Brookfield Property Partners L.P. Form SC 13D/A September 21, 2018

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 7)

Brookfield Property Partners L.P.

(Name of Issuer)

Limited Partnership Units

(Title of Class of Securities)

G16249107

(CUSIP Number)

Justin B. Beber

Brookfield Asset Management Inc.

Brookfield Place, Suite 300

181 Bay Street, P.O. Box 762

Toronto, Ontario M5J 2T3

Tel: (416) 956-5182

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 19, 2018

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7(b) 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 purposes of Section 18 of the Securities Exchange Act of 1934 (the "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).

(Continued on following pages)

CUSIP No. G16249107

1	Names of Reporting Persor BROOKFIELD ASSET M		
2	Check the Appropriate Box	if a Member of a Group	
	(a)	0	
	(b)	X	
3	SEC Use Only		
4	Source of Funds		
	00		
5	Check Box if Disclosure of	Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	0
6	Citizenship or Place of Org	anization	
	ONTARIO		
	7	Sole Voting Power	
		0	
Number of			
Shares Beneficially	8	Shared Voting Power 508,837,421*	
Owned by		508,857,421	
Each	9	Sole Dispositive Power	
Reporting Person With		0	
r erson with	10	Shared Dispositive Power	
		508,837,421*	
11	Aggregate Amount Benefic 508,837,421*	cially Owned by Each Reporting Person	
12	Check Box if the Aggregat	e Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represent 61.7%**	ed by Amount in Row (11)	
14	Type of Reporting Person CO		

This amount includes 432,649,105 redemption-exchange units of Brookfield Property L.P. *

^{**} Based on a total of 392,064,523 limited partnership units of the Issuer issued and outstanding as of September 19, 2018.

CUSIP No. G16249107

1	Names of Reporting Perso PARTNERS LIMITED	ns	
2	Check the Appropriate Bo	x if a Member of a Group	
	(a)	0	
	(b)	Х	
3	SEC Use Only		
4	Source of Funds		
	AF		
5	Check Box if Disclosure of	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	0
6	Citizenship or Place of Or	ganization	
	CANADA	-	
	7	Sole Voting Power	
		0	
Number of	2		
Shares Beneficially	8	Shared Voting Power 512,450,867*	
Owned by		512,450,607	
Each	9	Sole Dispositive Power	
Reporting Person With		0	
	10	Shared Dispositive Power 512,450,867*	
11	Aggregate Amount Benefi 512,450,867*	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	te Amount in Row (11) Excludes Certain Shares o	
13		ted by Amount in Row (11)	
	62.1%**		
14	Type of Reporting Person		
	CO		

This amount includes 432,649,105 redemption-exchange units of Brookfield Property L.P. *

Based on a total of 392,064,523 limited partnership units of the Issuer issued and outstanding as of September 19, 2018. **

CUSIP No. G16249107

1	Names of Reporting Perso PARTNERS VALUE INV		
2	Check the Appropriate Bo (a)	x if a Member of a Group o	
	(b)	Х	
3	SEC Use Only		
4	Source of Funds		
	N/A		
5	Check Box if Disclosure o	f Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	0
6	Citizenship or Place of Org	ganization	
	ONTARIO		
	7	Sole Voting Power	
Number of		3,613,446	
Shares	8	Shared Voting Power	
Beneficially Owned by		0	
Each	9	Sole Dispositive Power	
Reporting Person With		3,613,446	
	10	Shared Dispositive Power 0	
11	Aggregate Amount Benefi 3,613,446	cially Owned by Each Reporting Person	
12	Check Box if the Aggregat	te Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represent 0.9%**	ted by Amount in Row (11)	
14	Type of Reporting Person PN		

CUSIP No. G16249107

1	Names of Reporting Perso BROOKFIELD US CORI		
2	Check the Appropriate Bc (a)	ox if a Member of a Group o	
	(b)	X	
3	SEC Use Only		
4	Source of Funds N/A		
5	Check Box if Disclosure of	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	0
6	Citizenship or Place of Or DELAWARE	ganization	
	7	Sole Voting Power	
Number of		0	
Shares Beneficially Owned by	8	Shared Voting Power 26,100,760*	
Each Reporting Person With	9	Sole Dispositive Power 0	
	10	Shared Dispositive Power 26,100,760*	
11	Aggregate Amount Benef 26,100,760*	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	te Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represen 6.2%**	ted by Amount in Row (11)	
14	Type of Reporting Person CO		

Represents redemption-exchange units of Brookfield Property L.P. *

CUSIP No. G16249107

1	Names of Reporting Perso BPY I L.P.	ns	
2	Check the Appropriate Bo (a) (b)	0	
	(0)	X	
3	SEC Use Only		
4	Source of Funds N/A		
5	Check Box if Disclosure o	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	0
6	Citizenship or Place of Or ONTARIO	ganization	
	7	Sole Voting Power	
		0	
Number of Shares Beneficially Owned by	8	Shared Voting Power 53,702,050*	
Each Reporting Person With	9	Sole Dispositive Power 0	
	10	Shared Dispositive Power 53,702,050*	
11	Aggregate Amount Benefi 53,702,050*	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	te Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represen 12.0%**	ted by Amount in Row (11)	
14	Type of Reporting Person PN		

Represents redemption-exchange units of Brookfield Property L.P. *

^{**} Based on a total of 392,064,523 limited partnership units of the Issuer issued and outstanding as of September 19, 2018.

