

Brookfield Infrastructure Partners L.P.
Form SC 13D/A
April 14, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)

BROOKFIELD INFRASTRUCTURE PARTNERS L.P.

(Name of Issuer)

Limited Partnership Units

(Title of Class of Securities)

G16252 10 1

(CUSIP Number)

A.J. Silber

Brookfield Asset Management Inc.

Brookfield Place

181 Bay Street, Suite 300

Toronto, Ontario M5J 2T3

(416) 363-9491

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

April 13, 2015

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: Brookfield Infrastructure Partners L.P. - Form SC 13D/A

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 o.

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)

Edgar Filing: Brookfield Infrastructure Partners L.P. - Form SC 13D/A

CUSIP No. G16252 10 1

SCHEDULE 13D

- 1 Names of Reporting Persons
BROOKFIELD ASSET MANAGEMENT INC.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) Joint Filing
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
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 Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 0 LIMITED PARTNERSHIP UNITS |
| | 8 | Shared Voting Power 66,841,266 LIMITED PARTNERSHIP UNITS ¹ |
| | 9 | Sole Dispositive Power 0 LIMITED PARTNERSHIP UNITS |
| | 10 | Shared Dispositive Power 66,841,266 LIMITED PARTNERSHIP UNIT ¹ |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
66,841,266 LIMITED PARTNERSHIP UNITS
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
29.2% OF THE OUTSTANDING LIMITED PARTNERSHIP UNITS
- 14 Type of Reporting Person (See Instructions)
CO

¹ This amount includes 48,930 limited partnership units of Brookfield Infrastructure Partners L.P. (the "Partnership") owned by BIG Holdings L.P., a wholly-owned subsidiary of Brookfield Asset Management Inc. ("Brookfield"). This amount also includes 43,396,642 redeemable partnership units of the Partnership ("RPUs") owned by BILP Holding L.P., 15,342,774 RPUs owned by BIG Holdings L.P., and 8,101,850 RPUs owned by BAM Infrastructure Group L.P., each a wholly-owned subsidiary of Brookfield.

CUSIP No. G16252 10 1

SCHEDULE 13D

- 1 Names of Reporting Persons
PARTNERS VALUE FUND INC. (F.K.A. BAM INVESTMENTS CORP.)
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) Joint Filing
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
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 Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 2,218,649 LIMITED PARTNERSHIP UNITS |
| | 8 | Shared Voting Power 0 LIMITED PARTNERSHIP UNITS |
| | 9 | Sole Dispositive Power 2,218,649 LIMITED PARTNERSHIP UNITS |
| | 10 | Shared Dispositive Power 0 LIMITED PARTNERSHIP UNITS |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,218,649 LIMITED PARTNERSHIP UNITS
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
1.0% OF THE OUTSTANDING LIMITED PARTNERSHIP UNITS
- 14 Type of Reporting Person (See Instructions)
CO

CUSIP No. G16252 10 1

SCHEDULE 13D

- 1 Names of Reporting Persons
PARTNERS LIMITED
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) Joint Filing
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
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 Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 69,085,316 LIMITED PARTNERSHIP UNITS |
| | 8 | Shared Voting Power 69,059,915 LIMITED PARTNERSHIP UNITS |
| | 9 | Sole Dispositive Power 25,401 LIMITED PARTNERSHIP UNITS |
| | 10 | Shared Dispositive Power 69,059,915 LIMITED PARTNERSHIP UNITS |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
69,085,316 LIMITED PARTNERSHIP UNITS
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)
30.1% OF THE OUTSTANDING LIMITED PARTNERSHIP UNITS
- 14 Type of Reporting Person (See Instructions)
CO

CUSIP No. G16252 10 1

SCHEDULE 13D

Explanatory Note

This Amendment No. 3 (this Amendment No. 3) to Schedule 13D is being filed to reflect the acquisition by Brookfield of RPU's pursuant to a Subscription Agreement entered into on April 8, 2015 by Brookfield and the Partnership. 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. 3.

Item 2. Identity and Background

Schedules I, II and III hereto set forth a list of all the directors and executive officers (the Scheduled Persons), and their respective principal occupations, addresses, and citizenships, of each of Brookfield, Partners Value Fund Inc. (Value Fund) and Partners Limited (Partners), respectively.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of Schedule 13D is hereby supplemented as follows:

On April 13, 2015, Brookfield purchased 8,101,150 RPU's of Brookfield Infrastructure L.P. (Holding LP), which are exchangeable for limited partnership units of the Partnership (the Units) under certain circumstances. The purchase of these RPU's by Brookfield will be funded by \$349,999,920 cash on hand from Brookfield.

Item 4. Purpose of Transaction

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

Brookfield is acquiring the RPU's for the purpose of increasing its investment in the Partnership.

