Brookfield US Holdings Inc.
Form 4
April 02, 2018

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROOKFIELD ASSET MANAGEMENT INC.

(Last) (First) (Middle)

BROOKFIELD PLACE, 181 BAY STREET, SUITE 300

(Street)

TORONTO, A6 M5J2T3

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Hospitality Investors Trust, Inc. [NONE]

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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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

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	(5)	03/29/2018	J(1)	126,617.01		03/29/2018	(5)	OP Units (5)	126,617.01

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. (6) Name: A.J. Silber Title: Vice President, Legal Affairs and Co	04/02/2018
**Signature of Reporting Person	Date
/s/ Brian Lawson By: PARTNERS LIMITED (6) Name: Brian Lawson Title: President	04/02/2018
**Signature of Reporting Person	Date
/s/ A.J. Silber By: BROOKFIELD HOLDINGS CANADA INC. (6) Name: A.J. Silber Title: Vice President	04/02/2018
**Signature of Reporting Person	Date
/s/ A.J. Silber By: BROOKFIELD US HOLDINGS INC. (6) Name: A.J. Silber Title: Vice President	04/02/2018
**Signature of Reporting Person	Date
/s/ Josh Zinn By: BROOKFIELD US CORPORATION (6) Name: Josh Zinn Title: Vice President	04/02/2018
**Signature of Reporting Person	Date
/s/ Josh Zinn By: BUSC FINANCE LLC (6) Name: Josh Zinn Title: Vice President	04/02/2018
**Signature of Reporting Person	Date
/s/ Melissa Lang By: BROOKFIELD PROPERTY GROUP LLC (6) Name: Melissa Lang Title: Senior Vice President and Secretary	04/02/2018
**Signature of Reporting Person	Date
/s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP OF GP LLC (6) Name: Melissa Lang Title: Senior Vice President and Secretary	04/02/2018
**Signature of Reporting Person	Date
/s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP L.P. (6) By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP OF GP LLC, its general partner Name: Melissa Lang Title: Senior Vice President and Secretary	04/02/2018
**Signature of Reporting Person	Date
/s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II	

HOSPITALITY REIT II LLC (6) Name: Melissa Lang Title: Senior Vice President and Secretary 04/02/2018

**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 29, 2018, Brookfield Strategic Real Estate Partners II Hospitality REIT II LLC, a Delaware limited liability company ("BSREP II"), received 126,617.01 units of limited partnership interests entitled "Class C Units" (the "Class C Units") in Hospitality Investors Trust Operating Partnership, L.P. ("OpCo") as a payment-in-kind dividend on 11,202,807.22 Class C Units owned by BSREP II at the time of the dividend payment date (including 9,507,891.97 Class C Units (adjusted by .01 unit due to rounding) held for the entire period for which the payment-in-kind dividend was paid and 1,694,915.25 Class C Units acquired on February 27, 2018) 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. As a result of the foregoing transaction, BSREP II owns 11,329,424.23 Class C Units (adjusted by .01 unit due to rounding).

(2) 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 3)

(3) (continued from footnote 2) (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 11,329,424.23 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.

(4) 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.

(5) 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:

(6) 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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