

Brookfield Residential Properties Inc.
Form SC 13D/A
December 24, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 5)

Brookfield Residential Properties Inc.

(Name of Issuer)

Common Shares, no par value

(Title of Class of Securities)

11283W

(CUSIP Number)

A.J. Silber

Brookfield Asset Management Inc.

Brookfield Place, Suite 300

181 Bay Street, P.O. Box 762

Toronto, Ontario M5J 2T3

Tel: (416) 956-5182

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

December 23, 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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7(b) 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.

The information required on the remainder of this cover page shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the 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).

(Continued on following pages)

SCHEDULE 13D

CUSIP No. 11283W

1 Names of reporting persons

BROOKFIELD ASSET MANAGEMENT INC.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

OO

5 Check Box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

ONTARIO

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 81,493,112 Shares of Common Stock
9 Sole dispositive power

person

with 0

10 Shared dispositive power

81,493,112 Shares of Common Stock

11 Aggregate amount beneficially owned by each reporting person

81,493,112 Shares of Common Stock

12 Check Box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

Approximately 69.4% of the Outstanding Shares of Common Stock

14 Type of reporting person

CO

SCHEDULE 13D

CUSIP No. 11283W

1 Names of reporting persons

PARTNERS LIMITED

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

OO

5 Check Box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

ONTARIO

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Approximately 69.4% of the Outstanding Shares of Common Stock

14 Type of reporting person

CO

EXPLANATORY NOTE

This Amendment No. 5 (this Amendment No. 5) to Schedule 13D is being filed to reflect the proposed acquisition (the Proposed Acquisition) by Brookfield Asset Management Inc. (Brookfield) of all of the common shares (Common Shares) of Brookfield Residential Properties Inc. (Brookfield Residential) that it does not currently own. Information reported in the original Schedule 13D remains in effect except to the extent that it is amended or superseded by information contained in this Amendment No. 5.

2. Identity and Background.

(f) Set forth on Schedules I and II hereto are the citizenships of each of the directors and executive officers of each of Brookfield and Partners, respectively.

4. Purpose of Transaction.

Item 4 of this Schedule 13D is hereby supplemented as follows:

On December 23, 2014, Brookfield and Brookfield Residential issued a joint press release (the Press Release) announcing that it has entered into a definitive arrangement agreement dated December 23, 2014 (the Arrangement Agreement), pursuant to which Brookfield will acquire the approximately 30.6% of Common Shares of Brookfield Residential that it does not own (approximately 35.9 million shares) for \$24.25 cash per share by way of a court-approved plan of arrangement under Ontario law (the Arrangement). The implementation of the Arrangement is subject to the approval of at least two-thirds of the votes cast at the special meeting to consider the Arrangement by Brookfield Residential shareholders present in person or by proxy and by a majority of the votes cast by Brookfield Residential shareholders other than Brookfield Asset Management and its affiliates. Completion of the Arrangement is also subject to certain customary conditions, including the approval of the Ontario Superior Court of Justice. The foregoing description of the Arrangement Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Arrangement Agreement. The Press Release and the Arrangement Agreement are filed with this Schedule 13D as Exhibit 9 and Exhibit 10, respectively, and are incorporated herein by reference.

7. Material to be Filed as Exhibits.

Item 7 of this Schedule 13D is hereby amended to add the following exhibits:

- | | |
|------------|--|
| Exhibit 9 | Press Release dated December 23, 2014 (incorporated by reference to Exhibit 99.1 of Brookfield's Form 6-K dated December 24, 2014) |
| Exhibit 10 | Arrangement Agreement dated December 23, 2014 |

SIGNATURE

After reasonable inquiry and to the best of each undersigned's knowledge and belief, the undersigned certifies as to itself that the information set forth in this statement is true, complete and correct.

Dated: December 24, 2014

**BROOKFIELD ASSET MANAGEMENT
INC.**

By: /s/ Brian D. Lawson
Name: Brian D. Lawson
Title: Senior Managing Partner and CFO

By: /s/ A.J. Silber
Name: A.J. Silber
Title: VP, Legal Affairs

Dated: December 24, 2014

PARTNERS LIMITED

By: /s/ Brian D. Lawson
Name: Brian D. Lawson
Title: President

By: /s/ Loretta M. Corso
Name: Loretta M. Corso
Title: Secretary

SCHEDULE I

Brookfield Asset Management Inc.

