Rouse Properties, Inc.
Form 4/A
July 07, 2016

FORM 4

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

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

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).

(Print or Type Responses)

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

(Last) (First) (Middle)

BROOKFIELD PLACE, 181 BAY ST, STE 300, PO BOX 762

(Street)

TORONTO, A6 M5J2T3

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Rouse Properties, Inc. [RSE]

3. Date of Earliest Transaction (Month/Day/Year)
07/05/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
03/12/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock Par Value $0.01	07/05/2016		S		19,387,625	D	$ 18.25	0	I	See footnote (1) (2)
Series I Preferred Stock Par Value $0.01	07/05/2016		P		19,387,625	A	$ 18.25	19,387,625	I	See footnote (1) (2)
Common Stock Par Value	07/06/2016		P		38,499,817	A	$ 18.25	1,000 (3) (4)	I	See footnote (3) (4)

$0.01

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

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SEC 1474 (9-02)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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 ST, STE 300 PO BOX 762 TORONTO, A6 M5J2T3		X		
Partners Ltd 181 BAY STREET BROOKFIELD PLACE, SUITE 300 TORONTO, A6 M5J2T3		X		
Brookfield Holdings Canada Inc. BROOKFIELD PLACE 250 VESEY STREET, 15TH FLOOR NEW YORK, NY 10281		X		
Brookfield US Holdings Inc. BROOKFIELD PLACE 250 VESEY STREET, 15TH FLOOR NEW YORK, NY 10281		X		

Brookfield US Corp
BROOKFIELD PLACE
250 VESEY STREET, 15TH FLOOR
NEW YORK, NY 10281

X

Signatures

/s/ A.J. Silber, Vice President, Legal Affairs, BROOKFIELD ASSET MANAGEMENT INC.	07/07/2016
**Signature of Reporting Person	Date
/s/ Brian D. Lawson, Director, /s/ Tony Rubin, Treasurer, PARTNERS LIMITED	07/07/2016
**Signature of Reporting Person	Date
/s/ A.J. Silber, Vice President, BROOKFIELD HOLDINGS CANADA INC.	07/07/2016
**Signature of Reporting Person	Date
/s/ A.J. Silber, Director, BROOKFIELD US HOLDINGS INC.	07/07/2016
**Signature of Reporting Person	Date
/s/ Mark Srulowitz, President, BROOKFIELD US CORP	07/07/2016
**Signature of Reporting Person	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).

(1) Pursuant to the Exchange Agreement entered into by and among Rouse Properties, Inc. ("Rouse") and Brookfield Retail Holdings VII LLC, New Brookfield Retail Holdings R2 LLC, Brookfield BPY Retail Holdings II LLC, Brookfield Retail Holdings III Sub II LLC, Brookfield Retail Holdings II Sub II LLC, Brookfield Retail Holdings IV-A Sub II LLC, Brookfield Retail Holdings IV-B Sub II LLC, Brookfield Retail Holdings IV-C Sub II LLC and Brookfield Retail Holdings IV-D Sub II LLC (collectively, the "Exchange Parties"), dated February 25, 2016 (the "Exchange Agreement"), on July 5, 2016 the Exchange Parties contributed, assigned, transferred and delivered to Rouse an aggregate of 19,387,625 common shares of Rouse owned by the Exchange Parties in exchange for the issuance of 19,387,625 shares of Series I Preferred Stock of Rouse (the "Exchange Shares").

(2) Following the consummation of the Merger (as described more fully below), the Exchange Shares were, through a series of transactions among affiliates of BAM (the "Contribution Transactions"), contributed to Parent (as defined below). BAM disposed of the 19,387,625 common shares of Rouse, and acquired and subsequently disposed of the Exchange Shares, indirectly through the Reporting Owners through the contribution and exchange under the Exchange Agreement and the Contribution Transactions. A copy of the Exchange Agreement is filed as Exhibit 10.2 to Rouse's Current Report on Form 8-K filed February 29, 2016.

(3) Pursuant to the Agreement and Plan of Merger by and among Rouse, BSREP II Retail Pooling LLC ("Parent"), BSREP II Retail Holdings Corp. ("Acquisition Sub") and, solely for purposes of Section 10.14 therein, Brookfield Strategic Real Estate Partners II-A L.P., Brookfield Strategic Real Estate Partners II-A (ER) L.P., Brookfield Strategic Real Estate Partners II-B L.P., Brookfield Strategic Real Estate Partners II-C L.P., Brookfield Strategic Real Estate Partners II-C (ER) L.P. and Brookfield Strategic Real Estate Partners II BPY Borrower L.P., dated February 25, 2016 (the "Merger Agreement"), Acquisition Sub was merged with and into Rouse (the "Merger"), with Rouse surviving the Merger as the surviving corporation and a subsidiary of Parent (the "Surviving Corporation").

(4) Upon the consummation of the Merger, each outstanding share of common stock of Rouse, par value $0.01, was cancelled and each outstanding share of common stock of Acquisition Sub, par value $0.01, was converted into one share of common stock of the Surviving Corporation ("Surviving Corporation Common Stock"). Consequently, BAM indirectly acquired, though the Reporting Owners and Parent, 1,000 shares of Acquisition Sub Common Stock. A copy of the Merger Agreement is filed as Annex A to Rouse's Proxy Statement on Form 14A filed on May 27, 2016.

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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