

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 8)

Brookfield Property Partners L.P.

(Name of Issuer)

Limited Partnership Units

(Title of Class of Securities)

G16249107

(CUSIP Number)

Justin B. Beber
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Tel: (416) 956-5182

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

October 9, 2018

(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
OO

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
0

Number of Shares Beneficially Owned by Each Reporting Person With 8 Shared Voting Power
512,962,848*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
512,962,848*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
512,962,848*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
61.3%**

14 Type of Reporting Person
CO

* This amount includes 432,649,105 redemption-exchange units of Brookfield Property L.P. and 3,036,315 shares of Class A Stock of Brookfield Property REIT Inc. See Item 5.

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

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

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
516,576,294*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
516,576,294*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
516,576,294*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
61.8%**

14 Type of Reporting Person
CO

* This amount includes 432,649,105 redemption-exchange units of Brookfield Property L.P. and 3,036,315 shares of Class A Stock of Brookfield Property REIT Inc. See Item 5.

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
PARTNERS VALUE INVESTMENTS LP

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

7 Sole Voting Power
3,613,446

Number of Shares Beneficially Owned by Each Reporting Person With

8 Shared Voting Power
0

9 Sole Dispositive Power
3,613,446

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

13 Percent of Class Represented by Amount in Row (11)
0.9%**

14 Type of Reporting Person
PN

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

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

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
26,100,760*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
26,100,760*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
26,100,760*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
6.1%**

14 Type of Reporting Person
CO

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

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

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
ONTARIO

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
53,702,050*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
53,702,050*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
53,702,050*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
11.7%**

14 Type of Reporting Person
PN

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

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
BPG HOLDINGS GROUP (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
ONTARIO

7 Sole Voting Power
0

Number of Shares Beneficially Owned by Each Reporting Person With 8 Shared Voting Power
7,331,926*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
7,331,926*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
7,331,926*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
1.8%**

14 Type of Reporting Person
CO

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

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
BROOKFIELD PROPERTY GROUP HOLDINGS SARL

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
LUXEMBOURG

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
69,250,545*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
69,250,545*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
69,250,545*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
16.2%**

14 Type of Reporting Person
OO

* This amount includes 25,032,269 redemption-exchange units of Brookfield Property L.P.

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
BPG HOLDINGS 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
ONTARIO

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
60,000,000*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
60,000,000*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
60,000,000*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
12.9%**

14 Type of Reporting Person
PN

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

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
BPG HOLDINGS 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
ONTARIO

7 Sole Voting Power
0

Number of Shares Beneficially Owned by Each Reporting Person With

8 Shared Voting Power
15,781,724*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
15,781,724*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
15,781,724*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
3.8%**

14 Type of Reporting Person
PN

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

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
BPG HOLDINGS III 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
ONTARIO

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
51,419,088*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
51,419,088*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
51,419,088*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
11.3%**

14 Type of Reporting Person
PN

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

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
BPG HOLDINGS IV 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
ONTARIO

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
60,319,088*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
60,319,088*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
60,319,088*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
13.0%**

14 Type of Reporting Person
PN

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

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
BPG HOLDINGS ALBERTA 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
ONTARIO

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
50,000,000*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
50,000,000*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
50,000,000*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
11.0%**

14 Type of Reporting Person
PN

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

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
BPG INVESTMENT HOLDINGS 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
ONTARIO

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
8,387,345*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
8,387,345*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
8,387,345*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
2.0%**

14 Type of Reporting Person
PN

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

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
BPG FINANCE INVESTOR 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
ONTARIO

7 Sole Voting Power
0

Number of Shares Beneficially Owned by Each Reporting Person With 8 Shared Voting Power
71,000,000*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
71,000,000*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
71,000,000*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
15.0%**

14 Type of Reporting Person
PN

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

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
BPGUSH L.P. (ONTARIO)

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

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
9,000,000*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
9,000,000*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
9,000,000*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
2.2%**

14 Type of Reporting Person
PN

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

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
BPY (2013) 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

