

Howard Hughes Corp
Form SC 13D/A
January 23, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 5)

The Howard Hughes Corporation

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

44267D107

(CUSIP Number)

Joseph S. Freedman

Brookfield Asset Management, Inc.

Brookfield Place, Suite 300

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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

(212) 728-8000

January 18, 2013

(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.

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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

NAMES OF REPORTING PERSONS

1
Brookfield Retail Holdings HHC 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

3,135,224*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

3,135,224*

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

3,135,224*

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

12

0

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

13

7.9%*

TYPE OF REPORTING PERSON

14

OO

* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 3,135,224 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 7.9% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield 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

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

3,135,224*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

3,135,224*

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

3,135,224*

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

12

0

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

13

7.9%*

TYPE OF REPORTING PERSON

14

OO

* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 3,135,224 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 7.9% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1

Brookfield Retail Holdings III 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

3,135,224*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

3,135,224*
**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

3,135,224*
**CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES**

12

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

13

7.9%*
TYPE OF REPORTING PERSON

14

00

* By virtue of certain voting rights, the Reporting Person may be deemed to share beneficial ownership of 3,135,224 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 7.9% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1
Brookfield Retail Holdings IV-A 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

92,865*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

92,865*

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

92,865*

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

12

b

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

13

0.24%*

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 beneficially own the 3,135,224 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 7.9% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 Brookfield Retail Holdings IV-B 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

6
CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

7

0

SHARED VOTING POWER

**NUMBER OF
SHARES 8
BENEFICIALLY
OWNED BY 185,354*
EACH
REPORTING
PERSON 9
WITH**

SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

10

185,354*

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

185,354*

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

12

b

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

13

0.47%*

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 beneficially own the 3,135,224 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 7.9% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

1
Brookfield Retail Holdings IV-C 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

62,099*

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

62,099*

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

62,099*

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

12

b

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

13

0.16%*

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 beneficially own the 3,135,224 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 7.9% of the shares of Common Stock. See Item 5.

SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield Retail Holdings IV-D 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

6
**CITIZENSHIP OR PLACE OF
ORGANIZATION**

Delaware

SOLE VOTING POWER

7

0

SHARED VOTING POWER

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

8

62,099*

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

62,099*

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

62,099*

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

12

0

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

13

0.16%*

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 beneficially own the 3,135,224 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 7.9% of the shares of Common Stock. See Item 5.

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SCHEDULE 13D

NAME OF REPORTING PERSONS

1
Brookfield Retail Holdings V LP

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

208,977*
SOLE DISPOSITIVE POWER

9

0
10 SHARED DISPOSITIVE POWER

208,977*
**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON**

11

208,977
**CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES**

12

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

13

0.53%*
TYPE OF REPORTING PERSON

14

PN

* The Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons and, therefore, may be deemed beneficially own the 3,135,224 shares of Common Stock held by all of the Reporting Persons in the aggregate, representing 7.9% of the shares of Common Stock. See Item 5.

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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

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	SHARED VOTING POWER
	8	
	3,135,224*	SOLE DISPOSITIVE POWER
	9	
	0	10 SHARED DISPOSITIVE POWER
	3,135,224*	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11

3,135,224*