Item 5. Interest in Securities of the Issuer

Edgar Filing: Brookfield Infrastructure Partners L.P. - Form SC 13D/A

Items 5(a) (b) of Schedule 13D are hereby replaced with the following:

(a)-(b) As of the date hereof, Value Fund may be deemed to be the beneficial owner of 2,218,649 Units, and such Units constitute approximately 1.0% of the issued and outstanding Units based on the number of Units outstanding as of April 13, 2015. Assuming that all of the redeemable partnership units of Holding LP were exchanged for Units pursuant to the redemption-exchange mechanism, as of the date hereof, Brookfield may be deemed to be the beneficial owner of 66,841,266 Units and Partners may be deemed to be the beneficial owner of 69,085,316 Units, and such Units would constitute approximately 29.2% and 30.1%, respectively, of the issued and outstanding Units based on the number of Units outstanding as of April 13, 2015. The Units deemed to be beneficially owned by Partners include 25,401 Units owned by Partners and the Units deemed to be beneficially owned by each of Brookfield and Value Fund. Investments may be deemed to have the sole power to vote or direct the vote of the Units beneficially owned by it or to dispose of such Units. Brookfield may hold the Units directly or in one or more wholly-owned subsidiaries. Partners may be deemed to have shared power (with each of Brookfield and Value Fund) to vote or direct the vote of the Units beneficially owned by it or to dispose of such Units other than 25,401 Units with respect to which it has sole voting and investment power.

Item 7. Material to be Filed as Exhibits.

Exhibit 4 Subscription Agreement dated April 8, 2015 by and between Brookfield Asset Management Inc. and Brookfield Infrastructure L.P.

CUSIP No. G16252 10 1

SCHEDULE 13D

SIGNATURES

After reasonable inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certifies as to itself that the information set forth in this statement is true, complete and correct.

Dated: April 14, 2015

BROOKFIELD ASSET MANAGEMENT INC.

| | | |
|-----|-----------------|--|
| By: | /s/ A.J. Silber | |
| | Name: | A.J. Silber |
| | Title: | Vice President, Legal Affairs and Corporate Secretary |

PARTNERS VALUE FUND INC.

| | | |
|-----|---------------------|-----------------|
| By: | /s/ George E. Myhal | |
| | Name: | George E. Myhal |
| | Title: | President |

PARTNERS LIMITED

| | | |
|-----|--------------------|---------------------|
| By: | /s/ Derek E. Gorgi | |
| | Name: | Derek E. Gorgi |
| | Title: | Assistant Secretary |

SCHEDULE I

BROOKFIELD ASSET MANAGEMENT INC.

| Name and Position of Officer or Director | Principal Business Address | Principal Occupation or Employment | Citizenship |
|--|---|--|-------------|
| 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 8th 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 |
| 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 |
| Maureen Kempston Darkes, Director | c/o 21 Burkebrook Place, Apt. 712, Toronto, Ontario M4G 0A2, Canada | Corporate Director of Brookfield and former President, Latin America, Africa and Middle East, General Motors Corporation | Canada |
| David W. Kerr, Director | c/o 51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1, Canada | Chairman, 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. 333 Bloor Street East, 10th Floor, Toronto, Ontario M4W 1G9, Canada | Co-Founder and Director of Rogers Communications Inc. | 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 |

Edgar Filing: Brookfield Infrastructure Partners L.P. - Form SC 13D/A

| | | | |
|--|--|--|--------------------|
| Youssef A. Nasr, Director | P.O. Box 16 5927, Beirut, Lebanon | Corporate Director of Brookfield and former Chairman and CEO of HSBC Middle East Ltd. and former President of HSBC Bank Brazil | Lebanon and U.S.A. |
| Lord Augustine Thomas O'Donnell | P.O. Box 1, TD Centre, 66 Wellington St. W., 4th Floor, TD Tower Toronto, Ontario M5K 1A2, Canada | Chairman of Frontier Economics and Strategic Advisor, TD Bank Group | 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 |

Edgar Filing: Brookfield Infrastructure Partners L.P. - Form SC 13D/A

| | | | |
|--|---|--|-------------|
| 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 | Solera Capital L.L.C 625 Madison Avenue, 3rd Floor New York, N.Y. 10022 | Vice Chair, Solera Capital LLC | 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 VALUE FUND INC.

| Name and Position of Officer or Director | Principal Business Address | Principal Occupation or Employment | Citizenship |
|---|--|--|--------------------|
| John P. Barratt | c/o Suite 200, #10 2130 Dickson Road, Mississauga, Ontario L5B 1Y6 | Corporate Director | Canada |
| Edward C. Kress | 51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1 | Corporate Director | Canada |
| Brian D. Lawson | Brookfield Place, 181 Bay Street, Suite 300, Toronto, Ontario M5J 2T3 | Managing Partner and Chief Financial Officer | Canada |
| Frank N.C. Lochan | 228 Lakewood Drive, Oakville, Ontario L6K 1B2 | Brookfield Corporate Director | Canada |
| George E. Myhal | 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada | President and CEO, Partners Value Fund Inc. | Canada |
| Allen G. Taylor | 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada | Director, Finance of Brookfield | Canada |
| Ralph J. Zarboni | Rossiter Ventures Corporation 7357 Woodbine Ave., Suite 412 Markham, Ontario L3R 6L3 | CPresident Rossiter Ventures Corporation | Canada |

SCHEDULE III

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 |
| David W. Kerr, Director | c/o 51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada | Chairman, 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 | Partners Value Fund Inc., 181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada | President and CEO, Partners Value Fund Inc. | 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 |