

Vistra Energy Corp.
Form SC 13G
February 14, 2018

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Vistra Energy Corp.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

92840M102
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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).

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
1 ABOVE PERSONS (ENTITIES
ONLY)

Brookfield Asset Management Inc.

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Ontario

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

43,490,187⁽¹⁾

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

43,490,187⁽¹⁾

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

43,490,187⁽¹⁾

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

10.2%⁽²⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO, HC

⁽¹⁾ Consists of shares of the Issuer's Common Stock directly held by the Investment Vehicles (as defined herein), for which the reporting person may be deemed to be a beneficial owner. See Item 4(a) for more information.

⁽²⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

2

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Partners Limited

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Ontario

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5
0

SHARED VOTING POWER

6
43,490,187⁽¹⁾

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
43,490,187⁽¹⁾

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

43,490,187⁽¹⁾

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

10.2%⁽²⁾

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

CO

⁽¹⁾ Consists of shares of the Issuer's Common Stock directly held by the Investment Vehicles (as defined herein), for which the reporting person may be deemed to be a beneficial owner. See Item 4(a) for more information.

⁽²⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

3

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Brookfield Private Equity Inc.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Ontario

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

0

SHARED VOTING POWER

6

43,490,187⁽¹⁾

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

43,490,187⁽¹⁾

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

43,490,187⁽¹⁾

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

10.2%⁽²⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

⁽¹⁾ Consists of shares of the Issuer's Common Stock directly held by the Investment Vehicles (as defined herein), for which the reporting person may be deemed to be a beneficial owner. See Item 4(a) for more information.

⁽²⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

4

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Brookfield US Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

43,490,187⁽¹⁾

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

43,490,187⁽¹⁾

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

43,490,187⁽¹⁾

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

10.2%⁽²⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

⁽¹⁾ Consists of shares of the Issuer's Common Stock directly held by the Investment Vehicles (as defined herein), for which the reporting person may be deemed to be a beneficial owner. See Item 4(a) for more information.

⁽²⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
1 ABOVE PERSONS (ENTITIES
ONLY)

Brookfield Private Equity Holdings,
LLC

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

43,490,187⁽¹⁾

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

43,490,187⁽¹⁾

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

43,490,187⁽¹⁾

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

10.2%⁽²⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

⁽¹⁾ Consists of shares of the Issuer's Common Stock directly held by the Investment Vehicles (as defined herein), for which the reporting person may be deemed to be a beneficial owner. See Item 4(a) for more information.

⁽²⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Brookfield Private Equity Direct Investments Holdings LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6
43,490,187⁽¹⁾

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
43,490,187⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

43,490,187⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

10.2%⁽²⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Consists of shares of the Issuer's Common Stock directly held by the Investment Vehicles (as defined herein), for which the reporting person may be deemed to be a beneficial owner. See Item 4(a) for more information.

⁽²⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
1 ABOVE PERSONS (ENTITIES
ONLY)

Brookfield Capital Partners Ltd.

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Ontario

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 SHARED VOTING POWER

43,490,187⁽¹⁾

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

43,490,187⁽¹⁾

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

43,490,187⁽¹⁾

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

10.2%⁽²⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

⁽¹⁾ Consists of shares of the Issuer's Common Stock directly held by the Investment Vehicles (as defined herein), for which the reporting person may be deemed to be a beneficial owner. See Item 4(a) for more information.

⁽²⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
1 ABOVE PERSONS (ENTITIES
ONLY)

Brookfield Holdings Canada Inc.

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Ontario

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 SHARED VOTING POWER

43,490,187⁽¹⁾

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

43,490,187⁽¹⁾

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

43,490,187⁽¹⁾

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

10.2%⁽²⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

⁽¹⁾ Consists of shares of the Issuer's Common Stock directly held by the Investment Vehicles (as defined herein), for which the reporting person may be deemed to be a beneficial owner. See Item 4(a) for more information.

⁽²⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

9

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Brookfield Private Funds Holdings Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ontario

SOLE VOTING POWER

5
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6
43,490,187⁽¹⁾

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
43,490,187⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

43,490,187⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

10.2% ⁽²⁾

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

CO

⁽¹⁾ Consists of shares of the Issuer's Common Stock directly held by the Investment Vehicles (as defined herein), for which the reporting person may be deemed to be a beneficial owner. See Item 4(a) for more information.

