Brixmor Property Group Inc.

Form 3

October 30, 2013

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

**OMB APPROVAL** 

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INITIAL STATEMENT OF 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 \*

À PAPPAGALLO MICHAEL V

(Last) (First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Statement

(Month/Day/Year)

10/30/2013

Brixmor Property Group Inc. [BRX]

4. Relationship of Reporting

Person(s) to Issuer

(Check all applicable)

See Remarks

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O BRIXMOR PROPERTY GROUP INC., 420 LEXINGTON AVENUE

(Street)

Director \_X\_\_ Officer (give title below) (specify below)

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One Reporting Person

NEW YORK. NYÂ 10170

(City) (State) (Zip)

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Common Stock

265,693 (1)

Â D

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 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise

5. Ownership Form of (Instr. 5)

6. Nature of Indirect Beneficial Ownership

Price of Derivative Derivative Security:

### Edgar Filing: Brixmor Property Group Inc. - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Common stock of BPG Subsidiary Inc.	(2)	(2)	Common stock	85,526	\$ <u>(2)</u>	D	Â
Common units of Brixmor Operating Partnership LP	(3)	(3)	Common stock	22,878	\$ (3)	D	Â
Common units of Brixmor Operating Partnership LP	(3)	(3)	Common stock	13,647	\$ <u>(3)</u>	I	See Footnote (4)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PAPPAGALLO MICHAEL V						
C/O BRIXMOR PROPERTY GROUP INC.	â	â	See Remarks	â		
420 LEXINGTON AVENUE	A	A	A See Remarks	A		
NEW YORK, NY 10170						

# **Signatures**

/s/ Steven F. Siegel, by power of attorney

10/30/2013

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Includes shares of restricted stock.
- Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, shares of common stock of BPG

  (2) Subsidiary Inc. are exchangeable for shares of common stock of Brixmor Property Group Inc. (the "Issuer"), on a one-for-one basis, or, at the option of the Issuer, cash, from and after the first anniversary date of the closing of the offering.
- Pursuant to the terms of the agreement of limited partnership of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, the common units of Brixmor Operating Partnership LP are redeemable for cash or, at the option of the Issuer, exchangeable for shares of common stock of the Issuer, on a one-for-one basis, from and after the first anniversary date of the closing of the offering.
- (4) Reflects 13,647 common units of Brixmor Operating Partnership LP held through intermediate investment vehicles.

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### **Remarks:**

President and Chief Financial Officer

The Reporting Person states that this filing shall not be deemed to be an admission that the ReportingÂ

## Exhibit List: Exhibit 24 - Power of Attorney

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.

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