

Brixmor Property Group Inc.
Form 4
July 03, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
BREA VI L.L.C.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP, 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Brixmor Property Group Inc. [BRX]

3. Date of Earliest Transaction (Month/Day/Year)

06/30/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/01/2014		S		23,684,648	D	\$ 21.7688 (1)
							137,809,974
Common Stock	06/30/2014		C		8,480,555	A	\$ 21.7688 (3)
							8,480,555
Common Stock	07/01/2014		S		8,480,555	D	\$ 21.7688
							0

See Footnotes (2) (5) (17) (18) (19) (20) (21)

See Footnotes (4) (5) (17) (18) (19) (20) (21)

See Footnotes

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					<u>(1)</u>				<u>(4)</u> <u>(5)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u>
Common Stock	06/30/2014	C	1,290,669	A	<u>(6)</u>	1,290,669	I		See Footnotes <u>(7)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u>
Common Stock	07/01/2014	S	1,290,669	D	\$ <u>(1)</u>	21,7688 0	I		See Footnotes <u>(7)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u>
Common Stock	06/30/2014	C	5,483,350	A	<u>(6)</u>	5,483,350	I		See Footnotes <u>(8)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u>
Common Stock	06/30/2014	<u>J</u> ⁽⁹⁾	5,269,549	D	<u>(6)</u>	213,801	I		See Footnotes <u>(8)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u>
Common Stock	07/01/2014	S	213,801	D	\$ <u>(1)</u>	21,7688 0	I		See Footnotes <u>(8)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u>
Common Stock	07/01/2014	S	772,827	D	\$ <u>(1)</u>	21,7688 4,496,722	I		See Footnotes <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock of BPG Subsidiary Inc.	(3)	06/30/2014		C	8,480,555	(3)	(3)	Common Stock	8,480,555
Common Units of Brixmor Operating Partnership LP	(6)	06/30/2014		C	1,290,669	(6)	(6)	Common Stock	1,290,669
Common Units of Brixmor Operating Partnership LP	(6)	06/30/2014		C	5,483,350	(6)	(6)	Common Stock	5,483,350

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREA VI L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
BRE Retail Holdco L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Retail Transaction II Holdco L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Real Estate Associates VI L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		

Blackstone Real Estate Holdings VII L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X
Blackstone Real Estate Associates VII L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X
BREA VII L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X
Blackstone Real Estate Holdings VII -ESC L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X
BREP VII Side-By-Side GP L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X

Signatures

BRE Retail Holdco L.P., By: Blackstone Real Estate Associates VI L.P, its general partner, By: BREA VI L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/03/2014
**Signature of Reporting Person	Date
Blackstone Retail Transaction II Holdco L.P., By: Blackstone Real Estate Associates VI L.P, its general partner, By: BREA VI L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/03/2014
**Signature of Reporting Person	Date
Blackstone Real Estate Associates VI L.P., By: BREA VI L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/03/2014
**Signature of Reporting Person	Date
BREA VI L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/03/2014
**Signature of Reporting Person	Date
Blackstone Real Estate Holdings VII L.P., By: BREP VII Side-By-Side GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/03/2014
**Signature of Reporting Person	Date
Blackstone Real Estate Associates VII L.P., By: BREA VII L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/03/2014
**Signature of Reporting Person	Date
BREA VII L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/03/2014

