

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):
February 7, 2019

Brookfield Property REIT Inc.
(Exact name of registrant as specified in its charter)

Delaware **001-34948** **27-2963337**
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

250 Vesey Street, 15th Floor, New York, NY 10281
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(212) 417-7000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2.):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☒ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act or Rule 12b-2 of the Exchange Act.

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01.

Regulation FD Disclosure.

On February 7, 2019, Brookfield Property Partners L.P. issued a press release announcing Brookfield Property REIT Inc.'s (the "Company") intention to launch a tender offer to repurchase shares of its class A stock, par value \$0.01 per share, at a price of at least \$19.00 per share but no more than \$21.00 per share.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01, including Exhibit 99.1, is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall the information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Item 8.01 Other Events.

Important Information and Where to Find It

This Current Report on Form 8-K is for informational purposes only and is neither an offer to buy nor the solicitation of an offer to sell any securities of the Company. The tender offer will be made only pursuant to an offer to purchase, a letter of transmittal, and related materials that the Company intends to distribute to its stockholders and file with the Securities and Exchange Commission (the "SEC").

Forward Looking Statements

This Current Report on Form 8-K contains forward-looking statements which are based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. Words such as "may," "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "would," "could," "objectives," "strategies," "goals," and variations of these words and similar expressions are intended to identify forward-looking statements. Actual results may differ materially from those expressed in these forward-looking statements, and you should not place undue reliance on any such statements. Factors that could cause actual results to vary materially from those expressed in forward-looking statements include the Company's ability to complete the anticipated tender offer in a timely manner or at all, as well as the risk factors included in the section of the Company's Form 10-K filed with the SEC and updated on Form 10-Q entitled "Risk Factors." Forward-looking statements in this

Current Report speak only as of the date on which such statements were made and, except as required by law, the Company undertakes no obligation to update any such statements that may become untrue because of subsequent events.

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No. Description

<u>99.1</u>	<u>Brookfield Property Partners L.P. Press Release dated February 7, 2019.</u>
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BROOKFIELD PROPERTY
REIT INC.**

Date: February 8, 2019 By: /s/ Michelle Campbell
Name: Michelle Campbell
Title: Secretary