

General Growth Properties, Inc.
Form SC 13D/A
September 11, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 6)

General Growth Properties, Inc.
(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE
(Title of Class of Securities)

370023103
(CUSIP Number)

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Telephone: (416) 956-5182
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

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787 Seventh Avenue
New York, NY 10019-6099
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September 10, 2012
(Date of Event Which Requires Filing of This Statement)

Edgar Filing: General Growth Properties, Inc. - Form SC 13D/A

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 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 purpose of Section 18 of the Securities Exchange Act of 1934 ("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).

CUSIP No. 370023103

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 Brookfield Retail Holdings LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

o
 CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

NUMBER OF
 SHARES

SHARED VOTING POWER

BENEFICIALLY
 OWNED BY

8

305,465,050*

EACH
 REPORTING

9

SOLE DISPOSITIVE POWER

PERSON
 WITH

10

0

SHARED DISPOSITIVE POWER

305,465,050*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

305,465,050*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

30.5%*

14 TYPE OF REPORTING PERSON

OO

* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 305,465,050 shares of Common Stock, representing 30.5% of the shares of Common Stock. The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 Brookfield Retail Holdings II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

SOURCE OF FUNDS

4 WC
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

o
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

		SOLE VOTING POWER
	7	0
NUMBER OF		SHARED VOTING POWER
SHARES		
BENEFICIALLY	8	305,465,050*
OWNED BY		SOLE DISPOSITIVE POWER
EACH		
REPORTING	9	0
PERSON		SHARED DISPOSITIVE POWER
WITH		
	10	305,465,050*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 305,465,050*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 30.5%*

TYPE OF REPORTING PERSON

14 OO

* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 305,465,050 shares of Common Stock, representing 30.5% of the shares of Common Stock. The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 Brookfield Retail Holdings III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

SOURCE OF FUNDS

4 WC
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

o
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

		SOLE VOTING POWER
	7	0
NUMBER OF		SHARED VOTING POWER
SHARES		
BENEFICIALLY	8	305,465,050*
OWNED BY		SOLE DISPOSITIVE POWER
EACH		
REPORTING	9	0
PERSON		SHARED DISPOSITIVE POWER
WITH		
	10	305,465,050*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 305,465,050*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 30.5%*

TYPE OF REPORTING PERSON

14 OO

* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 305,465,050 shares of Common Stock, representing 30.5% of the shares of Common Stock. The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 Brookfield Retail Holdings IV-A LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

SOURCE OF FUNDS

4 WC
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

o
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

		SOLE VOTING POWER
	7	0
NUMBER OF		SHARED VOTING POWER
SHARES		
BENEFICIALLY	8	8,997,544*
OWNED BY		SOLE DISPOSITIVE POWER
EACH		
REPORTING	9	0
PERSON		SHARED DISPOSITIVE POWER
WITH		
	10	8,997,544*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 8,997,544*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 1.0%*
 TYPE OF REPORTING PERSON

14 OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 Brookfield Retail Holdings IV-B LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

SOURCE OF FUNDS

4 WC
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

o
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

		SOLE VOTING POWER
	7	0
NUMBER OF		SHARED VOTING POWER
SHARES		
BENEFICIALLY	8	17,965,682*
OWNED BY		SOLE DISPOSITIVE POWER
EACH		
REPORTING	9	0
PERSON		SHARED DISPOSITIVE POWER
WITH		
	10	17,965,682*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 17,965,682*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 1.9%*
 TYPE OF REPORTING PERSON

14 OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 Brookfield Retail Holdings IV-C LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

SOURCE OF FUNDS

4 WC
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

o
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

		SOLE VOTING POWER
	7	0
NUMBER OF		SHARED VOTING POWER
SHARES		
BENEFICIALLY	8	6,018,884*
OWNED BY		SOLE DISPOSITIVE POWER
EACH		
REPORTING	9	0
PERSON		SHARED DISPOSITIVE POWER
WITH		
	10	6,018,884*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 6,018,884*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 0.6%*
 TYPE OF REPORTING PERSON