⁽²⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

10

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
1 ABOVE PERSONS (ENTITIES
ONLY)

Brookfield Canada Adviser, LP

CHECK THE APPROPRIATE BOX
2 IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF
4 ORGANIZATION

Manitoba

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 SHARED VOTING POWER

43,490,187⁽¹⁾

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

43,490,187⁽¹⁾

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

43,490,187⁽¹⁾

CHECK IF THE AGGREGATE
10 AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

10.2% ⁽²⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Consists of shares of the Issuer's Common Stock directly held by the Investment Vehicles (as defined herein), for which the reporting person may be deemed to be a beneficial owner. See Item 4(a) for more information.

⁽²⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

11

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Manitoba

SOLE VOTING POWER

5

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

43,490,187⁽¹⁾

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

43,490,187⁽¹⁾

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

43,490,187⁽¹⁾

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

10.2% ⁽²⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

⁽¹⁾ Consists of shares of the Issuer's Common Stock directly held by the Investment Vehicles (as defined herein), for which the reporting person may be deemed to be a beneficial owner. See Item 4(a) for more information.

⁽²⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

12

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Brookfield Private Equity Group Holdings LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Manitoba

SOLE VOTING POWER

5

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

43,490,187⁽¹⁾

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

43,490,187⁽¹⁾

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

43,490,187⁽¹⁾

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

Not applicable

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

10.2%⁽²⁾

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

PN

⁽¹⁾ Consists of shares of the Issuer's Common Stock directly held by the Investment Vehicles (as defined herein), for which the reporting person may be deemed to be a beneficial owner. See Item 4(a) for more information.

⁽²⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

13

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Titan Co-Investment GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

43,490,187⁽¹⁾

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

43,490,187⁽¹⁾

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

43,490,187⁽¹⁾

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

Not applicable

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

10.2%⁽²⁾

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

OO

⁽¹⁾ Consists of shares of the Issuer's Common Stock directly held by the Investment Vehicles (as defined herein), for which the reporting person may be deemed to be a beneficial owner. See Item 4(a) for more information.

⁽²⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Brookfield Titan Holdings LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

22,817,924

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

772,128

SOLE DISPOSITIVE POWER

7

22,817,924

SHARED DISPOSITIVE POWER

8

772,128

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

23,590,052

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

5.5%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BCP Titan Aggregator, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

4,505,400

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

4,505,400

SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,505,400

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

1.1%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
1 ABOVE PERSONS (ENTITIES
ONLY)

BCP Titan Sub-Aggregator, L.P.

CHECK THE APPROPRIATE BOX
2 IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF
4 ORGANIZATION

Delaware

SOLE VOTING POWER

5

4,793,319

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

679,402

SOLE DISPOSITIVE POWER

7

4,793,319

SHARED DISPOSITIVE POWER

8

679,402

AGGREGATE AMOUNT
9 BENEFICIALLY OWNED BY EACH
REPORTING PERSON

5,472,721

CHECK IF THE AGGREGATE
10 AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

1.3%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Longhorn Capital GS L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6
2,010,326

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
2,010,326

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,010,326

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

Titan Co-Investment-AC, L.P.

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER

5

1,903,300

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

130,445

SOLE DISPOSITIVE POWER

7

1,903,300

SHARED DISPOSITIVE POWER

8

130,445

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

2,033,745

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

19

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

Titan Co-Investment-CN, L.P.

