Brookfield Property Partners L.P. Form SC 13D/A July 13, 2016

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 3)

Brookfield Property Partners L.P.

(Name of Issuer)

Limited Partnership Units

(Title of Class of Securities)

G16249107

(CUSIP Number)

A.J. Silber

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)

July 8, 2016

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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(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 Persons BROOKFIELD ASSET MANAGEMENT INC.		
2	Check the Appropriate B (a) (b)	ox if a Member of a Group o x	
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) o	
6	Citizenship or Place of O CANADA	rganization	
	7	Sole Voting Power 0	
Number of Shares Beneficially Owned by	8	Shared Voting Power 479,763,187*	
Each Reporting Person With	9	Sole Dispositive Power 0	
	10	Shared Dispositive Power 479,763,187*	
11	Aggregate Amount Bene: 479,763,187*	ficially Owned by Each Reporting Person	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represented by Amount in Row (11) 69.1%		
14	Type of Reporting Person CO	1	

This amount includes 432,649,105 redemption-exchange units of Brookfield Property L.P. See Item 5.

CUSIP No. G16249107

*

1	Names of Reporting Pers PARTNERS LIMITED	ons
2	Check the Appropriate B (a) (b)	ox if a Member 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 O CANADA	rganization
	7	Sole Voting Power 0
Number of Shares Beneficially Owned by	8	Shared Voting Power 483,376,633*
Each Reporting Person With	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 483,376,633*
11	Aggregate Amount Bene 483,376,633*	ficially Owned by Each Reporting Person
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented by Amount in Row (11) 69.6%	
14	Type of Reporting Person CO	n

This amount includes 432,649,105 redemption-exchange units of Brookfield Property L.P. See Item 5.

CUSIP No. G16249107

2 Check the Appropriate Box if a Member of a Group (b) 0 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 8 Shared Voting Power 3,613,446 Number of Shares Beneficially Owned by Each Person With 8 Shared Voting Power 3,613,446 10 Shared Dispositive Power 3,613,446 Sole Dispositive Power 0 11 Aggregate Amount Beneficially Owned by Each Person With 10 Shared Dispositive Power 0 11 Aggregate Amount Beneficially Owned by Each Person With 10 Shared Dispositive Power 0 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o 0 13 Percent of Class Represented by Amount in Row (11) 1.0% 10 14 Type of Reporting Person 11	1	Names of Reporting Persons PARTNERS VALUE INVESTMENTS LP		
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 3,613,446 Number of Shares 8 Shares 8 Sole Dispositive Power 3,613,446 0 With 10 Shared Dispositive Power 0 11 Aggregate Amount Beneficially Owned by Each Reporting Person 3,613,446 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares 0 13 Percent of Class Represent d by Amount in Row (11) 14 Type of Reporting Person	2	(a)	0	
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 Percent of Class Represented by Amount in Row (11) 1.0% 14 Type of Reporting Person 	11			
1.0%14Type of Reporting Person	12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o		
	13			
	14			

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CUSIP No. G16249107

1		Names of Reporting Persons BROOKFIELD US CORPORATION		
2	Check the Appropriate (a) (b)	e Box if a Member of a Group o x		
3	SEC Use Only			
4	Source of Funds N/A			
5	Check Box if Disclosu	ure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	0	
6	Citizenship or Place o DELAWARE	f Organization		
	7	Sole Voting Power 0		
Number of 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 Be 26,100,760*	Aggregate Amount Beneficially Owned by Each Reporting Person 26,100,760*		
12	Check Box if the Agg	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Repro 3.8%	Percent of Class Represented by Amount in Row (11) 3.8%		
14	Type of Reporting Per CO	Type of Reporting Person CO		

*

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

CUSIP No. G16249107

1	Names of Reporting P BPY I L.P.	ersons	
2	Check the Appropriate (a) (b)	e Box if a Member of a Group o x	
3	SEC Use Only		
4	Source of Funds N/A		
5	Check Box if Disclosu	are of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	0
6	Citizenship or Place of CANADA	f Organization	
	7	Sole Voting Power 0	
Number of Shares Beneficially Owned by	8	Shared Voting Power 174,702,050*	
Each Reporting Person With	9	Sole Dispositive Power 0	
r erson with	10	Shared Dispositive Power 174,702,050*	
11	Aggregate Amount Be 174,702,050*	eneficially Owned by Each Reporting Person	
12	Check Box if the Agg	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares 0	
13	Percent of Class Repre 25.2%	Percent of Class Represented by Amount in Row (11) 25.2%	
14	Type of Reporting Per PN	son	

