

Brixmor Property Group Inc.
Form 4
August 25, 2014

FORM 4

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

OMB APPROVAL

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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 *
BRE Retail Holdco L.P.

2. Issuer Name and Ticker or Trading Symbol
Brixmor Property Group Inc. [BRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
345 PARK AVENUE,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2014

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

NEW YORK, NY 10154

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/21/2014 | | J ⁽¹⁾⁽²⁾ | | 33,594,577 | D | ⁽¹⁾ / ₍₂₎ |
| | | | | | 440,817 | I | (See Footnotes) <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | | | | | 97,430,580 | I | (See Footnotes) <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | | | | | 6,344,000 | I | (See Footnotes) <u>(1)</u> <u>(2)</u> <u>(5)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |

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| | | | | | | | | |
|--------------|------------|---------------------|--------|---|--------------------------|-----------|---|---|
| Common Stock | 08/21/2014 | J ⁽⁶⁾⁽⁷⁾ | 28,815 | D | <u>(6)</u> <u>(7)</u> | 950,000 | I | (See Footnotes) <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | | | | | | 3,296,848 | I | (See Footnotes) <u>(6)</u> <u>(7)</u> <u>(9)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | | | | | | 221,059 | I | (See Footnotes) <u>(6)</u> <u>(7)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</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)

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRE Retail Holdco L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| BRE Throne REIT Holdco LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE | | X | | |

NEW YORK, NY 10154

BRE Throne REIT Parent LLC
 C/O THE BLACKSTONE GROUP L.P.
 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 08/25/2014

__Signature of Reporting Person Date

BRE Throne REIT Holdco LLC, By: /s/ William J. Stein, Name: William J. Stein, Title:
 Senior Managing Director 08/25/2014

__Signature of Reporting Person Date

BRE Throne REIT Parent LLC, By: /s/ William J. Stein, Name: William J. Stein, Title:
 Senior Managing Director 08/25/2014

__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) Pursuant to a reorganization (the "Reorganization"), a portion of the shares of Common Stock (the "Common Stock"), par value \$0.01 per share, of Brixmor Property Group Inc. (the "Issuer") that were previously directly held by BRE Retail Holdco L.P. ("BRE Retail Holdco") were distributed to Blackstone Real Estate Partners VI.TE.1 L.P., Blackstone Real Estate Partners VI.TE.2 L.P., Blackstone Real Estate Holdings VI L.P. and Blackstone Real Estate Holdings VI-ESC L.P., each an indirect subsidiary of Blackstone Holdings III L.P. Blackstone Real Estate Partners VI.TE.1 L.P. immediately contributed such shares distributed to it to BRX BREP VI.TE.1 Holdco A LLC and BRX BREP VI.TE.1 Holdco B LLC, each a wholly-owned subsidiary, and Blackstone Real Estate Partners VI.TE.2 L.P. immediately contributed such shares distributed to it to BRX BREP VI.TE.2 Holdco A LLC and BRX BREP VI.TE.2 Holdco B LLC, each a wholly-owned subsidiary.

(2) (Continued from Footnote 1) Blackstone Real Estate Holdings VI L.P. immediately contributed such shares distributed to it to BRX BREH VI Holdco A LLC and BRX BREH VI Holdco B LLC, each a wholly-owned subsidiary, and Blackstone Real Estate Holdings VI-ESC L.P. immediately contributed such shares distributed to it to BRX BREH VI-ESC Holdco A LLC and BRX BREH VI-ESC Holdco B LLC, each a wholly-owned subsidiary. Also pursuant to the Reorganization, BRE Retail Holdco contributed a portion of additional shares of Common Stock then held by it to a wholly-owned subsidiary, BRX Holdco LLC, which then further contributed a portion of such shares to BRX Holdco II LLC, an entity wholly-owned by BRX Holdco LLC.

(3) Reflects the shares of Common Stock held directly by BRE Retail Holdco after the Reorganization.

(4) Reflects the shares of Common Stock indirectly beneficially owned by BRE Retail Holdco through BRX Holdco II LLC after the Reorganization.

(5) Reflects the shares of Common Stock indirectly beneficially owned by BRE Retail Holdco through BRX Holdco LLC after the Reorganization.

(6) Pursuant to a second reorganization (the "Second Reorganization"), a portion of the shares of Common Stock that were previously directly held by BRE Throne REIT Holdco LLC were distributed to BRE Throne REIT Parent LLC, its sole member, which immediately distributed such shares to Blackstone Real Estate Holdings VII L.P. and Blackstone Real Estate Holdings VII-ESC L.P., each an indirect subsidiary of Blackstone Holdings III L.P. Blackstone Real Estate Holdings VII L.P. immediately contributed such shares to BRX Throne REIT BREH VII Holdco A LLC and BRX Throne REIT BREH VII Holdco B LLC, each a wholly-owned subsidiary, and Blackstone Holdings VII-ESC L.P. immediately contributed such shares to BRX Throne REIT BREH VII-ESC Holdco A LLC and BRX Throne REIT BREH VII-ESC Holdco B LLC, each a wholly-owned subsidiary.

(7) (Continued from footnote 6) Also pursuant to the Second Reorganization, BRE Throne REIT Holdco LLC contributed a portion of additional shares of Common Stock then held by it to BRX Throne REIT Holdco A LLC and BRX Throne REIT Holdco B LLC, each a wholly-owned subsidiary.

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- (8) Reflects the shares of Common Stock held directly by BRE Throne REIT Holdco LLC after the Second Reorganization.
- (9) Reflects the shares of Common Stock indirectly beneficially owned by by BRE Throne REIT Holdco LLC through BRX Throne REIT Holdco A LLC after the Reorganization.
- (10) Reflects the shares of Common Stock indirectly beneficially owned by BRE Throne REIT Holdco LLC through BRX Throne REIT Holdco B LLC after the Reorganization.

Blackstone Real Estate Partners VI.TE.1 L.P., Blackstone Real Estate Partners VI.TE.2 L.P., Blackstone Real Estate Holdings VI L.P., Blackstone Real Estate Holdings VI-ESC L.P., BRX BREP VI.TE.1 Holdco A LLC, BRX BREP VI.TE.1 Holdco B LLC, BRX BREP VI.TE.2 Holdco A LLC, BRX BREP VI.TE.2 Holdco B LLC, BRX BREH VI Holdco A LLC, BRX BREH VI Holdco B LLC, BRX BREH VI-ESC Holdco A LLC, BRX BREH VI-ESC Holdco B LLC, BRX Holdco LLC, BRX Holdco II LLC, BRX Throne REIT BREH VII Holdco A LLC, BRX Throne REIT BREH VII Holdco B LLC, BRX Throne REIT BREH VII-ESC Holdco A LLC, BRX Throne REIT BREH VII-ESC Holdco B LLC, BRX Throne REIT Holdco A LLC and BRX Throne REIT Holdco B LLC are filing separate Forms 3.

- (12) 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.

Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant

- (13) to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds 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.

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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