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER

5

532,398

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

109,076

SOLE DISPOSITIVE POWER

7

532,398

SHARED DISPOSITIVE POWER

8

109,076

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

641,474

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

20

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Titan Co-Investment-DS, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

139,838

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

1,929

SOLE DISPOSITIVE POWER

7

139,838

SHARED DISPOSITIVE POWER

8

1,929

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

141,767

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

21

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Titan Co-Investment-FN, L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

223,384

SHARED VOTING POWER

6

35,374

SOLE DISPOSITIVE POWER

7

223,384

SHARED DISPOSITIVE POWER

8

35,374

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

258,758

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

22

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Titan Co-Investment-GLH, L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

223,384

SHARED VOTING POWER

6

35,374

SOLE DISPOSITIVE POWER

7

223,384

SHARED DISPOSITIVE POWER

8

35,374

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

258,758

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

23

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Titan Co-Investment-HI, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

2,591,601

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

74,744

SOLE DISPOSITIVE POWER

7

2,591,601

SHARED DISPOSITIVE POWER

8

74,744

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,666,345

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

24

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Titan Co-Investment-ICG, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

563,838

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

105,183

SOLE DISPOSITIVE POWER

7

563,838

SHARED DISPOSITIVE POWER

8

105,183

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

669,021

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

25

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Titan Co-Investment-LB, L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

279,675

SHARED VOTING POWER

6

3,858

SOLE DISPOSITIVE POWER

7

279,675

SHARED DISPOSITIVE POWER

8

3,858

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

283,533

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Titan Co-Investment-MCG, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

244,213

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

25,366

SOLE DISPOSITIVE POWER

7

244,213

SHARED DISPOSITIVE POWER

8

25,366

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

269,579

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Titan Co-Investment-MRS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

562,650

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

7,884

SOLE DISPOSITIVE POWER

7

562,650

SHARED DISPOSITIVE POWER

8

7,884

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

570,534

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Titan Co-Investment-RBS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

2,098,937

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

29,563

SOLE DISPOSITIVE POWER

7

2,098,937

SHARED DISPOSITIVE POWER

8

29,563

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,128,500

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

Less than 1%⁽¹⁾

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

⁽¹⁾ Calculated based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018.

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Item 1.

(a). Name of Issuer. Vistra Energy Corp.

(b). Address of Issuer's Principal Executive Offices

6555 Sierra Drive
Irving, Texas 75039

Item 2.

(a). This statement is being filed jointly by each of the following persons (each a "Reporting Person"), each of which is affiliate with and/or with accounts managed by affiliates of Brookfield Asset Management, Inc. ("BAM"):

BAM;

Partners Limited ("Partners");

Brookfield Private Equity Inc. ("BPE");

Brookfield US Corporation ("BUSC");

Brookfield Private Equity Holdings LLC ("BPEH");

Brookfield Private Equity Direct Investments Holdings LP ("BPE DIH");

Brookfield Capital Partners Ltd. ("BCPL");

Brookfield Holdings Canada Inc. ("BHC");

Brookfield Private Funds Holdings Inc. ("BPFH");

Brookfield Canada Adviser, LP ("BCA");

Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. ("BAMPIC");

Brookfield Private Equity Group Holdings LP ("BPEGH");

Titan Co-Investment GP, LLC ("Titan Co-Invest");

Brookfield Titan Holdings LP ("Titan Holdings");

BCP Titan Aggregator, L.P. ("Aggregator");

BCP Titan Sub Aggregator, L.P. ("Sub Aggregator")

Titan Co-Investment-AC, L.P. ("Titan AC");

Titan Co-Investment-CN, L.P. ("Titan CN");

Titan Co-Investment-DS, L.P. ("Titan DS");

Titan Co-Investment-FN, L.P. ("Titan FN");

Titan Co-Investment-GLH, L.P. ("Titan GLH");

Titan Co-Investment-HI, L.P. ("Titan HI");

Titan Co-Investment-ICG, L.P. ("Titan ICG");

Titan Co-Investment-LB, L.P. ("Titan LB");

Titan Co-Investment-MCG, L.P. ("Titan MCG");

Titan Co-Investment-MRS, L.P. ("Titan MRS");

Titan Co-Investment-RBS, L.P. ("Titan RBS" and together with Titan AC, Titan CN, Titan DS, Titan FN, Titan GLH, Titan HI, Titan ICG, Titan LB, Titan MCG and Titan MRS, the "Titan Vehicles"); and

Longhorn Capital GS L.P. ("Longhorn", and together with the Titan Vehicles, Titan Holdings, Aggregator and Sub Aggregator, the "Investment Vehicles").

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*Attached as Exhibit 1 is a copy of an agreement among the Reporting Persons that this Schedule 13G is being filed on behalf of each of them.