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
720,064

9 Sole Dispositive Power
0

10 Shared Dispositive Power
720,064

11 Aggregate Amount Beneficially Owned by Each Reporting Person
720,064

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
0.2%**

14 Type of Reporting Person
CO

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
BROOKFIELD GLOBAL PROPERTY ADVISOR LIMITED

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
ENGLAND

7 Sole Voting Power
0

Number of Shares Beneficially Owned by Each Reporting Person With

8 Shared Voting Power
75,000

9 Sole Dispositive Power
0

10 Shared Dispositive Power
75,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person
75,000

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
0.02%**

14 Type of Reporting Person
PN

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
BPGH Sub Inc.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
26,838,943

9 Sole Dispositive Power
0

10 Shared Dispositive Power
26,838,943

11 Aggregate Amount Beneficially Owned by Each Reporting Person
26,838,943

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
6.6%**

14 Type of Reporting Person
CO

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

SCHEDULE 13D

CUSIP No. G16249107

1 Names of Reporting Persons
Brookfield Special Opportunities Inc.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
3,036,315*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
3,036,315*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,036,315*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
0.7%**

14 Type of Reporting Person
CO

* Represents Class A Stock of Brookfield Property REIT Inc.

** Based on a total of 403,657,982 limited partnership units of the Issuer issued and outstanding as of October 8, 2018.

EXPLANATORY NOTE

This Amendment No. 8 to Schedule 13D (this “Amendment No. 8”) is being filed to report open market purchases by one of the Reporting Persons, BPGH Sub Inc. (“BPGH Sub”), of Limited Partnership Units (the “Units”) of Brookfield Property Partners LP (“BPY”) as set forth in Item 5(c).

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. 8. This Amendment No. 8 also reflects the addition of Brookfield Special Opportunities Inc. (“BSOI”) as a Reporting Person.

2. Identity and Background.

Item 2 of Schedule 13D is hereby amended and supplemented as follows:

Schedule XII hereto sets forth a list of all the directors and executive officers, and their respective principal occupations, addresses, and citizenships, of BSOI.

3. Source and Amendment of Funds or Other Consideration.

Item 3 of this Schedule 13D is hereby supplemented to include the information set forth in Item 4 below.

4. Purpose of the Transaction.

Item 4 of this Schedule 13D is hereby supplemented as follows:

In various open market purchases between October 3, 2018 and October 8, 2018, BPGH Sub acquired an aggregate of 4,125,427 Units for aggregate consideration of US\$83,574,245.14. Details of these purchases is set forth in Item 5(c). The source of funds used by BPGH Sub to purchase these additional Units was working capital of BPGH Sub.

BPGH Sub may make additional open market purchases of Units in the near term consistent with the purchases reported in this Amendment No. 8. The quantities, prices and future dates of these additional open market purchases are not presently known and none of the Reporting Persons has made any firm commitments to make any such purchases as of the date hereof.

5. Interest in Securities of the Issuer.

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

(a)-(b) As of the date hereof, Partners Value Investments LP (“PVI LP”) may be deemed to be the beneficial owner of 3,613,446 Units and such Units represent 0.9% of the issued and outstanding Units. Brookfield Asset Management Inc. (“BAM”) may be deemed to be the beneficial owner of 77,277,428 Units and Partners Limited (“Partners”) may be deemed to be the beneficial owner of 80,890,874 Units (including the Units beneficially owned by BAM and PVI LP), and such Units constitute approximately 19.1% and 20.0%, respectively, of the issued and outstanding Units. The Units deemed to be beneficially owned by BAM include 44,218,276 Units beneficially owned by Brookfield Property Group Holdings S.a.r.l. (“SARL”), 5,425,145 Units beneficially owned by BPG Holdings Group (US) Holdings Inc. (“BPGHG(US)”), 720,064 Units beneficially owned by BPY (2013) Corp. (“BPY (2013)”), 75,000 Units beneficially owned by Brookfield Global Property Advisor Limited (“BG PAL”), and 26,838,943 Units beneficially owned by BPGH Sub.

