

Brixmor Property Group Inc.
Form S-11MEF
October 29, 2013

As filed with the Securities and Exchange Commission on October 29, 2013

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-11

FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES

Brixmor Property Group Inc.

(Exact name of registrant as specified in governing instruments)

Brixmor Property Group Inc.

420 Lexington Avenue

New York, New York 10170

Tel: (212) 869-3000

(Address, including zip code, and telephone number,

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including area code, of registrant's principal executive offices)

Steven F. Siegel

Executive Vice President and General Counsel

Brixmor Property Group Inc.

420 Lexington Avenue

New York, New York 10170

Tel: (212) 869-3000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

COPIES TO:

Joshua Ford Bonnie

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017-3954

Telephone: (212) 455-2000

Facsimile: (212) 455-2502

David J. Goldschmidt

Phyllis G. Korff

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, New York 10036

Telephone: (212) 735-3000

Facsimile: (212) 735-2000

Approximate date of commencement of proposed sale to the public: As soon as is practicable after this Registration Statement becomes effective.

If any of the Securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x File No. 333-190002

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. "

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum aggregate offering price per share | Proposed maximum aggregate offering price(1)(2) | Amount of registration fee |
|--|----------------------------|---|---|----------------------------|
| Common Stock, par value \$0.01 per share | 4,312,500 | \$20(2) | \$86,250,000 | \$11,109 |

(1) Includes 562,500 shares subject to the underwriters' option to purchase additional shares.

(2) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(a) of the Securities Act of 1933.

**INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT ON FORM S-11,
FILE NO. 333-190002**

Brixmor Property Group Inc. hereby incorporates by reference into this Registration Statement on Form S-11 in its entirety the Registration Statement on Form S-11 (File No. 333-190002), as amended, which was declared effective on October 29, 2013 by the Securities and Exchange Commission, including all exhibits thereto.

| Exhibit number | Description |
|-----------------------|--|
| 5.1 | Opinion of Venable LLP regarding validity of the shares registered |
| 8.1 | Opinion of Simpson Thacher & Bartlett LLP regarding certain tax matters |
| 23.1 | Consent of Ernst & Young LLP |
| 23.2 | Consent of Venable LLP (included in the opinion filed as Exhibit 5.1) |
| 23.3 | Consent of Simpson Thacher & Bartlett LLP (included in the opinion filed as Exhibit 8.1) |
| 23.4 | Consent of Rosen Consulting Group |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of New York, New York, on October 29, 2013.

BRIXMOR PROPERTY GROUP INC.

By: /s/ Michael A. Carroll
 Name: Michael A. Carroll
 Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---------------------------|---|------------------|
| /s/ Michael A. Carroll | Director, Chief Executive Officer | October 29, 2013 |
| Michael A. Carroll | (Principal Executive Officer) | |
| /s/ Michael V. Pappagallo | President and Chief Financial Officer | October 29, 2013 |
| Michael V. Pappagallo | (Principal Financial Officer) | |
| /s/ Steven A. Splain | Executive Vice President and Chief Accounting Officer | October 29, 2013 |
| Steven A. Splain | (Principal Accounting Officer) | |
| * | Director | October 29, 2013 |
| A.J. Agarwal | | |
| * | Director | October 29, 2013 |
| Jonathan D. Gray | | |
| * | Director | October 29, 2013 |
| Nadeem Meghji | | |
| * | Director | October 29, 2013 |
| William D. Rahm | | |
| * | Director | October 29, 2013 |
| John G. Schreiber | | |
| * | Director | October 29, 2013 |
| William J. Stein | | |

* By: /s/ Michael A. Carroll
Name: Michael A. Carroll
Title: Attorney-in-Fact