

BROOKFIELD ASSET MANAGEMENT INC.
 Form 4
 February 28, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
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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).

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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 BROOKFIELD PLACE, 181 BAY STREET, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2019

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

TORONTO, A6 M5J2T3

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

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

(City) (State) (Zip)

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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 Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Underlying S
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	(Instr. 8)	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	Am Num
Class C Units	(7)	02/27/2019	M ⁽¹⁾⁽²⁾⁽³⁾		14,898,060.78		02/27/2019	(7)	OP Units	14, (7)

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 Inc.
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/ Justin Beber By: BROOKFIELD ASSET MANAGEMENT INC. (8) Name: Justin Beber Title: Chief Legal Officer and Corporate Secretary	02/27/2019
__Signature of Reporting Person	Date
/s/ Brian Lawson By: PARTNERS LIMITED (8) Name: Brian Lawson Title: President	02/27/2019
__Signature of Reporting Person	Date
/s/ Katayoon Sarpash By: BROOKFIELD HOLDINGS CANADA INC. (8) Name: Katayoon Sarpash Title: Vice President and Secretary	02/27/2019
__Signature of Reporting Person	Date
/s/ Katayoon Sarpash By: BROOKFIELD US HOLDINGS INC. (8) Name: Katayoon Sarpash Title: Vice President and Secretary	02/27/2019
__Signature of Reporting Person	Date
/s/ Josh Zinn By: BROOKFIELD US INC. (8) Name: Josh Zinn Title: Vice President	02/27/2019
__Signature of Reporting Person	Date
/s/ Josh Zinn By: BUSC FINANCE LLC (8) Name: Josh Zinn Title: Vice President	02/27/2019
__Signature of Reporting Person	Date
/s/ Melissa Lang By: BROOKFIELD PROPERTY GROUP LLC (8) Name: Melissa Lang Title: Senior Vice President and Secretary	02/27/2019
__Signature of Reporting Person	Date
/s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP OF GP LLC (8) Name: Melissa Lang Title: Senior Vice President and Secretary	02/27/2019
__Signature of Reporting Person	Date
/s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP L.P. (8) By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II GP OF GP LLC, its general partner Name: Melissa Lang Title: Senior Vice President and Secretary	02/27/2019
__Signature of Reporting Person	Date
/s/ Melissa Lang By: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II	