BAM also holds, through BSOI, 3,036,315 shares of Brookfield Property REIT Inc. (“BPR”) Class A Stock. Holders of BPR Class A Stock have the right to exchange each share of BPR Class A Stock for one Unit, or the cash equivalent of one Unit, at the election of BPY. The BPR Class A Stock owned by BSOI represent approximately 0.7% of the Units assuming that all of the shares of BPR Class A Stock held by BSOI were exchanged for Units in accordance with the terms of the BPR certificate of incorporation.

In addition, BAM holds, through Brookfield US Corporation (“BUSC”), BPY I L.P., BPGHG(US), SARL, BPG Holdings I L.P., BPG Holdings II L.P., BPG Holdings III L.P., BPG Holdings IV L.P., BPG Holdings Alberta L.P., BPG Investment Holdings L.P., BPG Finance Investor L.P. and BPGUSH L.P. (Ontario), an aggregate of 432,649,105 redemption-exchange units of Brookfield Property L.P. (“Property LP”). Such redemption-exchange units held indirectly by BAM represent 100% of the redemption-exchange units of Property LP and approximately 51.7% 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 (i) all of the redemption-exchange units of Property LP were exchanged for Units pursuant to the redemption-exchange mechanism, and (ii) all of the shares of BPR Class A Stock held by BSOI were exchanged for Units in accordance with the terms of the BPR certificate of incorporation, as of the date hereof, BAM may be deemed to be the beneficial owner of 512,962,848 Units and Partners may be deemed to be the beneficial owner of 516,576,294 Units, and such Units would constitute approximately 61.3% and 61.8%, respectively, of the issued and outstanding Units.

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.

(c) Transactions in the class of securities reported on that were effected during the past sixty days or since the most recent filing of Schedule 13D, whichever is less, by the Reporting Persons are described below:

<u>Transaction Date</u>	<u>Reporting Person</u>	<u>Units Acquired</u>	<u>Price Per Share (US)⁽¹⁾</u>	<u>Description of Transaction</u>
October 3, 2018	BPGH Sub Inc.	236,476	\$20.4847	Open Market Purchase
October 4, 2018	BPGH Sub Inc.	42,700	\$20.3330 ⁽²⁾ (C\$26.2293)	Open Market Purchase
October 4, 2018	BPGH Sub Inc.	1,189,000	\$20.3372	Open Market Purchase
October 5, 2018	BPGH Sub Inc.	1,189,000	\$20.1661	Open Market Purchase
October 5, 2018	BPGH Sub Inc.	30,300	\$20.0990 ⁽³⁾ (C\$26.0013)	Open Market Purchase
October 8, 2018	BPGH Sub Inc.	533,613	\$20.2629	Open Market Purchase
October 9, 2018	BPGH Sub Inc.	38,000	\$20.2204 ⁽⁴⁾ (C\$26.2160)	Open Market Purchase
October 9, 2018	BPGH Sub Inc.	866,338	\$20.2156	Open Market Purchase

(1) Excluding commissions.

(2) Based on the average daily rate of exchange as reported by the Bank of Canada on October 4, 2018 of C\$1.00 = US\$0.7752.

(3) Based on the average daily rate of exchange as reported by the Bank of Canada on October 5, 2018 of C\$1.00 = US\$0.7730.

(4) Based on the average daily rate of exchange as reported by the Bank of Canada on October 9, 2018 of C\$1.00 = US\$0.7713.

7. Material to be Filed as Exhibits.

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

Exhibit 11. Joint Filing Agreement, dated as of October 10, 2018

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: October 10, 2018

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ Justin B. Beber
Name: Justin B. Beber
Title: Chief Legal Officer and Corporate Secretary

PARTNERS LIMITED

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

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

By: /s/ Adil Mawani
Name: Adil Mawani
Title: Chief Financial Officer

BROOKFIELD US CORPORATION

By: /s/ Josh Zinn
Name: Josh Zinn
Title: Vice-President

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

By: /s/ Sujoy Gupta
Name: Sujoy Gupta
Title: Vice President

BPG HOLDINGS GROUP (US) HOLDINGS INC.

By: /s/ Sujoy Gupta

Name: Sujoy Gupta

Title: Vice President

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

By: /s/ Luc Leroi

Name: Luc Leroi

Title: Manager

By: /s/ Damien Warde

Name: Damien Warde

Title: Manager

BPG HOLDINGS I L.P., by its general partner, BPG HOLDINGS GROUP (US) GP INC.

