

BROOKFIELD ASSET MANAGEMENT INC.

Form 40-F/A

April 03, 2017

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 40-F/A

(Amendment No. 1)

(Check One)

☐ Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

☒ Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act
of 1934

For the fiscal year ended December 31, 2016

Commission file number 033-97038

BROOKFIELD ASSET MANAGEMENT INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--|---|
| Ontario, Canada | 1121, 1031, 1061, 1311, 1321, 2421, 4939, 6311 | Not applicable |
| (Province or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number (if applicable)) | (I.R.S. Employer Identification Number (if Applicable)) |

Suite 300, Brookfield Place, 181 Bay Street, P.O. Box 762, Toronto, Ontario, Canada M5J 2T3

(416) 363-9491

(Address and Telephone Number of Registrant's Principal Executive Offices)

Torys LLP, 1114 Avenue of the Americas, New York, NY 10036-7703

(212) 880-6000

(Name, Address (Including Zip Code) and Telephone Number

(Including Area Code) of Agent For Service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| | |
|---------------------|---|
| Title of each class | Name of each exchange on which registered |
|---------------------|---|

| | |
|-------------------------------|-------------------------|
| Class A Limited Voting Shares | New York Stock Exchange |
|-------------------------------|-------------------------|

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

For annual reports, indicate by check mark the information filed with this Form:

☒ Annual Information Form ☒ Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

Class A Limited Voting Shares: 986,531,687

Class B Limited Voting Shares 85,120

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). ☐ Yes ☐ No

EXPLANATORY NOTE

Brookfield Asset Management Inc. (the “Company” or the “Registrant”) is filing this Amendment No. 1 to its Annual Report on Form 40-F for the fiscal year ended December 31, 2016 (the “Original Filing”) filed with the United States Securities and Exchange Commission on March 31, 2017 solely to refile Exhibits 99.3, 99.4, 99.5, 99.6 and 99.7 to correct the dates of these documents from “March 31, 2016” to “March 31, 2017”.

Other than as expressly set forth above, this Amendment No. 1 does not, and does not purport to, update or restate the information in the Original Filing or reflect any events that have occurred after the Original Filing was filed.

EXHIBIT INDEX

Exhibit Description

- 99.1* Annual Information Form for the fiscal year ended December 31, 2016
- 99.2* Management's Discussion and Analysis of Financial Results for the fiscal year ended December 31, 2016, the Consolidated Financial Statements for the fiscal year ended December 31, 2016, and the Attestation Report of the Independent Registered Public Accounting Firm
- 99.3 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934
- 99.4 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934
- 99.5 Certification of Chief Executive Officer pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code
- 99.6 Certification of Chief Financial Officer Form pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code
- 99.7 Consent of Deloitte LLP

*Previously Filed.

SIGNATURE

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Amendment No. 1 to the Annual Report on Form 40/F-A to be signed on its behalf by the undersigned, thereunto duly authorized, on April 3, 2017.

BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ Brian D. Lawson

Name: Brian D. Lawson

Title: Senior Managing Partner and Chief Financial Officer