CUSIP No. G16249107

1	Names of Reporting Persons BPG HOLDINGS GROUP (US)	HOLDINGS INC.
2	Check the Appropriate Box if a M (a) (b)	Iember of a Group o x
3	SEC Use Only	
4	Source of Funds AF	
5	Check Box if Disclosure of Legal	Proceedings Is Required Pursuant to Item 2(d) or 2(e) o
6	Citizenship or Place of Organizat ONTARIO	ion
	7	Sole Voting Power 0
Number of Shares Beneficially Owned by	8	Shared Voting Power 7,331,926*
Each Reporting Person With	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 7,331,926*
11	Aggregate Amount Beneficially (7,331,926*	Owned by Each Reporting Person
12	Check Box if the Aggregate Amo	ount in Row (11) Excludes Certain Shares o
13	Percent of Class Represented by 1.9%**	Amount in Row (11)
14	Type of Reporting Person CO	

This amount includes 1,906,781 redemption-exchange units of Brookfield Property L.P. *

CUSIP No. G16249107

1	Names of Reporting Perso BROOKFIELD PROPER	ns ΓΥ GROUP HOLDINGS SARL	
2	Check the Appropriate Bo	x if a Member of a Group	
	(a) (b)	o x	
3	SEC Use Only		
4	Source of Funds N/A		
5	Check Box if Disclosure o	f Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	0
6	Citizenship or Place of Org LUXEMBOURG	ganization	
	7	Sole Voting Power	
Noushand		0	
Number of Shares Beneficially Owned by	8	Shared Voting Power 69,250,545*	
Each Reporting Person With	9	Sole Dispositive Power 0	
	10	Shared Dispositive Power 69,250,545*	
11	Aggregate Amount Benefi 69,250,545*	cially Owned by Each Reporting Person	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represent 16.6%**	ted by Amount in Row (11)	
14	Type of Reporting Person OO		

This amount includes 25,032,269 redemption-exchange units of Brookfield Property L.P. *

CUSIP No. G16249107

1	Names of Reporting Person BPG HOLDINGS I L.P.	ons	
2	Check the Appropriate Bo	ox if a Member of a Group	
	(a)	0	
	(b)	X	
3	SEC Use Only		
4	Source of Funds		
	N/A		
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	0
6	Citizenship or Place of O	rganization	
	ONTARIO		
	7	Sole Voting Power	
		0	
Number of Shares	0		
Beneficially	8	Shared Voting Power 60,000,000*	
Owned by			
Each Reporting	9	Sole Dispositive Power 0	
Person With		0	
	10	Shared Dispositive Power 60,000,000*	
11	Aggregate Amount Benef 60,000,000*	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represen 13.3%**	nted by Amount in Row (11)	
14	Type of Reporting Person PN	I	

Represents redemption-exchange units of Brookfield Property L.P. *

CUSIP No. G16249107

1	Names of Reporting Persons BPG HOLDINGS II L.P.	
2	Check the Appropriate Box if a Me	-
	(a) (b)	O X
3	SEC Use Only	
4	Source of Funds N/A	
5	Check Box if Disclosure of Legal F	Proceedings Is Required Pursuant to Item 2(d) or 2(e)
6	Citizenship or Place of Organizatio	n
	ONTARIO	
	7	Sole Voting Power 0
Number of	0	
Shares Beneficially Owned by	8	Shared Voting Power 15,781,724*
Each Reporting Person With	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 15,781,724*
11	Aggregate Amount Beneficially Ov 15,781,724*	vned by Each Reporting Person
12	Check Box if the Aggregate Amount	nt in Row (11) Excludes Certain Shares o
13	Percent of Class Represented by An 3.9%**	nount in Row (11)
14	Type of Reporting Person PN	

Represents redemption-exchange units of Brookfield Property L.P. *

Based on a total of 392,064,523 limited partnership units of the Issuer issued and outstanding as of September ** 19, 2018.