14 OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAME OF REPORTING PERSONS

1 Brookfield Retail Holdings IV-D LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) o
 (b) p
 SEC USE ONLY

3 SOURCE OF FUNDS

4 WC
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

6 o
 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

		SOLE VOTING POWER
	7	0
NUMBER OF		SHARED VOTING POWER
SHARES		
BENEFICIALLY	8	6,040,321*
OWNED BY		SOLE DISPOSITIVE POWER
EACH		
REPORTING	9	0
PERSON		SHARED DISPOSITIVE POWER
WITH		
	10	6,040,321*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 6,040,321*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 p
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 0.6%*
 TYPE OF REPORTING PERSON

14 OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1 Brookfield Retail Holdings V LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

o
 CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

NUMBER OF
 SHARES

SHARED VOTING POWER

BENEFICIALLY
 OWNED BY

8

20,322,805*

EACH
 REPORTING

9

SOLE DISPOSITIVE POWER

PERSON
 WITH

10

0

SHARED DISPOSITIVE POWER

20,322,805*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

20,322,805*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.2%*

14 TYPE OF REPORTING PERSON

PN

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Holdings VI LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY

8

115,976,714*

OWNED BY
EACH

SOLE DISPOSITIVE POWER

REPORTING
PERSON

9

0

WITH

SHARED DISPOSITIVE POWER

10

115,976,714*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

115,976,714*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

11.6%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAME OF REPORTING PERSONS

1 Brookfield Asset Management Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

SOURCE OF FUNDS

4 AF
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

o
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Canada

		SOLE VOTING POWER
	7	0
NUMBER OF		SHARED VOTING POWER
SHARES		
BENEFICIALLY	8	421,441,764*
OWNED BY		SOLE DISPOSITIVE POWER
EACH		
REPORTING	9	0
PERSON		SHARED DISPOSITIVE POWER
WITH		
	10	421,441,764*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 421,441,764*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 o
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 42.1%*

TYPE OF REPORTING PERSON

14 CO

* See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1 Partners Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

SOURCE OF FUNDS

4 AF
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

		SOLE VOTING POWER
	7	0
NUMBER OF		SHARED VOTING POWER
SHARES		
BENEFICIALLY	8	421,441,764*
OWNED BY		SOLE DISPOSITIVE POWER
EACH		
REPORTING	9	0
PERSON		SHARED DISPOSITIVE POWER
WITH		
	10	421,441,764*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 421,441,764*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 (a)
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 42.1%*

TYPE OF REPORTING PERSON

14 CO

* See Item 5.

CUSIP No. 370023103

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1 Brookfield Holdings Canada Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

SOURCE OF FUNDS

4 AF
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

o
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Canada

		SOLE VOTING POWER
	7	0
NUMBER OF		SHARED VOTING POWER
SHARES		
BENEFICIALLY	8	305,465,050*
OWNED BY		SOLE DISPOSITIVE POWER
EACH		
REPORTING	9	0
PERSON		SHARED DISPOSITIVE POWER
WITH		
	10	305,465,050*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 305,465,050*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 o
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 30.5%*

TYPE OF REPORTING PERSON

14 CO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAME OF REPORTING PERSONS

1 Brookfield Asset Management Private Institutional Capital Adviser (Canada) LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

SOURCE OF FUNDS

4 AF
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

		SOLE VOTING POWER
	7	0
NUMBER OF		SHARED VOTING POWER
SHARES		
BENEFICIALLY	8	305,465,050*
OWNED BY		SOLE DISPOSITIVE POWER
EACH		
REPORTING	9	0
PERSON		SHARED DISPOSITIVE POWER
WITH		
	10	305,465,050*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 305,465,050*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 (a)
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 30.5%*

TYPE OF REPORTING PERSON

14 PN

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAME OF REPORTING PERSONS

1 Brookfield Private Funds Holdings Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

SOURCE OF FUNDS

4 AF
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

o
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Canada

		SOLE VOTING POWER
	7	0
NUMBER OF		SHARED VOTING POWER
SHARES		
BENEFICIALLY	8	305,465,050*
OWNED BY		SOLE DISPOSITIVE POWER
EACH		
REPORTING	9	0
PERSON		SHARED DISPOSITIVE POWER
WITH		
	10	305,465,050*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 305,465,050*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 o
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 30.5%*

TYPE OF REPORTING PERSON

14 CO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Split LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY

8

305,465,050*

OWNED BY
EACH

SOLE DISPOSITIVE POWER

REPORTING
PERSON

9

0

WITH

SHARED DISPOSITIVE POWER

10

305,465,050*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

305,465,050*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

30.5%*

TYPE OF REPORTING PERSON

14

PN

* By virtue of certain voting rights of Brookfield Retail Holdings LLC, the Reporting Person may be deemed to share beneficial ownership of 305,465,050 shares of Common Stock, representing 30.5% of the shares of Common Stock. The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Split II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY
OWNED BY

