

General Growth Properties, Inc.

Form 3

April 16, 2013

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

BPY Retail III LLC

(Last) (First) (Middle)

4 BROOKFIELD PLACE, 250  
VESEY STREET

(Street)

NEW YORK, NY 10281

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

04/12/2013

3. Issuer Name and Ticker or Trading Symbol  
General Growth Properties, Inc. [GGP]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner☐ Officer ☒ Other

(give title below) (specify below)

Director by deputization\*\*\*

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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, Par Value \$0.01 per share	79,094,965	I	See Footnotes (1) (8)
Common Stock, Par Value \$0.01 per share	53,879,801	I	See Footnotes (2) (8)
Common Stock, Par Value \$0.01 per share	61,803,287	I	See Footnotes (3) (8)
Common Stock, Par Value \$0.01 per share	7,108,442	I	See Footnotes (4) (8)
Common Stock, Par Value \$0.01 per share	14,195,099	I	See Footnotes (5) (8)
Common Stock, Par Value \$0.01 per share	4,755,658	I	See Footnotes (6) (8)
Common Stock, Par Value \$0.01 per share	4,777,095	I	See Footnotes (7) (8)

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

SEC 1473 (7-02)

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information contained in this form are not  
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	20,997,838	\$ <u>(9)</u>	I	See Footnotes <u>(1)</u> <u>(8)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	14,408,735	\$ <u>(9)</u>	I	See Footnotes <u>(2)</u> <u>(8)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	16,527,664	\$ <u>(9)</u>	I	See Footnotes <u>(3)</u> <u>(8)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	1,910,902	\$ <u>(9)</u>	I	See Footnotes <u>(4)</u> <u>(8)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	3,814,096	\$ <u>(9)</u>	I	See Footnotes <u>(5)</u> <u>(8)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	1,277,803	\$ <u>(9)</u>	I	See Footnotes <u>(6)</u> <u>(8)</u>
Warrants to acquire Common Stock	11/09/2010	11/09/2017	Common Stock	1,277,803	\$ <u>(9)</u>	I	See Footnotes <u>(7)</u> <u>(8)</u>

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BPY Retail III LLC  
4 BROOKFIELD PLACE  
250 VESEY STREET  
NEW YORK, NY 10281

Â X      Â X      Â      Director by deputization\*\*\*

## Signatures

By Michelle Campbell, Assistant Secretary of BPY Retail III LLC /s/ Michelle Campbell

04/16/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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.

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- (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.

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**Remarks:**

\*\*\*^ Cyrus^ Madon,^ a^ Senior^ Managing^ Partner^ of^ Brookfield^ Asset^ Management^ Inc.,^ a^ corporation^ f

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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