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

CUSIP No. G16249107

1	Names of Reporting F BPY II L.P.	Persons	
2	Check the Appropriat (a) (b)	e Box if a Member of a Group o x	
3	SEC Use Only		
4	Source of Funds N/A		
5	Check Box if Disclose	ure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)	0
6	Citizenship or Place o CANADA	of Organization	
	7	Sole Voting Power 0	
Number of Shares Beneficially Owned by	8	Shared Voting Power 178,619,900*	
Each Reporting Person With	9	Sole Dispositive Power 0	
Person with	10	Shared Dispositive Power 178,619,900*	
11	Aggregate Amount B 178,619,900*	eneficially Owned by Each Reporting Person	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares 0		
13	Percent of Class Represented by Amount in Row (11) 25.7%		
14	Type of Reporting Pe PN	rson	

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

CUSIP No. G16249107

1	Names of Reporting Persons BPG HOLDINGS GROUP (US) HOLDINGS INC.		
2	Check the Appropriate Bo		
	(a) (b)	O X	
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) o	
6	Citizenship or Place of Or ONTARIO	ganization	
	7	Sole Voting Power 0	
Number of Shares Beneficially Owned by	8	Shared Voting Power 4,802,587	
Each Reporting Person With	9	Sole Dispositive Power 0	
	10	Shared Dispositive Power 4,802,587	
11	Aggregate Amount Benefi 4,802,587	icially Owned by Each Reporting Person	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares O		
13	Percent of Class Represented by Amount in Row (11) 1.0%		
14	Type of Reporting Person CO		

This amount includes 1,906,781 redemption-exchange units of Brookfield Property L.P. See Item 5. *

CUSIP No. G16249107

1	Names of Reporting Persons BROOKFIELD PROPERTY GROUP HOLDINGS SARL		
2	Check the Appropriate Bo		
	(a) (b)	O 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) o	
6	Citizenship or Place of Or LUXEMBOURG	ganization	
	7	Sole Voting Power 0	
Number of Shares Beneficially Owned by	8	Shared Voting Power 95,537,890*	
Each Reporting Person With	9	Sole Dispositive Power 0	
	10	Shared Dispositive Power 95,537,890*	
11	Aggregate Amount Benefi 95,537,890*	icially Owned by Each Reporting Person	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares O		
13	Percent of Class Represen 13.8%	ted by Amount in Row (11)	
14	Type of Reporting Person OO		

This amount includes 51,319,614 redemption-exchange units of Brookfield Property L.P. See Item 5. *

EXPLANATORY NOTE

This Amendment No. 3 to Schedule 13D (this <u>Amendment No.</u> 3) is being filed to report the acquisition of Limited Partnership Units (the Units) reported in Item 5(c) that resulted in an acquisition of beneficial ownership of Units in an amount equal to one percent or more of the Brookfield Property Partners LP s(<u>BPY</u>) outstanding Units. The disclosure regarding the transactions reported in Item 5(c) below is incorporated herein by reference. Information reported in the original Schedule 13D, as amended, remains in effect except to the extent that it is amended or superseded by information contained in this Amendment No. 3. This Amendment No. 3 also reflects certain internal reorganizations effectuated by the Reporting Persons.

3. Source and Amendment of Funds or Other Consideration

Item 3 of this Schedule 13D is hereby supplemented as follows:

In various open market purchases between May 9, 2016 and July 8, 2016, BPG Holdings Group (US) Holdings Inc. (<u>BPGHG(US)</u>), which is an indirect wholly owned subsidiary of Brookfield Asset Management Inc. (<u>BAM</u>), acquired an aggregate of 2,659,264 of BPY s outstanding Limited Partnership Units for a total aggregate purchase price of \$63,363,581. The purchase of such Limited Partnership Units was funded from cash contributed to BPGHG(US) by BAM.

5. Interest in Securities of the Issuer.

Item 5(a)-(b) and (c) are hereby amended and restated in their entirety as follows:

(a)-(b) As of the date hereof, Partners Value Investments LP (<u>PVILP</u>) may be deemed to be the beneficial owner of 3,613,446 Units and such Units represent 1.0% of the issued and outstanding Units. As of the date hereof, BAM may be deemed to be the beneficial owner of 47,114,082 Units and Partners may be deemed to be the beneficial owner of 50,727,528 Units, and such Units constitute approximately 18.0% and 19.4%, respectively, of the issued and outstanding Units based on the number of Units outstanding as of June 30, 2016. In addition, BAM holds, through BUSC, BPY I LP, BPY II LP, BPGHG(US) and Brookfield Property Group Holdings S.a.r.l. (<u>SAR</u>L), an aggregate of 432,649,105 redemption-exchange units of Property LP. Such redemption-exchange units held indirectly by BAM represent 100% of the redemption-exchange units of Property LP and approximately 62.1% of the Units assuming that all of the redemption-exchange units of Property LP were exchanged for Units pursuant to the redemption-exchange mechanism. Assuming that all of the redemption-exchange units of Property LP were exchanged for Units pursuant to the redemption-exchange mechanism, as of the date hereof, BAM may be deemed to be the beneficial owner of 479,763,187 Units and Partners may be deemed to be the beneficial owner of 483,376,633 Units, and such Units would constitute approximately 69.1% and 69.6%, respectively, of the issued and outstanding Units. The Units deemed to be beneficially owned by BAM include 720,064 Units beneficially owned by BPY (2013) Corp., a wholly-owned subsidiary of BAM, 75,000 Units beneficially owned by Brookfield Global Property Advisor Limited, a wholly-owned subsidiary of BAM, 2,895,806 Units beneficially owned by BPGHG(US), 44,218,276 Units beneficially owned by SARL and 432,649,105 redemption-exchange units beneficially owned by BUSC, BPY I LP, BPY II LP, BPGHG(US) and SARL. PVI LP may be deemed to have the sole power to vote or direct the Units beneficially owned by it. The Units deemed to be beneficially owned by Partners include the Units deemed to be beneficially owned by BAM and PVI LP. Partners may be deemed to have shared power with BAM and PVI LP to vote or direct the vote of the Units beneficially owned by it or to dispose of such Units.

