

BPG Holdings Group Inc.

Form 4

August 29, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BPG Holdings Group Inc.

2. Issuer Name **and** Ticker or Trading
Symbol
Brookfield Property REIT Inc.
[GGP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
181 BAY STREET, SUITE 300,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2018

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☒ Other (specify below)
Director by deputization ***

TORONTO, A6 M5J 2T3

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Class B Stock, par value \$0.01 per share	08/27/2018		A	124,985,577	A <u>(10)</u> 124,985,577	I	See Footnote (1) (10)
Class B Stock, par value \$0.01	08/27/2018		A	351,958	A <u>(10)</u> 351,958	I	See Footnote (2) (10)

per share								
Class B Stock, par value \$0.01 per share	08/27/2018	A	12,989,228	A	<u>(10)</u>	12,989,228	I	See Footnote (3) <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	24,063,298	A	<u>(10)</u>	24,063,298	I	See Footnote (4) <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	53,000,412	A	<u>(10)</u>	53,000,412	I	See Footnote (5) <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	6,985,772	A	<u>(10)</u>	6,985,772	I	See Footnote (6) <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	70,114,877	A	<u>(10)</u>	70,114,877	I	See Footnote (7) <u>(10)</u>
Class B Stock, par value \$0.01 per share	08/27/2018	A	28,573,419	A	<u>(10)</u>	28,573,419	I	See Footnote (8) <u>(10)</u>
Class B Stock, par	08/27/2018	A	2,577,297	A	<u>(10)</u>	2,577,297	I	See Footnote (9) <u>(10)</u>

value
\$0.01
per
share

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 displays a currently valid OMB control number.

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series B Preferred Stock	(10)	08/27/2018		D	124,985,577	(10)	(10)	Common Stock	124,985,577
Series B Preferred Stock	(10)	08/27/2018		D	351,958	(10)	(10)	Common Stock	351,958
Series B Preferred Stock	(10)	08/27/2018		D	12,989,228	(10)	(10)	Common Stock	12,989,228
Series B Preferred Stock	(10)	08/27/2018		D	24,063,298	(10)	(10)	Common Stock	24,063,298
Series B Preferred Stock	(10)	08/27/2018		D	53,000,412	(10)	(10)	Common Stock	53,000,412
Series B Preferred Stock	(10)	08/27/2018		D	6,985,772	(10)	(10)	Common Stock	6,985,772
Series B Preferred Stock	(10)	08/27/2018		D	70,114,877	(10)	(10)	Common Stock	70,114,877
Series B Preferred Stock	(10)	08/27/2018		D	28,573,419	(10)	(10)	Common Stock	28,573,419

Series B Preferred Stock	(10)	08/27/2018	D	2,577,297	(10)	(10)	Common Stock	2,577,297
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BPG Holdings Group Inc. 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3	X	X		Director by deputization ***
BPG Holdings Group (US) Holdings Inc. 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3	X	X		Director by deputization
Brookfield Property Partners Ltd 73 FRONT STREET 5TH FLOOR HAMILTON, D0 HM 12	X	X		Director by deputization
Brookfield Property Partners L.P. 73 FRONT STREET, 5TH FLOOR HAMILTON, D0 HM 12	X	X		Director by deputization
Brookfield Property LP 73 FRONT STREET 5TH FLOOR HAMILTON, D0 HM 12	X	X		Director by deputization
BPGH Sub Inc. 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3	X	X		Director by deputization

Signatures

BPG Holdings Group Inc. /s/ Sujoy Gupta, Vice President	08/29/2018
__Signature of Reporting Person	Date
BPG Holdings Group (US) Holdings Inc. /s/ Sujoy Gupta, Vice President	08/29/2018
__Signature of Reporting Person	Date
Brookfield Property Partners Limited /s/ Jane Sheere, Secretary	08/29/2018
__Signature of Reporting Person	Date
Brookfield Property Partners L.P. By: Brookfield Property Partners Limited, its general partner /s/ Jane Sheere, Secretary	08/29/2018
__Signature of Reporting Person	Date
Brookfield Property L.P. By: Brookfield Property Partners L.P., its managing general partner By: Brookfield Property Partners Limited, its general partner /s/ Jane Sheere, Secretary	08/29/2018
__Signature of Reporting Person	Date
BPGH Sub Inc. /s/ Sujoy Gupta, Vice President	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).
- (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.

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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