

Brookfield Residential Properties Inc.
Form SC 13D/A
December 24, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 5)

Brookfield Residential Properties Inc.

(Name of Issuer)

Common Shares, no par value

(Title of Class of Securities)

11283W

(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)

December 23, 2014

(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. 11283W

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

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 81,493,112 Shares of Common Stock
9 Sole dispositive power

person

with 0

10 Shared dispositive power

81,493,112 Shares of Common Stock

11 Aggregate amount beneficially owned by each reporting person

81,493,112 Shares of Common Stock

12 Check Box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

Approximately 69.4% of the Outstanding Shares of Common Stock

14 Type of reporting person

CO

SCHEDULE 13D

CUSIP No. 11283W

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

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

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Approximately 69.4% of the Outstanding Shares of Common Stock

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CO

EXPLANATORY NOTE

This Amendment No. 5 (this Amendment No. 5) to Schedule 13D is being filed to reflect the proposed acquisition (the Proposed Acquisition) by Brookfield Asset Management Inc. (Brookfield) of all of the common shares (Common Shares) of Brookfield Residential Properties Inc. (Brookfield Residential) that it does not currently own. Information reported in the original Schedule 13D remains in effect except to the extent that it is amended or superseded by information contained in this Amendment No. 5.

2. Identity and Background.

(f) Set forth on Schedules I and II hereto are the citizenships of each of the directors and executive officers of each of Brookfield and Partners, respectively.

4. Purpose of Transaction.

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

On December 23, 2014, Brookfield and Brookfield Residential issued a joint press release (the Press Release) announcing that it has entered into a definitive arrangement agreement dated December 23, 2014 (the Arrangement Agreement), pursuant to which Brookfield will acquire the approximately 30.6% of Common Shares of Brookfield Residential that it does not own (approximately 35.9 million shares) for \$24.25 cash per share by way of a court-approved plan of arrangement under Ontario law (the Arrangement). The implementation of the Arrangement is subject to the approval of at least two-thirds of the votes cast at the special meeting to consider the Arrangement by Brookfield Residential shareholders present in person or by proxy and by a majority of the votes cast by Brookfield Residential shareholders other than Brookfield Asset Management and its affiliates. Completion of the Arrangement is also subject to certain customary conditions, including the approval of the Ontario Superior Court of Justice. The foregoing description of the Arrangement Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Arrangement Agreement. The Press Release and the Arrangement Agreement are filed with this Schedule 13D as Exhibit 9 and Exhibit 10, respectively, and are incorporated herein by reference.

7. Material to be Filed as Exhibits.

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

- | | |
|------------|--|
| Exhibit 9 | Press Release dated December 23, 2014 (incorporated by reference to Exhibit 99.1 of Brookfield's Form 6-K dated December 24, 2014) |
| Exhibit 10 | Arrangement Agreement dated December 23, 2014 |

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: December 24, 2014

**BROOKFIELD ASSET MANAGEMENT
INC.**

By: /s/ Brian D. Lawson
Name: Brian D. Lawson
Title: Senior Managing Partner and CFO

By: /s/ A.J. Silber
Name: A.J. Silber
Title: VP, Legal Affairs

Dated: December 24, 2014

PARTNERS LIMITED

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

By: /s/ Loretta M. Corso
Name: Loretta M. Corso
Title: Secretary

SCHEDULE I

Brookfield Asset Management Inc.