8

115,976,714*

EACH
REPORTING

SOLE DISPOSITIVE POWER

9

PERSON
WITH

0

SHARED DISPOSITIVE POWER

10

115,976,714*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

115,976,714*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

11.6%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons and, therefore, may be deemed beneficially own the 421,441,764 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.1% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1 Brookfield US Holdings Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

SOURCE OF FUNDS

4 AF
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

o
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Canada

		SOLE VOTING POWER
	7	0
NUMBER OF		SHARED VOTING POWER
SHARES		
BENEFICIALLY	8	421,441,764*
OWNED BY		SOLE DISPOSITIVE POWER
EACH		
REPORTING	9	0
PERSON		SHARED DISPOSITIVE POWER
WITH		
	10	421,441,764*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 421,441,764*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 o
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 42.1%*

14 TYPE OF REPORTING PERSON

CO

* See Item 5.

CUSIP No. 370023103

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1 Brookfield US Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

SOURCE OF FUNDS

4 AF
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

7

0
 SHARED VOTING POWER

8

421,441,764*
 SOLE DISPOSITIVE POWER

9

0
 SHARED DISPOSITIVE POWER

10

421,441,764*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 421,441,764*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 (a)
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 42.1%*
 TYPE OF REPORTING PERSON

14 CO

* See Item 5.

CUSIP No. 370023103

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1 Brookfield REP GP Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

SOURCE OF FUNDS

4 AF
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or
 5 2(e)

o
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

		SOLE VOTING POWER
	7	0
NUMBER OF SHARES		SHARED VOTING POWER
BENEFICIALLY	8	421,441,764*
OWNED BY		SOLE DISPOSITIVE POWER
EACH	9	0
REPORTING		SHARED DISPOSITIVE POWER
PERSON		
WITH	10	421,441,764*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 421,441,764*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 o
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 42.1%*

14 TYPE OF REPORTING PERSON

CO

* See Item 5

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this “Amendment No. 6”) amends the Schedule 13D filed on November 19, 2010 (the “Original Schedule 13D”) and amended on November 24, 2010 (“Amendment No. 1”), January 19, 2011 (“Amendment No. 2”), January 28, 2011 (“Amendment No. 3”), May 12, 2011 (“Amendment No. 4”) and August 27, 2012 (“Amendment No. 5”) (the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5 and Amendment No. 6 are collectively referred to herein as the “Schedule 13D”). This Amendment No. 6 relates to the common stock, par value \$0.01 per share (“Common Stock”), of General Growth Properties, Inc., a Delaware corporation (the “Company”).

Item 4. Purpose of the Transaction

Item 4 of the Schedule 13D is hereby amended to include:

On September 10, 2012 Brookfield sent an open letter to the shareholders of the Company, c/o the Company’s board of directors. A copy of the letter is attached hereto as Exhibit 19 and is incorporated herein in its entirety by reference thereto.

Item 5. Interest in Securities of the Issuer

Item 5(a)-(b) of the Schedule 13D is hereby amended in its entirety as follows:

(a)-(b) As of the close of business on September 10, 2012, the Investment Vehicles directly held and beneficially owned the shares of Common Stock and Warrants indicated on the following table. Each of the Investment Vehicles shares voting and investment power as indicated in the paragraphs below the table. All calculations of percentages of beneficial ownership in this Item 5 and elsewhere in this Schedule 13D are based on the 938,259,889 shares of Common Stock reported by the Company as outstanding as of August 1, 2012 as reported in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 6, 2012, plus, where such beneficial ownership includes Warrants, such number of shares of Common Stock issuable upon exercise of the Warrants included in any such beneficial ownership calculation.

