

Rouse Properties, Inc.
Form SC 13D/A
January 19, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 10)

Rouse Properties, Inc.
(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE
(Title of Class of Securities)

779287101
(CUSIP Number)

Murray Goldfarb

Michelle Campbell
Brookfield Asset Management Inc.
Brookfield Place
250 Vesey Street, 15th Floor

New York, New York 10281-1023

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

Copy to:

Michael J. Aiello, Esq.
Matthew J. Gilroy, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
(212) 310-8000

January 16, 2016
(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-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 § 240.13d-7 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.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“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).

CUSIP No. 779287101 Page 2 of 34 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Asset Management Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH**

0
8 SHARED VOTING POWER

19,387,624*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

19,387,624*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

19,387,624*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

33.4%*

TYPE OF REPORTING PERSON

14

CO

* See Item 5.

CUSIP No. 779287101 Page 3 of 34 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Partners Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH**

0
8 SHARED VOTING POWER

19,387,624*
SOLE DISPOSITIVE POWER

9

0
SHARED DISPOSITIVE POWER

10

19,387,624*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

19,387,624*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

33.4%*
TYPE OF REPORTING PERSON

14

CO

* See Item 5.

CUSIP No. 779287101 Page 4 of 34 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Holdings Canada Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
0
8 SHARED VOTING POWER

3,226,388*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

3,226,388*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

3,226,388*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.6%*

TYPE OF REPORTING PERSON

14

CO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,624 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.

CUSIP No. 779287101 Page 5 of 34 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Asset Management Private Institutional Capital Adviser US, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e)**

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

**NUMBER OF
SHARES**

0

8 SHARED VOTING POWER

**BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH**

3,226,388*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

3,226,388*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

3,226,388*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.6%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,624 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.

CUSIP No. 779287101 Page 6 of 34 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield US Holdings Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH**

0
8 SHARED VOTING POWER

3,226,388*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

3,226,388*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

3,226,388*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.6%*

TYPE OF REPORTING PERSON

14

CO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,624 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.

CUSIP No. 779287101 Page 7 of 34 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield US Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH**

0
8 SHARED VOTING POWER

3,226,388*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

3,226,388*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

3,226,388*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.6%*

TYPE OF REPORTING PERSON

14

CO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,624 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.

CUSIP No. 779287101 Page 8 of 34 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Holdings VII LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

**NUMBER OF
SHARES**

0

8 SHARED VOTING POWER

**BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH**

2,946,661*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

2,946,661*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

2,946,661*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.1%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,624 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.

CUSIP No. 779287101 Page 9 of 34 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Holdings II Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

**NUMBER OF
SHARES**

0

8 SHARED VOTING POWER

**BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH**

10,060*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

10,060*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

10,060*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.02%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,624 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.

CUSIP No. 779287101 Page 10 of 34 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Holdings III Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH**

0
8 SHARED VOTING POWER

11,539*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

11,539*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

11,539*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.02%*

TYPE OF REPORTING PERSON

14

OO

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed to beneficially own the 19,387,624 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 33.4% of the shares of Common Stock. See Item 5.

CUSIP No. 779287101 Page 11 of 34 Pages

SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-A Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

4