

Brookfield US Holdings Inc.
Form 4
January 03, 2018

FORM 4

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

OMB APPROVAL

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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
**Hospitality Investors Trust, Inc.
[NONE]**

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)
12/29/2017

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

TORONTO, A6 M5J2T3

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|---------------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class C Units | <u>(6)</u> | 12/29/2017 | <u>J(1)(2)</u> | | 119,956.95 | | 12/29/2017 | <u>(6)</u> | OP Units <u>(6)</u> | 119,956.95 |

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 M5J2T3

Partners Ltd
 BROOKFIELD PLACE
 181 BAY STREET, SUITE 300
 TORONTO, A6 M5J2T3

Brookfield Holdings Canada Inc.
 BROOKFIELD PLACE
 181 BAY STREET, SUITE 300
 TORONTO, A6 M5J2T3

Brookfield US Holdings Inc.
 BROOKFIELD PLACE
 181 BAY STREET, SUITE 300
 TORONTO, A6 M5J2T3

Brookfield US Corp
 BROOKFIELD PLACE
 250 VESEY STREET
 NEW YORK, NY 10281-1023

BUSC Finance LLC
 BROOKFIELD PLACE
 250 VESEY STREET
 NEW YORK, NY 10281-1023

Brookfield Property Group LLC
 BROOKFIELD PLACE
 250 VESEY STREET
 NEW YORK, NY 10281-1023

Brookfield Strategic Real Estate Partners II GP of GP LLC
BROOKFIELD PLACE
250 VESEY STREET
NEW YORK, NY 10281-1023

Brookfield Strategic Real Estate Partners II GP L.P
BROOKFIELD PLACE
250 VESEY STREET
NEW YORK, NY 10281-1023

Brookfield Strategic Real Estate Partners II Hospitality REIT II LLC
BROOKFIELD PLACE
250 VESEY STREET
NEW YORK, NY 10281-1023

Signatures

| | |
|---|------------|
| /s/ A.J. Silber By: BROOKFIELD ASSET MANAGEMENT INC. (7) Name: A.J. Silber Title: Vice President, Legal Affairs and Corporate Secretary | 01/03/2018 |
| __Signature of Reporting Person | Date |
| /s/ Brian Lawson By: PARTNERS LIMITED (7) Name: Brian Lawson Title: President | 01/03/2018 |
| __Signature of Reporting Person | Date |
| /s/ A.J. Silber By: BROOKFIELD HOLDINGS CANADA INC. (7) Name: A.J. Silber Title: Vice President | 01/03/2018 |
| __Signature of Reporting Person | Date |
| /s/ A.J. Silber By: BROOKFIELD US HOLDINGS INC. (7) Name: A.J. Silber Title: Vice President | 01/03/2018 |
| __Signature of Reporting Person | Date |
| /s/ Josh Zinn By: BROOKFIELD US CORPORATION (7) Name: Josh Zinn Title: Vice President | 01/03/2018 |
| __Signature of Reporting Person | Date |
| /s/ Josh Zinn By: BUSC FINANCE LLC (7) Name: Josh Zinn Title: Vice President | 01/03/2018 |
| __Signature of Reporting Person | Date |
| /s/ Melissa Lang By: BROOKFIELD PROPERTY GROUP LLC (7) Name: Melissa Lang Title: Vice President and Secretary | 01/03/2018 |
| __Signature of Reporting Person | Date |
| /s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP OF GP LLC (7) Name: Melissa Lang Title: Vice President and Secretary | 01/03/2018 |
| __Signature of Reporting Person | Date |
| /s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP L.P. (7) By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP OF GP LLC, its general partner Name: Melissa Lang Title: Vice President and Secretary | 01/03/2018 |
| __Signature of Reporting Person | Date |
| /s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II | |

HOSPITALITY REIT II LLC (7) Name: Melissa Lang Title: Vice President and Secretary