Investment Vehicle	Common Stock	Warrants	Beneficial Ownership
BRH	79,094,965.00	20,758,291	10.41%
BRH II	53,879,801.00	14,244,357	7.15%
BRH III	61,803,287.00	16,339,113	8.19%
BRH IV-A	7,108,442.00	1,889,102	0.96%
BRH IV-B (1)	14,195,099.00	3,770,583	1.91%
BRH IV-C (1)	4,755,658.00	1,263,226	0.64%
BRH IV-D	4,777,095.00	1,263,226	0.64%
BRH V	16,071,703.00	4,251,102	2.16%
Total:	241,686,050	63,779,000	30.48%

(1) The shares of Common Stock and Warrants are held directly by Brookfield US Retail Holdings LLC. Pursuant to the BRH IV-B Agreement and BRH IV-C Agreement, as applicable, the applicable Investment Vehicle shares investment and voting power (but not with Brookfield US Retail Holdings LLC) over the shares of Common Stock and Warrants held directly by Brookfield US Retail Holdings LLC.

As managing member or general partner, as applicable, of each of the Investment Vehicles, BAM Canada may be deemed, subject to restrictions on its authority imposed by the Voting Agreement, to beneficially own all shares of Common Stock and Warrants owned by each of the Investment Vehicles, consisting of 241,686,050 shares of Common Stock and Warrants exercisable to purchase 63,779,000 shares of Common Stock, collectively representing

30.5% of the Common Stock. As direct and indirect controlling persons of BAM Canada, each of Brookfield Holdings, BHC and Brookfield may be deemed to share with BAM Canada beneficial ownership of such shares of Common Stock and Warrants.

Split LP is the non-managing member of BRH. By virtue of (i) its ability under the Operating Agreement of BRH to appoint and remove the board of directors of BRH and (ii) the ability of the board of directors of BRH to direct BAM Canada on behalf of BRH to veto any action requiring a hyper-majority vote under the Voting Agreement (including voting decisions with respect to, and material dispositions of, Common Stock by the Investment Vehicles), Split LP may be deemed to share voting and investment power with respect to the 305,456,050 shares of Common Stock owned by the Investment Vehicles, representing approximately 30.5% of the shares of the Common Stock. As direct and indirect controlling persons of Split LP, BRGP, US Holdings, US Corp. and Brookfield may be deemed to share with Split LP beneficial ownership of such shares of Common Stock and Warrants.

As of the close of business on September 10, 2012, BRH VI directly held and beneficially owned 115,976,714 shares of Common Stock, representing approximately 11.57% of the shares of Common Stock. As the manager of BRH VI, BR Split II may be deemed to beneficially own all of the shares of Common Stock held by BRH VI, consisting of 115,976,714 shares of Common Stock, representing approximately 11.57% of the shares of Common Stock. As direct and indirect controlling persons of BR Split II, BRGP, US Corp., US Holdings, BHC and Brookfield may be deemed to share with BR Split II beneficial ownership of such shares of Common Stock.

None of the Reporting Persons has sole voting or investment power with respect to any shares of Common Stock or Warrants.

By virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, the Reporting Persons may be deemed to constitute a “group” within the meaning of Section 13(d)(3) under the Act and Rule 13d-5(b)(1) thereunder and each member of the “group” may be deemed to beneficially own all shares of Common Stock and Warrants held by all members of the “group.” Accordingly, each of the Reporting Persons may be deemed to beneficially own 421,441,764 shares of Common Stock (which includes the 63,779,000 shares of Common Stock issuable upon exercise of the Warrants held by all Reporting Persons), constituting beneficial ownership of 42.1% of the shares of the Common Stock. Each of the Investment Vehicles expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock and Warrants held by each of the other Investment Vehicles. Each of the Investment Vehicles and Split LP expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock held by BRH VI. Each of BR Split II and BRH VI expressly disclaims, to the extent permitted by applicable law, beneficial ownership of any shares of Common Stock and Warrants held by the Investment Vehicles.

By virtue of (i) the ability of the Northern Trust Company, acting in its capacity as custodian for the Future Fund Board of Guardians (“Future Fund”) under the Operating Agreement of BRH II to appoint and remove the members of the board of directors of BRH II and (ii) the ability of the board of directors of BRH II to direct BAM Canada on behalf of BRH II to veto any action requiring a hyper-majority vote under the Voting Agreement (including voting decisions and material dispositions of Common Stock by the Investment Vehicles), Future Fund may be deemed to share voting and investment power over the Common Stock and Warrants held by each of the Investment Vehicles. By virtue of (i) the ability of Stable Investment Corporation (“Stable”) and Best Investment Corporation (“Best” and, together with Stable, “SB”) (both subsidiaries of China Investment Corporation) under the Operating Agreement of BRH III to appoint and remove the members of the board of directors of BRH III and (ii) the ability of the board of directors of BRH III to direct BAM Canada on behalf of BRH III to veto any action requiring a hyper-majority vote under the Voting Agreement (including voting decisions and material dispositions of Common Stock by the Investment Vehicles), SB may be deemed to share voting and investment power over the Common Stock and Warrants held by each of the Investment Vehicles. Additionally, by virtue of the various agreements and arrangements among the Reporting Persons described in this Schedule 13D, Future Fund and/or SB may be deemed to be members of a “group” with the Reporting Persons. Neither Future Fund nor SB are Reporting Persons on this Schedule 13D, and any obligations either of them may have under Section 13(d) of the Act would have to be satisfied on one or more separate filings. To the extent that either Future Fund or SB beneficially owns shares of Common