CUSIP No. G16249107

Names of Reporting Persons BPG HOLDINGS III L.P.	
Check the Appropriate Box if a Me (a)	mber of a Group o
(b)	х
SEC Use Only	
Source of Funds N/A	
Check Box if Disclosure of Legal P	Proceedings Is Required Pursuant to Item 2(d) or 2(e)
Citizenship or Place of Organization ONTARIO	n
	Sole Voting Power 0
Q	Shared Voting Power
	51,419,088*
	Sole Dispositive Power 0
	Shared Dispositive Power 51,419,088*
Aggregate Amount Beneficially Ov 51,419,088*	vned by Each Reporting Person
Check Box if the Aggregate Amoun	nt in Row (11) Excludes Certain Shares 0
Percent of Class Represented by Ar 11.6%**	nount in Row (11)
Type of Reporting Person PN	
	BPG HOLDINGS III L.P. Check the Appropriate Box if a Me (a) (b) SEC Use Only Source of Funds N/A Check Box if Disclosure of Legal P Citizenship or Place of Organization ONTARIO 7 8 9 10 Aggregate Amount Beneficially Ov 51,419,088* Check Box if the Aggregate Amoun Percent of Class Represented by Ar 11.6%** Type of Reporting Person

* Represents redemption-exchange units of Brookfield Property L.P.

** Based on a total of 392,064,523 limited partnership units of the Issuer issued and outstanding as of September 19, 2018.

CUSIP No. G16249107

1	Names of Reporting Perso BPG HOLDINGS IV L.P		
2	Check the Appropriate Bo	ox if a Member of a Group	
	(a)	0	
	(b)	X	
3	SEC Use Only		
4	Source of Funds N/A		
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	0
6	Citizenship or Place of Or	ganization	
	ONTARIO		
	7	Sole Voting Power 0	
Number of			
Shares	8	Shared Voting Power	
Beneficially Owned by		60,319,088*	
Each	9	Sole Dispositive Power	
Reporting		0	
Person With	10	Shared Dispositive Power	
		60,319,088*	
11	Aggregate Amount Benef 60,319,088*	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represen 13.3%**	nted by Amount in Row (11)	
14	Type of Reporting Person PN	1	

* Represents redemption-exchange units of Brookfield Property L.P.

CUSIP No. G16249107

1	Names of Reporting Persons BPG HOLDINGS ALBERTA L.P.	
2	Check the Appropriate Box if a Me (a)	mber of a Group o
	(a) (b)	U X
3	SEC Use Only	
4	Source of Funds N/A	
5	Check Box if Disclosure of Legal F	Proceedings Is Required Pursuant to Item 2(d) or 2(e)
6	Citizenship or Place of Organizatio ONTARIO	n
	7	Sole Voting Power 0
Number of Shares	8	Sharad Vating Dawar
Beneficially Owned by	o	Shared Voting Power 50,000,000*
Each Reporting	9	Sole Dispositive Power 0
Person With	10	Shared Dispositive Power 50,000,000*
11	Aggregate Amount Beneficially Ov 50,000,000*	vned by Each Reporting Person
12	Check Box if the Aggregate Amount	nt in Row (11) Excludes Certain Shares 0
13	Percent of Class Represented by An 11.3%**	mount in Row (11)
14	Type of Reporting Person PN	

Represents redemption-exchange units of Brookfield Property L.P. *

Based on a total of 392,064,523 limited partnership units of the Issuer issued and outstanding as of September ** 19, 2018.

CUSIP No. G16249107

	Names of Reporting Persons BPG INVESTMENT HOLDINGS L.P.			
2	Check the Appropriate Box if a Member of a Group			
	(a) (b)		o x	
3	SEC Use Only			
4	Source of Funds N/A			
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)			
6	Citizenship or Place of Organization ONTARIO			
	7	Sole Voting Power 0	r	
Number of	0			
Shares Beneficially Owned by	8	Shared Voting Pov 8,387,345*	ver	
Each Reporting Person With	9	Sole Dispositive P 0	ower	
	10	Shared Dispositive 8,387,345*	e Power	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 8,387,345*			
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o			
13	Percent of Class Represented by Amount in Row (11) 2.1%**			
14	Type of Reporting Perso PN			

Represents redemption-exchange units of Brookfield Property L.P. *

Based on a total of 392,064,523 limited partnership units of the Issuer issued and outstanding as of September ** 19, 2018.

CUSIP No. G16249107

1	Names of Reporting Persons BPG FINANCE INVESTOR L.P.		
2	Check the Appropriate Box if a l (a) (b)	Member of a Group o x	
3	SEC Use Only		
4	Source of Funds N/A		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)		
6	Citizenship or Place of Organization ONTARIO		
	7	Sole Voting Power 0	
Number of Shares Beneficially Owned by	8	Shared Voting Power 71,000,000*	
Each Reporting Person With	9	Sole Dispositive Power 0	
	10	Shared Dispositive Power 71,000,000*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 71,000,000*		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares 0		
13	Percent of Class Represented by Amount in Row (11) 15.3%**		
14	Type of Reporting Person PN		

*