01/03/2018

__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) On March 31, 2017, Brookfield Strategic Real Estate Partners II Hospitality REIT II LLC, a Delaware limited liability company ("BSREP II"), purchased 9,152,542.37 units of limited partnership interests entitled "Class C Units" (the "Class C Units") in Hospitality Investors Trust Operating Partnership, L.P. ("OpCo"). On June 30, 2017, BSREP II received 116,949.15 Class C Units as a payment-in-kind dividend on 9,152,542.37 Class C Units owned by BSREP II at the time of the dividend payment date in accordance with the terms of the Amended & Restated Agreement of Limited Partnership of OpCo filed as Exhibit 4.2 to Hospitality Investors Trust, Inc.'s (the "Issuer") Current Report on Form 8-K filed on March 31, 2017. (continued in footnote 2)

(2) (continued from footnote 1) On September 29, 2017, BSREP II received 118,443.50 Class C Units as a payment-in-kind dividend on 9,269,491.53 Class C Units owned by BSREP II at the time of the dividend payment date in accordance with the terms of the Amended & Restated Agreement of Limited Partnership of OpCo. As a result of the foregoing transactions, BSREP II owned 9,387,935.02 Class C Units (adjusted by .01 unit due to rounding) on September 29, 2017. On December 29, 2017, BSREP II received 119,956.95 Class C Units as a payment-in-kind dividend on 9,387,935.02 Class C Units owned by BSREP II at the time of the dividend payment date in accordance with the terms of the Amended & Restated Agreement of Limited Partnership of OpCo. As a result of the foregoing transactions, BSREP II owns 9,507,891.97 Class C Units (adjusted by .01 unit due to rounding).

(3) This Form 4 is being jointly filed by and on behalf of each of the following persons (each, a "Reporting Person"): (i) Brookfield Asset Management Inc., a corporation formed under the laws of Ontario, Canada ("BAM"); (ii) Partners Limited, a corporation formed under the laws of Ontario, Canada ("Partners Limited"); (iii) Brookfield Holdings Canada Inc., a corporation formed under the laws of Ontario, Canada ("BHC"); (iv) Brookfield US Holdings Inc., a corporation formed under the laws of Ontario, Canada ("BUSHI"); (v) Brookfield US Corporation, a Delaware corporation ("BUSC"); (vi) BUSC Finance LLC, a Delaware limited liability company ("BUSC Finance") (vii) Brookfield Property Group LLC, a Delaware limited liability company ("BPG"); (continued in footnote 4)

(4) (continued from footnote 3) (viii) Brookfield Strategic Real Estate Partners II GP OF GP LLC, a Delaware limited liability company ("BSREP II GP of GP"); (ix) Brookfield Strategic Real Estate Partners II GP L.P., a Delaware limited partnership ("BSREP II GP"); and (x) BSREP II, which directly holds 9,507,891.97 Class C Units of OpCo (adjusted by .01 unit due to rounding) and owns 7,576 shares of the Issuer's common stock, par value \$0.01 (the "Common Stock"), subject to forfeiture in respect of Lowell Baron's and Bruce Wiles's service as directors of the Issuer, through its wholly owned subsidiary BSREP II Hospitality II Board LLC, a Delaware limited liability company.

(5) 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 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.

(6) Class C Units of OpCo generally are convertible into units of limited partnership interests in OpCo entitled "OP Units" ("OP Units") at any time at the option of BSREP II at an initial conversion price of \$14.75, subject to customary antidilution adjustments upon the occurrence of certain events and transactions. OP Units, in turn, generally are redeemable for shares of the Issuer's Common Stock on a one-for-one-basis or the cash value of a corresponding number of shares of Common Stock, at the election of the Issuer, in accordance with the terms of the Amended & Restated Agreement of Limited Partnership of OpCo. Neither the Class C Units nor OP Units has an expiration date.

Remarks:

(7) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

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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