

Hospitality Investors Trust, Inc.
Form SC 13D
April 10, 2017

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)

Hospitality Investors Trust, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)
44107J108
(CUSIP Number)

A.J. Silber
Brookfield Asset Management Inc.
Brookfield Place, Suite 300
181 Bay Street, P.O. Box 762
Toronto, Ontario M5J2T3
Telephone: (416) 359-8598
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copy to:

Steven L. Wilner, Esq.
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006
(212) 225-2000
March 31, 2017
(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.

(Continued on following pages)

(Page 1 of 40 Pages)

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* 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 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).

CUSIP No. 44107J108 13DPage 2 of 40 Pages

NAMES OF REPORTING PERSONS

1

Brookfield Asset Management Inc.

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Canada

SOLE VOTING POWER

7

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

9,152,542.37*

SOLE DISPOSITIVE POWER

9

-0-

SHARED DISPOSITIVE POWER

10

9,152,542.37*

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

9,152,542.37*

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)

18.8%**

14 TYPE OF REPORTING PERSON
CO

*See Item 5.

** The calculation is based on 48,770,325 shares of Common Stock (as defined below) outstanding, which includes (i) the 38,813,408 shares of Common Stock outstanding as of March 15, 2017, as set forth in the Issuer's (as defined below) Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "Commission") on March 31, 2017, (ii) 524,956 shares of Common Stock issued upon redemption of OP Units (as defined below) delivered upon conversion of all issued and outstanding limited partnership interests in the OP (as defined below) entitled "Class B Units" (the "Class B Units") into OP Units by the Advisor (as defined below) at the Initial Closing (as defined below), (iii) 90 shares of Common Stock issued upon redemption of OP Units by the Advisor at the Initial Closing, (iv) 279,329 shares of Common Stock issued to the ARC Property Manager (as defined below) at the Initial Closing, and (v) the 9,152,542.37 shares of Common Stock issuable upon conversion of OP Units deliverable upon conversion of the Class C Units (as defined below) reported herein as described herein.

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NAMES OF REPORTING PERSONS

1 Partners Limited

CHECK THE APPROPRIATE BOX IF
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2 (see instructions)
(b)

SEC USE ONLY

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SOURCE OF FUNDS

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CITIZENSHIP OR PLACE OF
ORGANIZATION

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SOLE VOTING POWER

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NAMES OF REPORTING PERSONS

1 Brookfield Holdings Canada Inc.

CHECK THE APPROPRIATE BOX IF
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2 (see instructions)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

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PROCEEDINGS IS REQUIRED
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CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Canada

SOLE VOTING POWER

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-0-

NUMBER OF
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CUSIP No. 44107J108 13DPage 5 of 40 Pages

NAMES OF REPORTING PERSONS

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Brookfield US Holdings Inc.

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2 (see instructions)

(b)

SEC USE ONLY

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SOURCE OF FUNDS

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CITIZENSHIP OR PLACE OF
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BENEFICIALLY OWNED BY EACH

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REPORTING PERSON

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CITIZENSHIP OR PLACE OF
ORGANIZATION

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Delaware

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1 NAMES OF
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