

Rouse Properties, Inc.
Form 4/A
July 08, 2016

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

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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**BROOKFIELD ASSET
MANAGEMENT INC.**

(Last) (First) (Middle)

**BROOKFIELD PLACE, 181 BAY
ST, STE 300, PO BOX 762**

(Street)

TORONTO, A6 M5J2T3

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Rouse Properties, Inc. [RSE]

3. Date of Earliest Transaction
(Month/Day/Year)
07/06/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/12/2012

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Series I Preferred Stock Par Value \$0.01	07/08/2016		J ⁽¹⁾⁽²⁾	193,876.25	D ⁽¹⁾ ₍₂₎ 0	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock Par Value \$0.01	07/08/2016		J ⁽³⁾	499	A ⁽³⁾ 1,499	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock Par Value	07/08/2016		J ⁽⁴⁾	1,499	D ⁽⁴⁾ 0 ⁽⁴⁾	I	See footnote <u>(4)</u>

\$0.01

LLC

Interests of

Rouse 07/08/2016

J⁽⁴⁾

1,000

A

(4)

1,000

I

Properties,

LLC

See

footnote

(4)

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

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SEC 1474

(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

BROOKFIELD ASSET MANAGEMENT INC.
BROOKFIELD PLACE, 181 BAY ST, STE 300
PO BOX 762
TORONTO, A6 M5J2T3

X

Partners Ltd
181 BAY STREET
BROOKFIELD PLACE, SUITE 300
TORONTO, A6 M5J2T3

X

Brookfield Property Partners Ltd
BROOKFIELD PLACE
250 VESEY STREET, 15TH FLOOR

X

NEW YORK, NY 10281

Brookfield Holdings Canada Inc.
BROOKFIELD PLACE
250 VESEY STREET, 15TH FLOOR
NEW YORK, NY 10281

X

Brookfield US Holdings Inc.
BROOKFIELD PLACE
250 VESEY STREET, 15TH FLOOR
NEW YORK, NY 10281

X

Brookfield US Corp
BROOKFIELD PLACE
250 VESEY STREET, 15TH FLOOR
NEW YORK, NY 10281

X

Signatures

/s/ A.J. Silber, Vice President, Legal Affairs, BROOKFIELD ASSET MANAGEMENT INC.

07/08/2016

__Signature of Reporting Person

Date

/s/ Brian D. Lawson, Director, /s/ Tony Rubin, Treasurer, PARTNERS LIMITED

07/08/2016

__Signature of Reporting Person

Date

/s/ Jane Sheere, Secretary, BROOKFIELD PROPERTY PARTNERS LIMITED

07/08/2016

__Signature of Reporting Person

Date

/s/ A.J. Silber, Vice President, BROOKFIELD HOLDINGS CANADA INC.

07/08/2016

__Signature of Reporting Person

Date

/s/ A.J. Silber, Director, BROOKFIELD US HOLDINGS INC.

07/08/2016

__Signature of Reporting Person

Date

/s/ Mark Srulowitz, President, BROOKFIELD US CORP

07/08/2016

__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).

On July 6, 2016, pursuant to the Agreement and Plan of Merger by and among Rouse Properties, Inc. ("Rouse"), BSREP II Retail Pooling LLC ("Parent"), BSREP II Retail Holdings Corp. ("Acquisition Sub") and, solely for purposes of Section 10.14 therein, Brookfield Strategic Real Estate Partners II-A L.P., Brookfield Strategic Real Estate Partners II-A (ER) L.P., Brookfield Strategic Real Estate Partners II-B L.P., Brookfield Strategic Real Estate Partners II-C L.P., Brookfield Strategic Real Estate Partners II-C (ER) L.P. and Brookfield Strategic Real Estate Partners II BPY Borrower L.P., dated February 25, 2016 (the "Merger Agreement"), Acquisition Sub was merged with and into Rouse (the "Merger"), with Rouse surviving the Merger as the surviving corporation and a subsidiary of Parent (the "Surviving Corporation").

- (1) Upon the consummation of the Merger, each outstanding share of Series I Preferred Stock of Rouse Properties, Inc. was converted into 0.01 shares of Series I Preferred Stock of the Surviving Corporation and each share of common stock of Rouse was cancelled and each of the 1,000 outstanding shares of Acquisition Sub were converted into a share of common stock of the Surviving Corporation.
- (2) Consequently, following the consummation of the Merger, BAM beneficially owned, through the Reporting Owners and Parent, 193,876.25 shares of Series I Preferred Stock of the Surviving Corporation and 1,000 shares of common stock of the Surviving Corporation. A copy of the Merger Agreement is filed as Annex A to Rouse's Proxy Statement on Form 14A filed on May 27, 2016.
- (3) On July 8, 2016, in connection with and prior to the conversion of Rouse from a corporation to limited liability company (the "Conversion"), BSREP II Retail Pooling LLC, an indirect subsidiary of the Reporting Owners ("Parent"), contributed to Rouse

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193,876.25 shares of Series I Preferred Stock of Rouse (the "Exchange Shares") in exchange for the issuance by Rouse to Parent of 499 shares of common stock of Rouse, par value \$0.01 (the "Exchange"). Following the Exchange, the Exchange Shares were cancelled and BAM, through the Reporting Owners and Parent, indirectly held 1,499 shares of common stock of Rouse.

- (4) On July 8, 2016, upon the consummation of the Conversion, each of the 1,499 shares of common stock of Rouse held indirectly by BAM was converted into 1,000 limited liability company interests of Rouse Properties, LLC.

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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