

BROOKFIELD ASSET MANAGEMENT INC.

Form 6-K

April 25, 2007

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934**

**For the month of April 2007**

**Commission File Number: 033-97038**

**BROOKFIELD ASSET MANAGEMENT INC.**

(Translation of registrant's name into English)

**BCE Place**

**Suite 300**

**181 Bay Street, P.O. Box 762**

**Toronto, Ontario, Canada M5J 2T3**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by  
Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by  
Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant  
is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities  
Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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**INCORPORATION BY REFERENCE**

This Form 6-K of Brookfield Asset Management Inc. dated April 25, 2007 and the exhibits hereto are hereby incorporated by reference as exhibits to Brookfield Asset Management Inc.'s registration statement on Form F-9 (File No. 333-112049).

**EXHIBIT LIST**

| Exhibit | Description                                 |
|---------|---|
| 99.1    | Underwriting Agreement dated April 20, 2007 |
| 99.2    | Consent of Torys LLP                        |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**BROOKFIELD ASSET MANAGEMENT INC.**

Date: April 25, 2007

By: /s/ B. D. Lawson  
Name: B. D. Lawson  
Title: Managing Partner & CFO