| Name and Position of Officer or Director | Principal Business Address | Principal Occupation or Employment | Citizenship |
|--|---|--|--------------------|
| Jeffrey M. Blidner, Senior Managing Partner | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada | Senior Managing Partner of Brookfield | Canada |
| Jack L. Cockwell, Director | 51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1, Canada | Group Chair of Brookfield | Canada |
| Marcel R. Coutu, Director | 335 8 th Avenue SW, Suite 1700 Calgary, Alberta T2P 1C9, Canada | Former President and Chief Executive Officer of Canadian Oil Sands Limited | Canada |
| J. Bruce Flatt, Director and Senior Managing Partner and Chief Executive Officer | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada | Senior Managing Partner and Chief Executive Officer of Brookfield | Canada |
| Maureen Kempston Darkes, Director | c/o 21 Burkebrook Place, Apt. 712, Toronto, Ontario M4G 0A2, Canada | Formerly GM Group Vice-President | Canada |
| Robert J. Harding, Director | Brookfield Global Infrastructure Advisory Board 181 Bay Street, Suite 300, Brookfield Place, Toronto, Ontario M5J 2T3, Canada | Past Chairman of Brookfield | Canada |
| David W. Kerr, Director | c/o 51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1, Canada | Chairman of Halmont Properties Corp. | Canada |
| Brian D. Lawson, Senior Managing Partner and Chief Financial Officer | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada | Senior Managing Partner and Chief Financial Officer of Brookfield | Canada |
| Lance Liebman, Director | Columbia Law School 435 West 116th Street New York, New York 10027 7297, U.S.A. | William S. Beinecke Professor of Law | U.S.A. |
| Philip B. Lind, Director | Rogers Communications Inc. | Vice-Chairman of Rogers Communications Inc. | Canada |

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| | | | |
|---|---|--|-----------------------|
| | 333 Bloor Street East, 10th Floor, Toronto, Ontario M4W 1G9, Canada | | |
| Frank J. McKenna, Director | TD Bank Group, P.O. Box 1, TD Centre, 66 Wellington St. West, 4th Floor, TD Tower, Toronto, Ontario M5K 1A2, Canada | Chair of Brookfield and Deputy Chair of TD Bank Group | Canada |
| George E. Myhal, Senior Managing Partner | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada | Senior Managing Partner of Brookfield | Canada |
| Youssef A. Nasr, Director | P.O. Box 16 5927, Beirut, Lebanon | Formerly Chief Executive Officer of HSBC Bank Middle East Limited | Lebanon and U.S.A. |
| Lord Augustine Thomas O Donnell | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada | Former Cabinet Secretary and Head of the British Civil Service | United Kingdom |
| James A. Pattison, Director | The Jim Pattison Group, 1800 1067 West Cordova Street, Vancouver, B.C. V6C 1C7, Canada | Chairman, President and Chief Executive Officer of The Jim Pattison Group | Canada |
| Samuel J.B. Pollock, Senior Managing Partner | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada | Senior Managing Partner of Brookfield | Canada |
| Ngee Huat Seek, Director | 168 Robinson Road #37 01 Capital Tower Singapore 068912 | Former Chairman of the Latin American Business Group, Government of Singapore Investment Corporation | Singaporean |
| Diana L. Taylor, Director | Wolfensohn & Company L.L.C. 1350 Avenue of the Americas, Suite 2900 New York, N.Y. 10019 | Managing Director, Wolfensohn & Company L.L.C. | U.S.A. |
| George S. Taylor, Director | c/o R.R. #3, 4675 Line 3, St. Marys, Ontario N4X 1C6, Canada | Corporate Director of Brookfield | Canada |
| A.J. Silber, Vice-President, Legal Affairs and Corporate Secretary | 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada | Vice-President, Legal Affairs and Corporate Secretary of Brookfield | Canada |

SCHEDULE II

Partners Limited

| Name and Position of Officer or Director | Principal Business Address | Principal Occupation or Employment | Citizenship |
|---|--|--|--------------------|
| Jack. L. Cockwell, Director and Chairman | 51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada | Group Chair of Brookfield | Canada |
| J. Bruce Flatt, Director | Brookfield Asset Management, Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada | Senior Managing Partner and Chief Executive Officer of Brookfield | Canada |
| David W. Kerr, Director | c/o 51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada | Chairman of Halmont Properties Corp. | Canada |
| Brian D. Lawson, Director and President | Brookfield Asset Management, Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada | Senior Managing Partner and Chief Financial Officer of Brookfield | Canada |
| George E. Myhal, Director | Brookfield Investment Management Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada | Senior Managing Partner | Canada |
| Timothy R. Price, Director | c/o 51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada | Chairman, Brookfield Funds | Canada |
| Samuel J.B. Pollock, Director | Brookfield Asset Management, Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada | Senior Managing Partner | Canada |
| Tony E. Rubin, Treasurer | Brookfield Asset Management, Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada | Accountant | Canada |