

Performance Sports Group Ltd.  
 Form 3  
 September 21, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â BROOKFIELD ASSET MANAGEMENT INC.		(Month/Day/Year)	Performance Sports Group Ltd. [PSG]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
BROOKFIELD PLACE,Â 181 BAY STREET, SUITE 300			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	
TORONTO,Â A6Â M5J 2T3			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares, no par value	4,751,408	I	Owned by 251091708 Delaware LP <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Cash-settled total return swap <sup>(5)</sup> <sup>(6)</sup>	Â <sup>(5)(6)</sup>	10/10/2017	Common Shares, no par value	93,036	\$ 3.4215 <sup>(7)</sup>	I	Owned by 251091708 Delaware LP <sup>(1)</sup> <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup>
Cash-settled total return swap <sup>(5)</sup> <sup>(6)</sup>	Â <sup>(5)(6)</sup>	10/10/2017	Common Shares, no par value	96,040	\$ 3.4416 <sup>(7)</sup>	I	Owned by 251091708 Delaware LP <sup>(1)</sup> <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup>
Cash-settled total return swap <sup>(5)</sup> <sup>(6)</sup>	Â <sup>(5)(6)</sup>	10/10/2017	Common Shares, no par value	21,951	\$ 3.3525 <sup>(7)</sup>	I	Owned by 251091708 Delaware LP <sup>(1)</sup> <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKFIELD ASSET MANAGEMENT INC. BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO,Â A6Â M5J 2T3	Â	Â X	Â	Â
251091708 Delaware LP BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO,Â A6Â M5J 2T3	Â	Â X	Â	Â
PubCo Investments LP BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO,Â A6Â M5J 2T3	Â	Â X	Â	Â
2484842 Ontario Ltd BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO,Â A6Â M5J 2T3	Â	Â X	Â	Â
Brookfield Capital Partners Ltd. BROOKFIELD PLACE 181 BAY STREET, SUITE 300 TORONTO,Â A6Â M5J 2T3	Â	Â X	Â	Â
BCP GP Ltd BROOKFIELD PLACE	Â	Â X	Â	Â

181 BAY STREET, SUITE 300  
TORONTO, A6 M5J 2T3

Brookfield Private Equity Group Holdings LP  
BROOKFIELD PLACE  
181 BAY STREET, SUITE 300  
TORONTO, A6 M5J 2T3

^ ^ X ^ ^

Brookfield Private Equity Inc.  
BROOKFIELD PLACE  
181 BAY STREET, SUITE 300  
TORONTO, A6 M5J 2T3

^ ^ X ^ ^

Brookfield Asset Management Private Institutional Capital Adviser (Private  
Equity), L.P.  
BROOKFIELD PLACE  
181 BAY STREET, SUITE 300  
TORONTO, A6 M5J 2T3

^ ^ X ^ ^

Partners Ltd  
BROOKFIELD PLACE  
181 BAY STREET, SUITE 300  
TORONTO, A6 M5J 2T3

^ ^ X ^ ^

## Signatures

/s/ A.J. Silber for Brookfield Asset Management Inc.	09/21/2016
**Signature of Reporting Person	Date
/s/ A.J. Silber for 251091708 Delaware LP	09/21/2016
**Signature of Reporting Person	Date
/s/ A.J. Silber for PubCo Investments LP	09/21/2016
**Signature of Reporting Person	Date
/s/ A.J. Silber for 2484842 Ontario Limited	09/21/2016
**Signature of Reporting Person	Date
/s/ David Nowak for Brookfield Capital Partners Ltd.	09/21/2016
**Signature of Reporting Person	Date
/s/ David Nowak for BCP GP Limited	09/21/2016
**Signature of Reporting Person	Date
/s/ David Nowak for Brookfield Private Equity Group Holdings LP	09/21/2016
**Signature of Reporting Person	Date
/s/ David Nowak for Brookfield Private Equity Inc.	09/21/2016
**Signature of Reporting Person	Date
/s/ David Nowak for Brookfield Asset Management Private Institutional Capital Adviser (Private Equity) LP	09/21/2016
**Signature of Reporting Person	Date
/s/ Brian D. Lawson for Partners Limited	09/21/2016
**Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 3 is being jointly filed by and on behalf of each of the following persons (each, a "Reporting Person"): (i) 251091708 Delaware LP, a Delaware limited partnership ("251091708"); (ii) PubCo Investments LP, an Ontario limited partnership ("PubCo LP"); (iii) 2484842 Ontario Limited, a corporation formed under the laws of Ontario, Canada ("2484842 GP"); (iv) Brookfield Capital Partners

- (1) Ltd., a corporation formed under the laws of Ontario, Canada ("BF Capital Partners"); (v) BCP GP Limited, a corporation formed under the laws of Ontario, Canada ("BCP GP"); (vi) Brookfield Private Equity Group Holdings LP, a Manitoba limited partnership ("BF Holdings"); (vii) Brookfield Private Equity Inc., a corporation formed under the laws of Ontario, Canada ("BPE"); (viii) Brookfield Asset Management Private Institutional Capital Adviser (Private Equity) LP, a Manitoba limited partnership ("BAM PIC");
- (2) (ix) Brookfield Asset Management Inc., a corporation formed under the laws of Ontario, Canada ("BAM"); and (x) Partners Limited, a corporation formed under the laws of Ontario, Canada ("Partners").

251091708 is controlled by its general partner, PubCo LP. PubCo LP is controlled by its general partner, 2484842 GP. 2484842 GP is controlled by its sole shareholder, BF Capital Partners. BF Capital Partners is controlled by its sole shareholder, BCP GP. BCP GP is controlled by its sole shareholder, BF Holdings. BF Holdings is controlled by its general partner, BPE. BPE is controlled by its sole shareholder, BAM. BAM PIC serves as the investment advisor to 251091708, PubCo LP and 2484842 GP and is controlled by its general partner, BF Capital Partners. Partners Limited holds 85,120 Class B Limited Voting Shares of BAM, representing 100% of such shares, and 867,495 Class A Limited Voting Shares of BAM, representing approximately 0.1% of such shares.

- (3) Each of the Reporting Persons may be deemed to beneficially own the securities of the Issuer beneficially owned by the Reporting Persons directly or indirectly controlled by it, but each (other than 251091708 to the extent of its direct holdings) disclaims beneficial ownership of such securities, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, 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 supplied by another Reporting Person.
- (4) 251091708 has entered into cash-settled total return swap agreements (the "Swap Agreements") as reported in Table II, under which: (i) 251091708 will be obligated to pay the counterparty any negative price performance of the common shares of the Issuer subject to such swap at the expiration date of such swap and (ii) the counterparty will be obligated to pay 251091708 any positive price performance of the common shares of the Issuer subject to such swap at the expiration date of such swap. Any dividends received by the counterparty on such notional common shares of the Issuer during the term of the swap will be paid to 251091708. All balances will be cash settled at the expiration date of the swaps.

The Swap Agreements do not provide the Reporting Persons with any voting or dispositive power over any shares held by the counterparty and do not require the counterparty thereto to acquire, hold, vote or dispose of any shares of the Issuer. Accordingly, the

- (6) Reporting Persons disclaim any beneficial ownership of any common shares of the Issuer that may be referenced in such swaps or any other securities that may be held from time to time by the counterparty to such swaps.
- (7) Represents the reference price associated with the Swap Agreements.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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