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<u> </u> **Signature of Reporting Person	Date
Blackstone Real Estate Holdings VII -ESC L.P., By: BREP VII Side-By-Side GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/03/2014
<u> </u> **Signature of Reporting Person	Date
BREP VII Side-By-Side GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	07/03/2014
<u> </u> **Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) This amount represents the \$22.50 public offering price per share of Common Stock, par value \$0.01 per share ("Common Stock"), of Brixmor Property Group Inc. (the "Issuer"), less the underwriting discount of \$0.73125 per share of Common Stock.
- (2) Reflects securities of Brixmor Property Group Inc. ("Common Stock") directly held by BRE Retail Holdco L.P. ("BRE Retail Holdco"). Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, shares of common stock of BPG Subsidiary Inc. ("BPG Subsidiary Shares") are exchangeable for shares of Common Stock, on a one-for-one basis, or, at the option of the Issuer, cash.
- (3) Reflects securities directly held by Blackstone Retail Transaction II Holdco L.P. ("Blackstone Retail Transaction II").
- (4) The general partner of each of BRE Retail Holdco and Blackstone Retail Transaction II is Blackstone Real Estate Associates VI L.P. The general partner for Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The managing member of BREA VI L.L.C. is Blackstone Holdings III L.P.
- (5) Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, the common units of partnership interest of Brixmor Operating Partnership LP ("OP Units ") are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Issuer, cash.
- (6) Reflects securities directly held by BRE Southeast Retail Holdings LLC ("BRE Southeast Retail"). The members of BRE Southeast Retail are Blackstone Real Estate Partners VII L.P., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate Partners VII.TE.2 L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Holdings VII -ESC L.P., Blackstone Real Estate Holdings VII L.P., Blackstone Family Real Estate Partnership VII-SMD L.P. and Blackstone Real Estate Partners VII.F (AV) L.P.
- (7) Reflects securities directly held by BRE Throne JV Member LLC ("BRE Throne JV"). The majority member of BRE Throne JV is BRE Throne Parent LLC. The members of BRE Throne Parent LLC are BRE Throne REIT LLC and BRE Throne Parent Holdco LLC. The sole member of BRE Throne REIT LLC is BRE Throne REIT Inc. The sole member of BRE Throne REIT Inc. is BRE Throne REIT Holdco LLC.
- (8) Reflects distribution of 5,269,549 shares of Common Stock to BRE Throne REIT Holdco LLC previously indirectly beneficially owned by BRE Throne REIT Holdco LLC through its interests BRE Throne JV.
- (9) Reflects shares of Common Stock directly held by BRE Throne REIT Holdco LLC.
- (10) The majority member of BRE Throne REIT Holdco LLC is BRE Throne REIT Parent LLC. The sole member of BRE Throne Parent Holdco LLC is BRE Throne Holdings Member LLC. The majority member of BRE Throne Holdings Member LLC is BRE Throne NR Parent LLC.
- (11) The members of BRE Throne REIT Parent LLC are Blackstone Real Estate Partners VII.F L.P., Blackstone Real Estate Partners VII L.P., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate Partners VII.TE.2 L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Partners VII.TE.4 L.P., Blackstone Real Estate Partners VII.TE.5 L.P., Blackstone Real Estate Partners VII.TE.6 L.P., Blackstone Real Estate Holdings VII -ESC L.P., Blackstone Real Estate Holdings VII L.P. and Blackstone Family Real Estate Partnership VII-SMD L.P.
- (12) The members of BRE Throne NR Parent LLC are Blackstone Real Estate Partners VII.F (AV) L.P., Blackstone Real Estate Partners VII L.P., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate Partners VII.TE.2 L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Partners VII.TE.4 L.P., Blackstone Real Estate Partners VII.TE.5 L.P., Blackstone Real Estate Partners VII.TE.6 L.P., Blackstone Real Estate Holdings VII -ESC L.P., Blackstone Real Estate Holdings VII L.P. and Blackstone Family Real Estate Partnership VII-SMD L.P.
- (13) The general partner Blackstone Family Real Estate Partnership VII-SMD L.P. is Blackstone Family GP L.L.C., which is in turn, wholly owned by Blackstone's senior managing directors and controlled by its founder, Steven A. Schwarzman.
- (14)

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- (15) BREP VII Side-By-Side GP L.L.C. is the general partner of both Blackstone Real Estate Holdings VII -ESC L.P. and Blackstone Real Estate Holdings VII L.P. The sole member of BREP VII Side-By-Side GP L.L.C. is Blackstone Holdings III L.P.
- The general partner of each of Blackstone Real Estate Partners VII.F L.P., Blackstone Real Estate Partners VII.F (AV) L.P., Blackstone Real Estate Partners VII L.P., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate Partners VII.TE.2 L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Partners VII.TE.4 L.P., Blackstone Real Estate Partners VII.TE.5 L.P. and Blackstone Real Estate Partners VII.TE.6 L.P. is Blackstone Real Estate Associates VII L.P. The general partner of Blackstone Real Estate Associates VII L.P. is BREA VII L.L.C. The managing member of BREA VII L.L.C. is Blackstone Holdings III L.P.
- (16) The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Steven A. Schwarzman.
- (17) Each of such Blackstone entities (other than BRE Retail Holdco, Blackstone Retail Transaction II, BRE Southeast Retail and BRE Throne JV to the extent of their direct holdings) and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by BRE Retail Holdco, Blackstone Retail Transaction II, BRE Southeast Retail and BRE Throne JV directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such shares.
- Due to the limitations of the electronic filing system, BRE Throne JV Member LLC, BRE Throne Parent LLC, BRE Throne Parent Holdco LLC, BRE Throne Holdings Member LLC, BRE Throne NR Parent LLC, BRE Throne REIT LLC, BRE Throne REIT Inc., BRE Throne REIT Holdco LLC, BRE Throne REIT Parent LLC, BRE Southeast Retail, Blackstone Real Estate Partners VII.F L.P., Blackstone Real Estate Partners VII.F (AV) L.P., Blackstone Real Estate Partners VII L.P., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate Partners VII.TE.2 L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Partners VII.TE.4 L.P., Blackstone Real Estate Partners VII.TE.5 L.P., Blackstone Real Estate Partners VII.TE.6 L.P., (Continued in Footnote 19)
- (18) Blackstone Family Real Estate Partnership VII-SMD L.P., Blackstone Family GP L.L.C., Blackstone Holdings III L.P., Blackstone Holdings III GP L.P., Blackstone Holdings III GP Management L.L.C., The Blackstone Group L.P., Blackstone Group Management L.L.C., and Mr. Schwarzman are filing separate Forms 4.
- (19) 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.
- (20) Each of the Reporting Persons (other than each of BRE Retail Holdco, Blackstone Retail Transaction II, BRE Southeast Retail, BRE Throne JV and BRE Throne REIT Holdco LLC (the "Blackstone Funds") to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by each of the Blackstone Funds, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than each of the Blackstone Funds to the extent they directly hold securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (21)

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.