Stock or Warrants that are not held by one of the Investment Vehicles, the Reporting Persons may be deemed to beneficially own any such shares of Common Stock or Warrants, but expressly disclaim, to the extent permitted by applicable law, beneficial ownership thereof.

Item 7. Material To Be Filed as Exhibits

Item 7 of Schedule 13D is hereby amended to include the following:

Exhibit 19 Letter to Shareholders of General Growth Properties, Inc., dated September 10, 2012.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 10, 2012

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ Aleks Novakovic
Name: Aleks Novakovic
Title: Managing Partner

By: /s/ Joseph Freedman
[Name: Joseph Freedman
Title: Senior Managing Partner

Dated: September 10, 2012

PARTNERS LIMITED

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

Dated: September 10, 2012

BROOKFIELD ASSET MANAGEMENT PRIVATE
INSTITUTIONAL CAPITAL ADVISER (CANADA) L.P.

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

Dated: September 10, 2012

BROOKFIELD PRIVATE FUNDS HOLDINGS INC.

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: September 10, 2012

BROOKFIELD HOLDINGS CANADA INC.

By: /s/ Aleks
Novakovic
Name: Aleks Novakovic
Title: Vice President

By: /s/ Joseph
Freedman
Name: Joseph Freedman
Title: Vice President

Dated: September 10, 2012

BROOKFIELD RETAIL SPLIT LP

By: Brookfield REP GP Inc., its general partner

By: /s/ Karen
Ayre
Name: Karen Ayre
Title: Vice President

Dated: September 10, 2012

BROOKFIELD US HOLDINGS INC.

By /s/ Aleks
Novakovic
Name: Aleks Novakovic
Title: Vice President

Dated: September 10, 2012

BROOKFIELD US CORPORATION

By: /s/ Karen
Ayre
Name: Karen Ayre
Title: Vice President

Dated: September 10, 201

BROOKFIELD REP GP INC.

By: Brookfield US Corporation, its managing
member

By: /s/ Karen
Ayre
Name: Karen Ayre
Title: Vice President

Dated: September 10, 2012

BROOKFIELD RETAIL HOLDINGS LLC

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: September 10, 2012

BROOKFIELD RETAIL HOLDINGS II LLC

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: September 10, 2012

BROOKFIELD RETAIL HOLDINGS III LLC

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: September 10, 2012

BROOKFIELD RETAIL HOLDINGS IV-A LLC

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen
Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: September 10, 2012

BROOKFIELD RETAIL HOLDINGS IV-B LLC

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen
Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: September 10, 2012

BROOKFIELD RETAIL HOLDINGS IV-C LLC

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen
Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: September 10, 2012

BROOKFIELD RETAIL HOLDINGS IV-D LLC

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its managing member

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen
Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: September 10, 2012

BROOKFIELD RETAIL HOLDINGS V LP

By: Brookfield Asset Management Private Institutional Capital Adviser (Canada) L.P., its general partner

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen
Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President

Dated: September 10, 2012

Dated: September 10, 2012

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BROOKFIELD RETAIL SPLIT II LLC

By: Brookfield REP GP Inc., its managing member

By: /s/ Karen
Ayre
Name: Karen Ayre
Title: Vice President

Dated: September 10, 2012

BROOKFIELD RETAIL HOLDINGS VI LLC

By: Brookfield Asset Management Private Institutional Capital
Adviser (Canada) L.P., its general partner

By: Brookfield Private Funds Holdings Inc., its general partner

By: /s/ Karen
Ayre
Name: Karen Ayre
Title: Vice President

By: /s/ David Stalter
Name: David Stalter
Title: Vice President