

OLD PSG WIND-DOWN LTD.
Form 4
April 05, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
OLD PSG WIND-DOWN LTD. [PSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
BROOKFIELD PLACE, 181 BAY STREET, SUITE 300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2017

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

TORONTO, A6 M5J 2T3

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Shares, no par value	04/04/2017		S	3,000,000 D \$ 0.6625	2,785,967	I	Owned by 251091708 Delaware LP (1) (2) (3) (4)

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

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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 Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKFIELD ASSET MANAGEMENT INC. BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3		X		
251091708 Delaware LP BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3		X		
PubCo Investments LP BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3		X		
2484842 Ontario Ltd BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3		X		
Brookfield Capital Partners Ltd. BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3		X		
BCP GP Ltd BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3		X		

Brookfield Private Equity Group Holdings LP BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3	X
Brookfield Private Equity Inc. BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3	X
Brookfield Asset Management Private Institutional Capital Adviser (Private Equity), L.P. BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3	X
Partners Ltd BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO, A6 M5J 2T3	X

Signatures

/s/ A.J. Silber for Brookfield Asset Management Inc. **Signature of Reporting Person	04/04/2017 Date
/s/ A.J. Silber for 251091708 Delaware LP **Signature of Reporting Person	04/04/2017 Date
/s/ A.J. Silber for PubCo Investments LP **Signature of Reporting Person	04/04/2017 Date
/s/ A.J. Silber for 2484842 Ontario Limited **Signature of Reporting Person	04/04/2017 Date
/s/ David Nowak for Brookfield Capital Partners Ltd. **Signature of Reporting Person	04/04/2017 Date
/s/ David Nowak for BCP GP Limited **Signature of Reporting Person	04/04/2017 Date
/s/ David Nowak for Brookfield Private Equity Group Holdings LP **Signature of Reporting Person	04/04/2017 Date
/s/ David Nowak for Brookfield Private Equity Inc. **Signature of Reporting Person	04/04/2017 Date
/s/ David Nowak for Brookfield Asset Management Private Institutional Capital Adviser (Private Equity) LP **Signature of Reporting Person	04/04/2017 Date
/s/ Brian D. Lawson for Partners Limited **Signature of Reporting Person	04/04/2017 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).

- This Form 4 is being jointly filed by and on behalf of each of the following persons (each, a "Reporting Person"): (i) 251091708 Delaware LP, a Delaware limited partnership ("251091708"); (ii) PubCo Investments LP, an Ontario limited partnership ("PubCo LP"); (iii) 2484842 Ontario Limited, a corporation formed under the laws of Ontario, Canada ("2484842 GP"); (iv) Brookfield Capital Partners Ltd., a corporation formed under the laws of Ontario, Canada ("BF Capital Partners"); (v) BCP GP Limited, a corporation formed under the laws of Ontario, Canada ("BCP GP"); (vi) Brookfield Private Equity Group Holdings LP, a Manitoba limited partnership ("BF Holdings");
- (1) (vii) Brookfield Private Equity Inc., a corporation formed under the laws of Ontario, Canada ("BPE"); (viii) Brookfield Asset Management Private Institutional Capital Adviser (Private Equity) LP, a Manitoba limited partnership ("BAM PIC"); (ix) Brookfield Asset Management Inc., a corporation formed under the laws of Ontario, Canada ("BAM"); and (x) Partners Limited, a corporation formed under the laws of Ontario, Canada ("Partners").

- 251091708 is controlled by its general partner, PubCo LP. PubCo LP is controlled by its general partner, 2484842 GP. 2484842 GP is controlled by its sole shareholder, BF Capital Partners. BF Capital Partners is controlled by its sole shareholder, BCP GP. BCP GP is controlled by its sole shareholder, BF Holdings. BF Holdings is controlled by its general partner, BPE. BPE is controlled by its sole shareholder, BAM. BAM PIC serves as the investment advisor to 251091708, PubCo LP and 2484842 GP and is controlled by its general partner, BF Capital Partners. Partners Limited holds 85,120 Class B Limited Voting Shares of BAM, representing 100% of such shares, and 867,495 Class A Limited Voting Shares of BAM, representing approximately 0.1% of such shares.
- (3)

- Each of the Reporting Persons may be deemed to beneficially own the securities of the Issuer beneficially owned by the Reporting Persons directly or indirectly controlled by it, but each (other than 251091708 to the extent of its direct holdings) disclaims beneficial ownership of such securities, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein. Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- (4)

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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