Name and Position of Officer or Director	Principal Business		Principal Occupation or Employment	Citizenship
	Address			
Jeffrey M. Blidner, Senior Managing Partner	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada		Senior Managing Partner of Brookfield	Canada
Jack L. Cockwell, Director	51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1, Canada		Group Chair of Brookfield	Canada
Marcel R. Coutu, Director	335 8 th Avenue SW, Suite 1700 Calgary, Alberta T2P 1C9, Canada		Former President and Chief Executive Officer of Canadian Oil Sands Limited	Canada
J. Bruce Flatt, Director and Senior Managing Partner and Chief Executive Officer	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada		Senior Managing Partner and Chief Executive Officer of Brookfield	Canada
Maureen Kempston Darkes, Director	c/o 21 Burkebrook Place, Apt. 712, Toronto, Ontario M4G 0A2, Canada		Formerly GM Group Vice- President	Canada
Robert J. Harding, Director	Brookfield Global Infrastructure Advisory Board 181 Bay Street, Suite 300, Brookfield Place, Toronto, Ontario M5J 2T3, Canada		Past Chairman of Brookfield	Canada
David W. Kerr, Director	c/o 51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1, Canada		Chairman of Halmont Properties Corp.	Canada
Brian D. Lawson, Senior Managing Partner and Chief Financial Officer	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada		Senior Managing Partner and Chief Financial Officer of Brookfield	Canada
Lance Liebman, Director	Columbia Law School 435 West 116th Street New York, New York 10027 7297, U.S.A.		William S. Beinecke Professor of Law	U.S.A.
Philip B. Lind, Director	Rogers Communications Inc.		Vice-Chairman of Rogers Communications Inc.	Canada

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	333 Bloor Street East, 10th Floor, Toronto, Ontario M4W 1G9, Canada		
Frank J. McKenna, Director	TD Bank Group, P.O. Box 1, TD Centre, 66 Wellington St. West, 4th Floor, TD Tower, Toronto, Ontario M5K 1A2, Canada	Chair of Brookfield and Deputy Chair of TD Bank Group	Canada
George E. Myhal, Senior Managing Partner	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner of Brookfield	Canada
Youssef A. Nasr, Director	P.O. Box 16 5927, Beirut, Lebanon	Formerly Chief Executive Officer of HSBC Bank Middle East Limited	Lebanon and U.S.A.
Lord Augustine Thomas O Donnell	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Former Cabinet Secretary and Head of the British Civil Service	United Kingdom
James A. Pattison, Director	The Jim Pattison Group, 1800 1067 West Cordova Street, Vancouver, B.C. V6C 1C7, Canada	Chairman, President and Chief Executive Officer of The Jim Pattison Group	Canada
Samuel J.B. Pollock, Senior Managing Partner	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner of Brookfield	Canada
Ngee Huat Seek, Director	168 Robinson Road #37 01 Capital Tower Singapore 068912	Former Chairman of the Latin American Business Group, Government of Singapore Investment Corporation	Singaporean
Diana L. Taylor, Director	Wolfensohn & Company L.L.C. 1350 Avenue of the Americas, Suite 2900 New York, N.Y. 10019	Managing Director, Wolfensohn & Company L.L.C.	U.S.A.
George S. Taylor, Director	c/o R.R. #3, 4675 Line 3, St. Marys, Ontario N4X 1C6, Canada	Corporate Director of Brookfield	Canada
A.J. Silber, Vice-President, Legal Affairs and Corporate Secretary	181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3, Canada	Vice-President, Legal Affairs and Corporate Secretary of Brookfield	Canada

SCHEDULE II

Partners Limited

Name and Position of Officer or Director	Principal Business Address	Principal Occupation or Employment	Citizenship
Jack. L. Cockwell, Director and Chairman	51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada	Group Chair of Brookfield	Canada
J. Bruce Flatt, Director	Brookfield Asset Management, Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner and Chief Executive Officer of Brookfield	Canada
David W. Kerr, Director	c/o 51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada	Chairman of Halmont Properties Corp.	Canada
Brian D. Lawson, Director and President	Brookfield Asset Management, Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner and Chief Financial Officer of Brookfield	Canada
George E. Myhal, Director	Brookfield Investment Management Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner	Canada
Timothy R. Price, Director	c/o 51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada	Chairman, Brookfield Funds	Canada
Samuel J.B. Pollock, Director	Brookfield Asset Management, Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner	Canada
Tony E. Rubin, Treasurer	Brookfield Asset Management, Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Accountant	Canada