

Rouse Properties, Inc.
Form SC 13D/A
January 08, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 7)

Rouse Properties, Inc.

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

779287101

(CUSIP Number)

Joseph S. Freedman

Brookfield Asset Management, Inc.

Brookfield Place, Suite 300

181 Bay Street, P.O. Box 762

Toronto, Ontario M5J 2T3

Telephone: (416) 956-5182

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

Copy to:

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787 Seventh Avenue

New York, NY 10019-6099

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January 6, 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 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.

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).

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Asset Management Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH **0 SHARED VOTING POWER**
8
21,112,935*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11
21,112,935*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12
0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13
42.5%*
TYPE OF REPORTING PERSON

14
CO
* See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Partners Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY**

**EACH
REPORTING
PERSON
WITH** **0
SHARED VOTING POWER
8**

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

3

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Holdings Canada Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
4,951,702*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

4,951,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

4,951,702*

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

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

10.0%*
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

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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)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
4,951,702*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

4,951,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11
4,951,702*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12
0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13
10.0%*
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield US Holdings Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
4,951,702*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

4,951,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

4,951,702*

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

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

10.0%*
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

6

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield US Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) o

(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

o
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
4,951,702*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

4,951,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

4,951,702*

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

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

10.0%*
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings VII LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
2,946,661*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

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

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

13

5.9*
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

8

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings II Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8 1,735,375*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

1,735,375*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

1,735,375*

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

12

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

13

3.5%*
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

9

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings III Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
11,539*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

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

b
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

10

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SCHEDULE 13D

NAMES 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

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
151,726*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

151,726*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

151,726*

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

12

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

13

0.3%*

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

11

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-B Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER

8 2,653*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

2,653*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

2,653*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

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

13

0.01%*
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

12

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-C Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY**

EACH 0
REPORTING **SHARED VOTING POWER**
PERSON
WITH **8**

51,774*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

51,774*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

51,774*

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

12

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

13

0.1%*

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

13

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Retail Holdings IV-D Sub II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY**

EACH REPORTING PERSON WITH **0 SHARED VOTING POWER**
8

51,974*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

51,974*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

51,974*

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

12

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

13

0.1%*

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

14

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1
New Brookfield Retail Holdings R 2 LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)

(b)
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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY**

EACH REPORTING PERSON WITH **0 SHARED VOTING POWER**
8

14,995,702*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

14,995,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

14,995,702*

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

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

30.2%*
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

15

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property Partners Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

Bermuda

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

SOLE VOTING POWER

7

0

8

SHARED VOTING POWER

**PERSON
WITH**

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

16

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property Partners LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

Bermuda

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	SOLE VOTING POWER
7	0
8	SHARED VOTING POWER

**PERSON
WITH**

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*
TYPE OF REPORTING PERSON

14

OO
* See Item 5.

17

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield Property L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

Bermuda

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

SOLE VOTING POWER

7

0

8

SHARED VOTING POWER

**PERSON
WITH**

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

18

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield BPY Holdings (US) Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	SOLE VOTING POWER
7	0
8	SHARED VOTING POWER

**PERSON
WITH**

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

19

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Canada Subholdings 1 ULC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING	SOLE VOTING POWER
8	SHARED VOTING POWER

**PERSON
WITH**

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

20

WITH

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

21

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Canada Subholdings 4 ULC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY**

**EACH
REPORTING
PERSON
WITH** **0
SHARED VOTING POWER
8**

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

22

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Canada Subholdings 2 ULC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY**

**EACH
REPORTING
PERSON
WITH** **0
SHARED VOTING POWER
8**

21,112,935*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*
TYPE OF REPORTING PERSON

14

CO
* See Item 5.

23

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield BPY Retail Holdings I LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) o

(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

o
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER

8
21,112,935*
SOLE DISPOSITIVE POWER

9
0
10 SHARED DISPOSITIVE POWER

21,112,935*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

21,112,935*

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

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*

TYPE OF REPORTING PERSON

14

OO

* See Item 5.

24

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

Brookfield BPY Retail Holdings Sub I LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY**

OWNED BY EACH REPORTING PERSON WITH 0
SHARED VOTING POWER
8
1,165,531*
SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

1,165,531*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

1,165,531*

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

12

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

13

2.3%*

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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

25

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield BPY Retail Holdings II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)

(b)
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

NUMBER OF **7 SOLE VOTING POWER**
SHARES
BENEFICIALLY
OWNED BY

EACH 0
REPORTING **SHARED VOTING POWER**
PERSON
WITH **8**

19,947,404*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

19,947,404*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

19,947,404*

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

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

42.5%*
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

26

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1

BPY Retail III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

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

**NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY**

EACH 0
REPORTING **SHARED VOTING POWER**
PERSON
WITH **8**

4,951,702*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

4,951,702*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

4,951,702*

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

12

0
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

10.0%*
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 21,112,935 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 42.5% of the shares of Common Stock. See Item 5.

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EXPLANATORY NOTE

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this "Amendment No. 7") amends the Schedule 13D filed on January 23, 2012 (the "Original Schedule 13D") and amended on March 12, 2012 ("Amendment No. 1"), March 20, 2012 ("Amendment No. 2"), January 3, 2013 ("Amendment No. 3"), April 16, 2013 ("Amendment No. 4"), August 9, 2013 ("Amendment No. 5"), and November 5, 2013 ("Amendment No. 6") (the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6 and this Amendment No. 7 are collectively referred to herein as the "Schedule 13D"). This Amendment No. 7 relates to the common stock, par value \$0.01 per share ("Common Stock"), of Rouse Properties, Inc., a Delaware corporation (the "Company").

Item 4. Purpose of the Transaction.

Item 4 of the Schedule 13D is hereby amended to include the following:

Lock-up Agreement

In connection with a contemplated underwritten public offering by the Company of shares of Common Stock (the "Offering"), on January 6, 2014, each of BRH VII, BRH R 2, BRH II Sub, BRH III Sub, BRH IV-A Sub, BRH IV-B Sub, BRH IV-C Sub, BRH IV-D Sub and BPY New SPE (each, a "Lock-up Party") entered into a separate Lock-up Agreement (each, a "Lock-up Agreement") with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., RBC Capital Markets, LLC, Credit Suisse Securities (USA) LLC and KeyBanc Capital Markets Inc. pursuant to which each Lock-up Party agreed that, during the period beginning the date the underwriting agreement with respect to the Offering is executed and ending 60 days thereafter, subject to extension under certain circumstances (the "Lock-up Period"), and subject to certain exceptions as set forth in the Lock-up Agreement, without the prior written consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc. and RBC Capital Markets, LLC, it will not (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, or otherwise dispose of or transfer any shares of Common Stock or any securities convertible into or exchangeable or exercisable for Common Stock, now owned or hereafter acquired by it (with respect to each Lock-up Party, the "Lock-up Shares"), or exercise any right with respect to the registration of any of the Lock-up Shares, or file or cause to be filed any registration statement in connection therewith, under the Securities Act of 1933, as amended, or (ii) enter into any swap or other agreement or transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of Lock-up Shares.

The summary contained herein of the Lock-up Agreements is not intended to be complete and is qualified in its entirety by reference to the full text of the form of Lock-up Agreement entered into by each Lock-up Party, a copy of which is filed as Exhibit 23 hereto and which is incorporated herein by reference.

Item 7. Material To Be Filed as Exhibits

Item 7 of Schedule 13D is hereby amended to include the following:

Exhibit 23 Form of Lock-up Agreement

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 8, 2014 **BROOKFIELD ASSET
MANAGEMENT INC.**

By: /s/ A.J. Silber
Name: A.J. Silber
Title: Vice President

By: /s/ Joseph Freedman
Name: Joseph Freedman
Title: Senior Managing Partner

Dated: January 8, 2014 **PARTNERS
LIMITED**

By: /s/ Derek Gorgi
Name: Derek Gorgi
Title: Secretary

Dated: January 8, 2014 **Brookfield Asset
Management Private
Institutional Capital
Adviser US, LLC**

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

Dated: January 8, 2014 **BROOKFIELD
HOLDINGS CANADA
INC.**

By: /s/ A.J. Silber

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Name: A.J. Silber
Title: Vice President

By:/s/ Joseph Freedman
Name: Joseph Freedman
Title: Vice President

Dated: January 8, 2014 **BROOKFIELD
PROPERTY
PARTNERS
LIMITED**

By: /s/ Jane Sheere
Name: Jane Sheere
Title: Secretary

Dated: January 8, 2014 **Brookfield Property
PARTNERS LP**

By: Brookfield
Property Partners
Limited, its general
partner

By: /s/ Jane Sheere
Name: Jane Sheere
Title: Secretary

Dated: January 8, 2014 **Brookfield Property
L.P.**

By: Brookfield
Property Partners LP,
its general partner

By: Brookfield
Property Partners
Limited, its general
partner

By: /s/ Jane Sheere
Name: Jane Sheere
Title: Secretary

Dated: January 8, 2014 **BROOKFIELD BPY
HOLDINGS INC.**

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: Vice President

Dated: January 8, 2014 **BPY Canada Subholdings**
1 ULC

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: Director

Dated: January 8, 2014 **BPY Canada Subholdings**
3 ULC

By: /s/ John Stinebaugh
Name: John Stinebaugh
Title: Director

Dated: January 8, 2014 **BPY Canada Subholdings
4 ULC**

By:/s/ John Stinebaugh
Name: John Stinebaugh
Title: Director

Dated: January 8, 2014 **BPY Canada Subholdings
2 ULC**

By:/s/ John Stinebaugh
Name: John Stinebaugh
Title: Director

Dated: January 8, 2014 **BROOKFIELD BPY
RETAIL
HOLDINGS I LLC**

By:/s/ Jane Sheere
Name: Jane Sheere
Title: Secretary

Dated: January 8, 2014 **Brookfield BPY Retail Holdings II LLC**

By:/s/ John Stinebaugh
Name: John Stinebaugh
Title: President & Chief Financial Officer

Dated: January 8, 2014 **BPY Retail III LLC**

By:/s/ Jane Sheere
Name: Jane Sheere
Title: Secretary

Dated: January 8, 2014 **Brookfield Retail Holdings VII
LLC**

By:/s/ Gregory N. McConnie
Name: Gregory N. McConnie
Title: Director

Dated: January 8, 2014 **NEW BROOKFIELD RETAIL
HOLDINGS R 2 LLC**

By:/s/ John Stinebaugh
Name: John Stinebaugh
Title: President & Chief Financial Officer

Dated: January 8, 2014 **BROOKFIELD RETAIL
HOLDINGS II SUB II
LLC**

By: Brookfield Asset
Management Private
Institutional Capital
Adviser US, LLC

By:/s/ David J. Stalter
Name: David J. Stalter
Title: Director

By:/s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

Dated: January 8, 2014 **BROOKFIELD RETAIL
HOLDINGS III SUB II
LLC**

By: Brookfield Asset
Management Private
Institutional Capital
Adviser US, LLC

By:/s/ David J. Stalter
Name: David J. Stalter
Title: Director

By:/s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

Dated: January 8, 2014 **BROOKFIELD RETAIL
HOLDINGS IV-A SUB II
LLC**

By: Brookfield Asset
Management Private
Institutional Capital
Adviser US, LLC

By:/s/ David J. Stalter
Name: David J. Stalter
Title: Director

By:/s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

Dated: January 8, 2014 **BROOKFIELD RETAIL
HOLDINGS IV-B SUB II
LLC**

By: Brookfield Asset
Management Private
Institutional Capital
Adviser US, LLC

By:/s/ David J. Stalter
Name: David J. Stalter
Title: Director

By:/s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

Dated: January 8, 2014 **BROOKFIELD RETAIL
HOLDINGS IV-C SUB II
LLC**

By: Brookfield Asset
Management Private
Institutional Capital
Adviser US, LLC

By:/s/ David J. Stalter
Name: David J. Stalter
Title: Director

By:/s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

**BROOKFIELD RETAIL
HOLDINGS IV-D SUB II
LLC**
Dated: January 8, 2014

By: Brookfield Asset
Management Private
Institutional Capital
Adviser US, LLC

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

By: /s/ Mark Srulowitz
Name: Mark Srulowitz
Title: Secretary

**Brookfield US Holdings
Inc.**
Dated: January 8, 2014

By: /s/ David J. Stalter
Name: David J. Stalter
Title: Director

Brookfield US Corporation
Dated: January 8, 2014

By: /s/ Michelle Campbell
Name: Michelle Campbell
Title: Secretary

**BROOKFIELD BPY
RETAIL HOLDINGS SUB I
LLC**
Dated: January 8, 2014

By: /s/ Jane Sheere
Name: Jane Sheere
Title: Secretary