

Brixmor Property Group Inc.  
Form 4  
August 18, 2016

**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 \*  
Blackstone Group L.P.

(Last) (First) (Middle)  
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)  
05/02/2016

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 Beneficial Ownership (Instr. 4)         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 05/02/2016                           |  | S                              |   | \$ 153,544 D 25.38 0 <sup>(11)</sup> <sub>(1) (10)</sub>                                      | I  | See Footnotes <u>(11)</u> <u>(31)</u> <u>(32)</u> <u>(33)</u> |
| Common Stock                    | 05/03/2016                           |  | S                              |   | \$ 104,228 D 25.31 0 <sup>(11)</sup> <sub>(2) (10)</sub>                                      | I  | See Footnotes <u>(11)</u> <u>(31)</u> <u>(32)</u> <u>(33)</u> |
| Common Stock                    | 05/04/2016                           |  | S                              |   | \$ 46,972 D 25.56 0 <sup>(11)</sup> <sub>(3) (10)</sub>                                       | I  | See Footnotes <u>(11)</u> <u>(31)</u> <u>(32)</u> <u>(33)</u> |

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|              |            |   |         |   |                                       |                           |   |  |
|--------------|------------|---|---------|---|---------------------------------------|---------------------------|---|--|
| Common Stock | 05/09/2016 | P | 62,221  | A | \$<br>26.57<br><u>(4)</u> <u>(10)</u> | 0 <u>(11)</u>             | I | See<br>Footnotes<br><u>(11)</u> <u>(31)</u> <u>(32)</u><br><u>(33)</u>                         |
| Common Stock | 05/24/2016 | S | 63,325  | D | \$<br>25.07<br><u>(5)</u> <u>(10)</u> | 0 <u>(11)</u>             | I | See<br>Footnotes<br><u>(11)</u> <u>(31)</u> <u>(32)</u><br><u>(33)</u>                         |
| Common Stock | 05/25/2016 | S | 23,275  | D | \$<br>24.74<br><u>(6)</u> <u>(10)</u> | 0 <u>(11)</u>             | I | See<br>Footnotes<br><u>(11)</u> <u>(31)</u> <u>(32)</u><br><u>(33)</u>                         |
| Common Stock | 06/14/2016 | S | 66,037  | D | \$<br>25.73<br><u>(7)</u> <u>(10)</u> | 0 <u>(11)</u>             | I | See<br>Footnotes<br><u>(11)</u> <u>(31)</u> <u>(32)</u><br><u>(33)</u>                         |
| Common Stock | 06/15/2016 | S | 31,800  | D | \$<br>25.95<br><u>(8)</u> <u>(10)</u> | 0 <u>(11)</u>             | I | See<br>Footnotes<br><u>(11)</u> <u>(31)</u> <u>(32)</u><br><u>(33)</u>                         |
| Common Stock | 08/04/2016 | P | 426,960 | A | \$ 28.3<br><u>(9)</u> <u>(10)</u>     | 0 <u>(11)</u>             | I | See<br>Footnotes<br><u>(11)</u> <u>(31)</u> <u>(32)</u><br><u>(33)</u>                         |
| Common Stock |            |   |         |   |                                       | 9,993,752<br><u>(34)</u>  | I | See<br>Footnotes<br><u>(12)</u> <u>(14)</u> <u>(20)</u><br><u>(31)</u> <u>(32)</u> <u>(33)</u> |
| Common Stock |            |   |         |   |                                       | 575,712 <u>(34)</u>       | I | See<br>Footnotes<br><u>(13)</u> <u>(14)</u> <u>(20)</u><br><u>(31)</u> <u>(32)</u> <u>(33)</u> |
| Common Stock |            |   |         |   |                                       | 1,276,154<br><u>(34)</u>  | I | See<br>Footnotes<br><u>(15)</u> <u>(17)</u> <u>(20)</u><br><u>(31)</u> <u>(32)</u> <u>(33)</u> |
| Common Stock |            |   |         |   |                                       | 20,986,898<br><u>(34)</u> | I | See<br>Footnotes<br><u>(16)</u> <u>(17)</u> <u>(20)</u><br><u>(31)</u> <u>(32)</u> <u>(33)</u> |
| Common Stock |            |   |         |   |                                       | 2,241,198<br><u>(34)</u>  | I | See<br>Footnotes<br><u>(18)</u> <u>(20)</u> <u>(31)</u><br><u>(32)</u> <u>(33)</u>             |
|              |            |   |         |   |                                       |                           | I |  |

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|              |                          |   |  |
|--------------|--------------------------|---|--|
| Common Stock | 4,822,187<br><u>(34)</u> |   | See<br>Footnotes<br><u>(19)</u> <u>(20)</u> <u>(31)</u><br><u>(32)</u> <u>(33)</u>             |
| Common Stock | 35,802 <u>(34)</u>       | I | See<br>Footnotes<br><u>(21)</u> <u>(23)</u> <u>(31)</u><br><u>(32)</u> <u>(33)</u>             |
| Common Stock | 61,424 <u>(34)</u>       | I | See<br>Footnotes<br><u>(22)</u> <u>(23)</u> <u>(31)</u><br><u>(32)</u> <u>(33)</u>             |
| Common Stock | 963,517 <u>(34)</u>      | I | See<br>Footnotes<br><u>(24)</u> <u>(25)</u> <u>(26)</u><br><u>(31)</u> <u>(32)</u> <u>(33)</u> |
| Common Stock | 1,286 <u>(34)</u>        | I | See<br>Footnotes<br><u>(27)</u> <u>(29)</u> <u>(31)</u><br><u>(32)</u> <u>(33)</u>             |
| Common Stock | 6,605 <u>(34)</u>        | I | See<br>Footnotes<br><u>(28)</u> <u>(29)</u> <u>(31)</u><br><u>(32)</u> <u>(33)</u>             |
| Common Stock | 36,243 <u>(34)</u>       | I | See<br>Footnotes<br><u>(30)</u> <u>(31)</u> <u>(32)</u><br><u>(33)</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 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

|      |             |            |       |        |
|------|-------------|------------|-------|--------|
|      | Date        | Expiration | Title | Amount |
|      | Exercisable | Date       |       | or     |
|      |             |            |       | Number |
| Code | V           | (A)        | (D)   | of     |
|      |             |            |       | Shares |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Blackstone Group L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154   |               | X         |         |       |
| Blackstone Group Management L.L.C.<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154 |               | X         |         |       |
| SCHWARZMAN STEPHEN A<br>C/O THE BLACKSTONE GROUP L.P.<br>345 PARK AVENUE<br>NEW YORK, NY 10154               |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 08/18/2016 |
| _____<br>**Signature of Reporting Person   | Date       |
| BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer   | 08/18/2016 |
| _____<br>**Signature of Reporting Person   | Date       |
| /s/ Stephen A. Schwarzman  | 08/18/2016 |
| _____<br>**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$25.25 to \$25.50, inclusive.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$25.23 to \$25.40, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$25.02 to \$25.76, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$26.43 to \$26.635, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$24.61 to \$25.20, inclusive.
- (6)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$24.63 to \$25.11, inclusive.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$25.63 to \$25.88, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$25.75 to \$26.07, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$28.19 to \$28.41, inclusive.

The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold or purchased, as applicable, at each separate price within the range set forth above.

- (11) The dispositions reflect the sales by an affiliate of The Blackstone Group L.P. of borrowed shares. The sales were part of a computer-driven hedging strategy related to a basket of securities held for the benefit of such affiliate in the ordinary course of its business. The acquisitions reflect the purchases by such affiliate in respect of the sales described herein.
- (12) Reflects shares of Common Stock held directly by BRX BRPTP II Holdco LLC.
- (13) Reflects shares of Common Stock held directly by Blackstone Retail Transaction II Holdco L.P.
- (14) BRX BRPTP II Holdco LLC is a wholly-owned subsidiary of Blackstone Retail Transaction II Holdco L.P. The general partner of Blackstone Retail Transaction II Holdco L.P. is Blackstone Real Estate Associates VI L.P.
- (15) Reflects shares of Common Stock held directly by BRX Holdco LLC.
- (16) Reflects shares of Common Stock held directly by BRX Holdco II LLC.
- (17) BRX Holdco II LLC is a wholly-owned subsidiary of BRX Holdco LLC. BRX Holdco LLC is a wholly-owned subsidiary of BRE Retail Holdco L.P. The general partner of BRE Retail Holdco L.P. is Blackstone Real Estate Associates VI L.P.
- (18) Reflects shares of Common Stock held directly by BRX BREP VI.TE.1 Holdco A LLC. BRX BREP VI.TE.1 Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Partners VI.TE.1 L.P. The general partner of Blackstone Real Estate Partners VI.TE.1 L.P. is Blackstone Real Estate Associates VII L.P.
- (19) Reflects shares of Common Stock held directly by BRX BREP VI.TE.2 Holdco A LLC. BRX BREP VI.TE.2 Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Partners VI.TE.2 L.P. The general partner of Blackstone Real Estate Partners VI.TE.2 L.P. is Blackstone Real Estate Associates VI L.P.
- (20) The general partner of 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.
- (21) Reflects shares of Common Stock held directly by BRX BREH VI Holdco A LLC. BRX BREH VI Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Holdings VI L.P.
- (22) Reflects shares of Common Stock held directly by BRX BREH VI-ESC Holdco A LLC. BRX BREH VI-ESC Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Holdings VI-ESC L.P.
- (23) The general partner of each of Blackstone Real Estate Holdings VI L.P. and Blackstone Real Estate Holdings VI-ESC L.P. is BREP VI Side-by-Side GP L.L.C. The sole member of BREP VI Side-by-Side GP L.L.C. is Blackstone Holdings III L.P.
- (24) Reflects shares of Common Stock held directly by BRX Throne REIT Holdco A LLC. BRX Throne REIT Holdco A LLC is a wholly-owned subsidiary of BRE Throne REIT Holdco LLC. The sole member of BRE Throne REIT Holdco LLC is BRE Throne REIT Parent LLC. 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.
- (25) The general partner of 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, Stephen A. Schwarzman. 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.
- (26) The general partner of each of 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. and Blackstone Real Estate Partners VII.TE.6 L.P. is

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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.

- (27) Reflects shares of Common Stock held directly by BRX Throne REIT BREH VII Holdco A LLC. BRX Throne REIT BREH VII Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Holdings VII L.P.
- (28) Reflects shares of Common Stock held directly by BRX Throne REIT BREH VII-ESC Holdco A LLC. BRX Throne REIT BREH VII-ESC Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Holdings VII-ESC L.P.
- (29) 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.
- (30) Reflects shares of Common Stock held directly by Stephen A. Schwarzman.
- (31) 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, Stephen A. Schwarzman.
- (32) 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.
- (33) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, and each of the Reporting Persons states that the inclusion of these securities in this report shall not, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Exchange Act or for any other purpose or that any of the transactions reported herein are subject to Section 16 of the Exchange Act.
- (34) Reflects securities owned as of August 5, 2016. Substantially all of these securities were sold on August 16, 2016. These sales will be separately reported.

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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