

Brixmor Property Group Inc.  
Form 8-K  
July 01, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): June 29, 2016**

**Brixmor Property Group Inc.**  
**Brixmor Operating Partnership LP**  
**(Exact name of registrant as specified in its charter)**

<b>Maryland</b>	<b>001-36160</b>	<b>45-2433192</b>
<b>Delaware</b> <b>(State or Other Jurisdiction)</b>	<b>333-201464-01</b> <b>(Commission)</b>	<b>80-0831163</b> <b>(IRS Employer)</b>

**of Incorporation)**

**File Number)**  
**450 Lexington Avenue**

**Identification No.)**

**New York, New York 10017**

**(Address of Principal Executive Offices) (Zip Code)**

**(212) 869-3000**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On June 29, 2016, Brixmor Property Group Inc. (the Company ) announced that certain investment funds (the Selling Stockholders ) affiliated with The Blackstone Group L.P. were conducting an underwritten public offering (the Offering ) of 20,000,000 shares (the Shares ) of common stock, par value \$0.01 per share, of the Company at a public offering price of \$26.15 per share.

In connection with the Offering, the Selling Stockholders and the Company entered into an underwriting agreement (the Underwriting Agreement ) by and among the Company, Brixmor Operating Partnership LP, the Selling Stockholders and Goldman Sachs & Co. and Citigroup Global Markets Inc., as underwriters. Subject to the terms and conditions stated in the Underwriting Agreement, the underwriters agreed to purchase, and the Selling Stockholders agreed to sell to the underwriters, the number of Shares set forth opposite each underwriter's name in Schedule I thereto. The Company did not receive any proceeds from the sale of the Shares by the Selling Stockholders.

The above description of the Underwriting Agreement does not purport to be a complete summary of and is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) The following exhibit is attached to this Current Report on Form 8-K

**Exhibit  
No.**

**Description**

99.1	Underwriting Agreement dated as of June 29, 2016 by and among Brixmor Property Group Inc., Brixmor Operating Partnership LP, the Selling Stockholders, Goldman Sachs & Co. and Citigroup Global Markets Inc.
------	--

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

**BRIXMOR PROPERTY GROUP INC.**

By: /s/ Steven F. Siegel  
Name: Steven F. Siegel  
Title: Executive Vice President,  
General Counsel and Secretary

**BRIXMOR OPERATING PARTNERSHIP LP**

By: Brixmor OP GP LLC, its general partner

By: BPG Subsidiary Inc., its sole member

By: /s/ Steven F. Siegel  
Name: Steven F. Siegel  
Title: Executive Vice President,  
General Counsel and Secretary

Date: July 1, 2016

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Underwriting Agreement, dated as of June 29, 2016, by and among Brixmor Property Group Inc., Brixmor Operating Partnership LP, the Selling Stockholders, Goldman Sachs & Co. and Citigroup Global Markets Inc.