

Brookfield Property Partners L.P.
Form SC 13D/A
November 05, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Brookfield Property Partners L.P.

(Name of Issuer)

Limited Partnership Units

(Title of Class of Securities)

G16249107

(CUSIP Number)

Joseph S. Freedman

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)

November 1, 2013

(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. "

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)

SCHEDULE 13D

CUSIP No. G16249107

1 Names of reporting persons

BROOKFIELD ASSET MANAGEMENT INC.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

WC, AF

5 Check Box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

CANADA

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power
474,930,446*

person

with 0

10 Shared dispositive power

474,930,446*

11 Aggregate amount beneficially owned by each reporting person

474,930,446*

12 Check Box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

88.8%

14 Type of reporting person

CO

* This amount includes 432,584,829 redemption-exchange units of Brookfield Property L.P. See Item 5.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of reporting persons

PARTNERS LIMITED

2 Check the appropriate box if a member of a group

(a) (b)

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)

6 Citizenship or place of organization

CANADA

Number of 7 Sole voting power

shares

beneficially 36,452

8 Shared voting power

owned by

each

reporting 478,371,678*

9 Sole dispositive power

person

with 36,452

10 Shared dispositive power

478,371,678*

11 Aggregate amount beneficially owned by each reporting person

478,408,130*

12 Check Box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

89.4%

14 Type of reporting person

CO

* This amount includes 432,584,829 redemption-exchange units of Brookfield Property L.P. See Item 5.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of reporting persons

PARTNERS VALUE FUND INC. (F.K.A. BAM INVESTMENTS CORP.)

2 Check the appropriate box if a member of a group

(a) (b)

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

Number of 7 Sole voting power

shares

beneficially 3,441,232

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 3,441,232

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

3,441,232

12 Check Box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

0.6%

14 Type of reporting person

CO

SCHEDULE 13D

CUSIP No. G16249107

1 Names of reporting persons

BROOKFIELD HOLDINGS CANADA INC.

2 Check the appropriate box if a member of a group

(a) (b)

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)

6 Citizenship or place of organization

DELAWARE

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 471,991,610*
Sole dispositive power

person

with 0

10 Shared dispositive power

471,991,610*

11 Aggregate amount beneficially owned by each reporting person

471,991,610*

12 Check Box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

88.2%

14 Type of reporting person

CO

* This amount includes 430,677,648 redemption-exchange units of Brookfield Property L.P. See Item 5.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of reporting persons

BROOKFIELD US HOLDINGS INC.

2 Check the appropriate box if a member of a group

(a) (b)

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)

6 Citizenship or place of organization

DELAWARE

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 471,991,610*
Sole dispositive power

person

with 0

10 Shared dispositive power

471,991,610*

11 Aggregate amount beneficially owned by each reporting person

471,991,610*

12 Check Box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

88.2%

14 Type of reporting person

CO

* This amount includes 430,677,648 redemption-exchange units of Brookfield Property L.P. See Item 5.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of reporting persons

BROOKFIELD US CORPORATION

2 Check the appropriate box if a member of a group

(a) (b)

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

DELAWARE

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power
67,414,722*

person

with 0

10 Shared dispositive power

67,414,722*

11 Aggregate amount beneficially owned by each reporting person

67,414,722*

12 Check Box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

12.6%

14 Type of reporting person

CO

* This amount includes 26,100,760 redemption-exchange units of Brookfield Property L.P. See Item 5.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of reporting persons

BPY GP INC.

2 Check the appropriate box if a member of a group

(a) (b)

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

DELAWARE

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 353,321,950*
Sole dispositive power

person

with 0

10 Shared dispositive power

353,321,950*

11 Aggregate amount beneficially owned by each reporting person

353,321,950*

12 Check Box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

66.0%

14 Type of reporting person

CO

* Represents redemption-exchange units of Brookfield Property L.P. See Item 5.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of reporting persons

BPY I L.P.

2 Check the appropriate box if a member of a group

(a) (b)

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

CANADA

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 174,702,050*
Sole dispositive power

person

with 0

10 Shared dispositive power

174,702,050*

11 Aggregate amount beneficially owned by each reporting person

174,702,050*

12 Check Box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

32.6%

14 Type of reporting person

PN

* Represents redemption-exchange units of Brookfield Property L.P. See Item 5.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of reporting persons

BPY II L.P.

2 Check the appropriate box if a member of a group

(a) (b)

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

CANADA

Number of Sole voting power

shares

beneficially 0

owned by

each

reporting

person

with