LLC

By: /s/ David J. Stalter  
Name: David J. Stalter  
Title: Director

By: /s/ Mark Srulowitz  
Name: Mark Srulowitz  
Title: Secretary

Dated: January 15, 2014 **BROOKFIELD RETAIL  
HOLDINGS III SUB II  
LLC**

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By: Brookfield Asset  
Management Private  
Institutional Capital  
Adviser US, LLC

By: /s/ David J. Stalter  
Name: David J. Stalter  
Title: Director

By: /s/ Mark Srulowitz  
Name: Mark Srulowitz  
Title: Secretary

Dated: January 15, 2014 **BROOKFIELD RETAIL  
HOLDINGS IV-A SUB II  
LLC**

By: Brookfield Asset  
Management Private  
Institutional Capital  
Adviser US, LLC

By: /s/ David J. Stalter  
Name: David J. Stalter  
Title: Director

By: /s/ Mark Srulowitz  
Name: Mark Srulowitz  
Title: Secretary

Dated: January 15, 2014 **BROOKFIELD RETAIL  
HOLDINGS IV-B SUB II  
LLC**

By: Brookfield Asset  
Management Private  
Institutional Capital  
Adviser US, LLC

By: /s/ David J. Stalter  
Name: David J. Stalter  
Title: Director

By: /s/ Mark Srulowitz  
Name: Mark Srulowitz  
Title: Secretary

Dated: January 15, 2014 **BROOKFIELD RETAIL  
HOLDINGS IV-C SUB II  
LLC**

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By: Brookfield Asset  
Management Private  
Institutional Capital  
Adviser US, LLC

By: /s/ David J. Stalter  
Name: David J. Stalter  
Title: Director

By: /s/ Mark Srulowitz  
Name: Mark Srulowitz  
Title: Secretary

Dated: January 15, 2014 **BROOKFIELD RETAIL  
HOLDINGS IV-D SUB II  
LLC**

By: Brookfield Asset  
Management Private  
Institutional Capital  
Adviser US, LLC

By: /s/ David J. Stalter  
Name: David J. Stalter  
Title: Director

By: /s/ Mark Srulowitz  
Name: Mark Srulowitz  
Title: Secretary

Dated: January 15, 2014 **Brookfield US Holdings Inc.**

By: /s/ David J. Stalter  
Name: David J. Stalter  
Title: Director

Dated: January 15, 2014 **Brookfield US Corporation**

By: /s/ Michelle Campbell  
Name: Michelle Campbell  
Title: Secretary

Dated: January 15, 2014 **BROOKFIELD BPY RETAIL HOLDINGS SUB I LLC**

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary