

Brookfield Property Partners L.P.
Form SC TO-C
February 07, 2019

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

BROOKFIELD PROPERTY PARTNERS L.P.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Limited Partnership Units
(Title of Class of Securities)

G16249107

(CUSIP Number of Class of Securities)

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Telephone: (441) 294-3309

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

**Mile Kurta, Esq.
Torys LLP
1114 Avenue of the Americas
New York, New York 10036
(212) 880-6000**

CALCULATION OF FILING FEE

TRANSACTION VALUATION(*)
Not Applicable*

AMOUNT OF FILING FEE(*)
Not Applicable*

(*) A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

o third-party tender offer subject to Rule 14d-1.

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- ☒ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - ☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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Additional Information Regarding the Tender Offer

The offer to repurchase units referred to in the attached press release and letter to unitholders has not yet commenced. The attached press release and letter to unitholders are neither an offer to purchase nor a solicitation of an offer to sell any units of Brookfield Property Partners L.P. (BPY). The solicitation and the offer to purchase units by BPY will be made pursuant to an offer to purchase, issuer bid circular, letters of transmittal, notices of guaranteed delivery, and related materials that BPY will file with the Canadian securities regulatory authorities and the U.S. Securities and Exchange Commission (the SEC) that BPY will distribute to its unitholders, copies of which will be available free of charge from BPY, or from the following websites: www.sedar.com or the SEC's website at www.sec.gov. These documents will contain important information about the offer and unitholders are urged to read them carefully when they become available.

Item 12:	Description
99.1	<u>Press Release issued by Brookfield Property Partners L.P. on February 7, 2019</u>
99.2	<u>Letter to Unitholders dated February 7, 2019</u>