(b). Address of Principal Business Office or, if none, Residence

The address of each of BAM, BPE, BPE DIH, BCPL, BHC, BPFH, BCA, BAMPIC and BPEGH is:

Brookfield Place
181 Bay Street, Suite 330
Toronto, Ontario, Canada, M5J 2T3

The address of each of the Titan Vehicles, Titan Co-Invest, BPEH and BUSC is:

Brookfield Place
250 Vesey Street, 15th Floor
New York, NY 10281

(c)Citizenship. See Item 4 of the cover pages.

(d)Title of Class of Securities. Common Stock

(e)CUSIP Number. 92840M102

Item 3. Not applicable.

Item 4. Ownership

(a)(b)(c) Amount beneficially owned:

As of December 31, 2017, each of the Investment Vehicles directly held and beneficially owned the shares of Common Stock indicated on the following table. Each of the Reporting Persons may share voting and investment power as indicated in the paragraphs below the table. All calculations of percentages of beneficial ownership in this Item 4 and elsewhere in this Schedule 13G are based on 428,425,233 shares of the Issuer's Common Stock outstanding as of January 19, 2018 as reported in the Issuer's Joint Proxy Statement and Prospectus filed with the SEC on January 25, 2018 (the "Outstanding Shares").

Investment Vehicle	Sole	Shared	Total	Beneficial Ownership
Titan Holdings	22,817,924	772,128	23,590,052	5.5%
Titan Aggregator	4,505,400	0	4,505,400	1.1%
Titan Sub Aggregator	4,793,319	679,402	5,472,721	1.3%
Titan AC	1,903,300	130,445	2,033,745	Less than 1%
Titan CN	532,398	109,076	641,474	Less than 1%
Titan DS	139,838	1,929	141,767	Less than 1%
Titan FN	223,384	35,374	258,758	Less than 1%

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Titan GLH	223,384	35,374	258,758	Less than 1%
Titan HI	2,591,601	74,744	2,666,345	Less than 1%
Titan ICG	563,838	105,183	669,021	Less than 1%
Titan LB	279,675	3,858	283,533	Less than 1%
Titan MCG	244,213	25,366	269,579	Less than 1%
Titan MRS	562,650	7,884	570,534	Less than 1%
Titan RBS	2,098,937	29,563	2,128,500	Less than 1%
Longhorn	0	2,010,326	2,010,326	Less than 1%

Each of (i) BPE DIH, as a limited partner of Titan Holdings, (ii) BPEGH, as a limited partner of Titan Holdings and each of the Titan Vehicles, (iii) BPE, as the general partner of BPE DIH and BPEGH, (iv) Titan Co-Invest, as the general partner of each of the Titan Vehicles, (v) BPEH, as a member of Titan Co-Invest, (vi) BUSC, as a member of BPEH, (vii) BHC, as indirect shareholder of BUSC, (viii) BAM, as limited partner of BPE and shareholder of BHC, and (ix) Partners, as shareholder of BAM, (x) BCPL and BAMPIC, as indirect owners of Longhorn, Aggregator and Sub-Aggregator, (xi) BCA, as limited partner of BAMPIC (xii) BPFH, as limited partner of BCA, and (xiii) BHC, as shareholder of BPFH may be deemed to share with the Titan Vehicles beneficial ownership of their shares of Common Stock.

By virtue of the various relationships, agreements and arrangements among the Reporting Persons, the Reporting Persons may be deemed to constitute a “group” (within the meaning of the Act and Rule 13d-5 thereunder) that beneficially owns all shares of Common Stock owned by all members of such group. Moreover, by virtue of various agreements and arrangements with Seismic Holding LLC (“Seismic”), Brookfield Asset Management Inc. and certain of the Investment Vehicles may be deemed to constitute a “group” (within the meaning of the Act and Rule 13d-5 thereunder) with Seismic that beneficially owns 66,370,568 shares of Common Stock (including 22,880,381 shares beneficially owned by Seismic), constituting 15.49% of the Outstanding Shares.