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(c) Schedule I filed herewith, which is incorporated herein by reference, describes all of the transactions in Limited Partnership Units of BPY that were effected in the past 60 days by the Reporting Persons.

7. Material to be Filed as Exhibits

Item 7 of this Schedule 13D is hereby amended to add the following exhibit:

Exhibit 7 Joint Filing Agreement, dated July 12, 2016, among Brookfield Asset Management Inc., Partners Limited, Partners Value Investments LP, Brookfield US Corporation, BPY I L.P., BPY II L.P. BPG Holdings Group (US) Holdings Inc. and Brookfield Property Group Holdings S.a.r.l.

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SIGNATURE

After reasonable inquiry and to the best of each undersigned s knowledge and belief, the undersigned certifies as to itself that the information set forth in this statement is true, complete and correct.

Dated: July 12, 2016

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ A.J. Silber Name: A.J. Silber Title: Vice-President, Legal Affairs

PARTNERS LIMITED

By: /s/ Brian Lawson Name: Brian Lawson Title: President

PARTNERS VALUE INVESTMENTS LP, by its general partner, **PVI MANAGEMENT INC.**

By: /s/ Vu Nguyen Name: Vu Nguyen Title: Chief Financial Officer

BROOKFIELD US CORPORATION

By: /s/ Josh Zinn Name: Title:

Josh Zinn Vice-President

BPY I L.P., by its general partner, BPY GP INC.

By: /s/ David Arthur Name: David Arthur Title: President

BPY II L.P., by its general partner, BPY GP INC.

By:	/s/ David Arthur	
	Name:	David Arthur
	Title:	President

BPG HOLDINGS GROUP (US) HOLDINGS INC.

By:	/s/ David Arthur	
	Name:	David Arthur
	Title:	President

BROOKFIELD PROPERTY GROUP HOLDINGS S.A.R.L.

By:	/s/ Luc Leroi Name: Title:	Luc Leroi Manager
By:	/s/ Damien Warde Name: Title:	Damien Warde Manager

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SCHEDULE I

Open Market Transactions by BPG Holdings Group (US) Holdings Inc. in the Securities of BPY

May 9, 2016 10,000 24,05 May 10, 2016 64,500 24,29 May 11, 2016 64,500 24,20 May 12, 2016 62,200 24,20 May 13, 2016 62,200 24,20 May 15, 2016 63,500 24,17 May 17, 2016 64,300 23,89 May 18, 2016 64,300 23,89 May 20, 2016 64,300 23,74 May 20, 2016 60,700 24,17 May 25, 2016 57,100 24,21 May 25, 2016 57,100 24,21 May 25, 2016 60,700 24,11 May 25, 2016 60,700 24,11 May 30, 2016 32,100 24,09 May 31, 2016 60,180 23,00 June 1, 2016 60,180 24,09 June 2, 2016 54,910 24,34 June 6, 2016 54,910 24,34 June 6, 2016 61,833 24,02 June 6, 2016 63,300 24,38 June 6,	Date of Transaction	Number of Limited Partnership Units Purchased	Price Per Limited Partnership Unit (US\$)
May ID 2016 64,500 24,29 May 11,2016 64,500 24,20 May 12,2016 62,200 24,20 May 13,2016 60,268 24,00 May 15,2016 63,500 24,17 May 17,2016 64,300 23,89 May 18,2016 64,300 23,74 May 20,2016 63,000 23,74 May 20,2016 60,700 24,17 May 25,2016 57,100 24,21 May 26,2016 60,700 24,19 May 30,2016 60,700 24,16 May 30,2016 60,180 23,90 June 2,2016 60,180 23,90 June 2,2016 54,910 24,49 June 7,2016 61,833 24,59 June 7,2016 61,833 24,59 June 7,2016 61,833 24,32 June 7,2016 61,833 24,32 June 7,2016 61,833 24,32			· · · · · · · · · · · · · · · · · · ·
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