By: /s/ Sujoy Gupta

Name: Sujoy Gupta

Title: Vice President

BPG HOLDINGS II L.P., by its general partner, BPG HOLDINGS GROUP (US) GP INC.

By: /s/ Sujoy Gupta

Name: Sujoy Gupta

Title: Vice President

BPG HOLDINGS III L.P., by its general partner, BPG HOLDINGS GROUP (US) GP INC.

By: /s/ Sujoy Gupta

Name: Sujoy Gupta

Title: Vice President

BPG HOLDINGS IV L.P., by its general partner, BPG HOLDINGS GROUP (US) GP INC.

By: /s/ Sujoy Gupta

Name: Sujoy Gupta

Title: Vice President

BPG HOLDINGS ALBERTA L.P., by its general partner, **BPG HOLDINGS GROUP (US) GP INC.**

By: /s/ Sujoy Gupta
Name: Sujoy Gupta
Title: Vice President

BPG INVESTMENT HOLDINGS L.P., by its general partner, **BPG HOLDINGS GROUP (US) GP INC.**

By: /s/ Sujoy Gupta
Name: Sujoy Gupta
Title: Vice President

BPG FINANCE INVESTOR L.P., by its general partner, **BPG HOLDINGS GROUP (US) GP INC.**

By: /s/ Sujoy Gupta
Name: Sujoy Gupta
Title: Vice President

BPGUSH L.P. (ONTARIO), by its general partner, **BPG HOLDINGS GROUP (US) GP INC.**

By: /s/ Sujoy Gupta
Name: Sujoy Gupta
Title: Vice President

BPY (2013) CORP.

By: /s/ Sujoy Gupta
Name: Sujoy Gupta
Title: Vice President

BROOKFIELD GLOBAL PROPERTY ADVISOR LIMITED

By: /s/ Philippa Elder
Name: Philippa Elder
Title: Director and Secretary

BPGH SUB INC.

By: /s/ Sujoy Gupta
Name: Sujoy Gupta
Title: Vice President

BROOKFIELD SPECIAL OPPORTUNITIES INC.

By: /s/ Josh Zinn
Name: Josh Zinn
Title: Vice President

SCHEDULE XII

BROOKFIELD SPECIAL OPPORTUNITIES INC.

Name and Position of Officer or Director	Principal Business Address	Principal Occupation or Employment	Citizenship
Jordan Kolar, Director, Vice President	Brookfield Place 250 Vesey Street, 15th Floor New York, NY, 10281-1023	Senior Vice President, Tax, BAM	U.S.A.
Rami El Jurdi, Director, Secretary	Brookfield Place 181 Bay Street, Suite 300 Toronto, ON M5J 2T3	Vice President, Finance, BAM	Canada
Josh Zinn, Director, Vice President	Brookfield Place 250 Vesey Street, 15th Floor New York, NY, 10281-1023	Senior Vice President, BAM	Australia
Connor David Teskey, Director	99 Bishopsgate, Second Floor London, EC2M 3XD, U.K.	Senior Vice President of Brookfield Europe	Canada
Mark Srulowitz, President	Brookfield Place 250 Vesey Street, 15th Floor New York, NY, 10281-1023	Managing Partner of BAM	U.S.A.

JOINT FILING AGREEMENT

We, the signatories of Amendment No. 8 to the Statement on Schedule 13D to which this Agreement is attached, hereby agree that such statement is, and any amendments thereto filed by any of us will be, filed on behalf of each of us.

Dated: October 10, 2018

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ Justin B. Beber
Name: Justin B. Beber
Title: Chief Legal Officer and Corporate Secretary

PARTNERS LIMITED

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

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

By: /s/ Adil Mawani
Name: Adil Mawani
Title: Chief Financial Officer

BROOKFIELD US CORPORATION

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Name: Josh Zinn
Title: Vice-President

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Title: Vice President

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Name: Luc Leroi

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By: /s/ Josh Zinn
Name: Josh Zinn
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