Each of the Reporting Persons expressly disclaims, to the extent permitted by applicable law, the existence of a “group” (within the meaning of the Act and Rule 13d-5 thereunder) involving Seismic, and beneficial ownership of all shares of Common Stock held by Seismic or by any other Reporting Person. The filing of this statement shall not be deemed an admission that the Reporting Persons are the beneficial owners of any securities reported herein. Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information provided by another Reporting Person.

Clients of the Reporting Person have or may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of securities held in their accounts. No such client is known to have such right or power with respect to more than 5% of the class of securities to which this report relates.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certifications

Not applicable

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2018

BROOKFIELD
ASSET
MANAGEMENT,
INC.

By: /s/ A.J. Silber

Name: A.J. Silber
Title: Vice-President,
Legal Affairs

PARTNERS
LIMITED

By: /s/ Brian Lawson

Name: Brian Lawson
Title: Director

BROOKFIELD
PRIVATE EQUITY,
INC.

By: /s/ A.J. Silber

Name: A.J. Silber
Title: Director

BROOKFIELD US
CORPORATION

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Vice-President

BROOKFIELD
PRIVATE EQUITY
HOLDINGS LLC

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior
Vice-President

BROOKFIELD
PRIVATE EQUITY
DIRECT
INVESTMENTS
HOLDINGS LP

By: Brookfield
Private Equity, Inc.,
its general partner:

By: /s/ A.J. Silber

Name: A.J. Silber
Title: Director

BROOKFIELD
CAPITAL
PARTNERS LTD.

By: /s/ A.J. Silber

Name: A.J. Silber
Title: Director

BROOKFIELD
HOLDINGS
CANADA INC.

By: /s/ A.J. Silber

Name: A.J. Silber
Title:
Vice-President

BROOKFIELD
PRIVATE FUNDS
HOLDINGS INC.

By: /s/ A.J. Silber
Name: A.J. Silber
Title: Director
BROOKFIELD
CANADA
ADVISER, LP

By: Brookfield
Private Funds
Holdings Inc., its
general partner:

By: /s/ A.J. Silber

Name: A.J. Silber
Title: Director

BROOKFIELD
ASSET
MANAGEMENT
PRIVATE
INSTITUTIONAL
CAPITAL
ADVISER
(CANADA), L.P.

By: Brookfield
Private Funds
Holdings, Inc., its
general partner:

By: /s/ A.J. Silber

Name: A.J. Silber
Title: Director

TITAN
CO-INVESTMENT
GP, LLC

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior
Vice-President

BROOKFIELD
PRIVATE EQUITY
GROUP HOLDINGS LP

By: Brookfield Private
Equity, Inc., its general
partner:

By: /s/ A.J. Silber

Name: A.J. Silber
Title: Director

BROOKFIELD TITAN
HOLDINGS LP

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior
Vice-President

TITAN
CO-INVESTMENT-AC,
L.P.

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior
Vice-President

TITAN
CO-INVESTMENT-CN,
L.P.

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar

Title: Senior
Vice-President

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TITAN
CO-INVESTMENT-DS,
L.P.

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior
Vice-President

TITAN
CO-INVESTMENT-FN,
L.P.

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior
Vice-President

TITAN
CO-INVESTMENT-GLH,
L.P.

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior
Vice-President

TITAN
CO-INVESTMENT-HI,
L.P.

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior
Vice-President

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TITAN
CO-INVESTMENT-ICG,
L.P.

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior Vice-President

TITAN
CO-INVESTMENT-LB,
L.P.

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior Vice-President

TITAN
CO-INVESTMENT-MCG,
L.P.

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior Vice-President

TITAN
CO-INVESTMENT-MRS,
L.P.

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior Vice-President

TITAN
CO-INVESTMENT-RBS,
L.P.

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior
Vice-President

BCP TITAN
AGGREGATOR, L.P.

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior
Vice-President

BCP TITAN SUB
AGGREGATOR, L.P.

By: Titan Co-Investment
GP, LLC, its general
partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior
Vice-President

LONGHORN CAPITAL
GS LP

By: Longhorn Capital
Ltd., its general partner:

By: /s/ Jordan Kolar

Name: Jordan Kolar
Title: Senior
Vice-President

EXHIBIT INDEX

Exhibit No.

1 Joint Filing Agreement, dated February 14, 2018

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