Brixmor Property Group Inc.
Form 4
May 06, 2016

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BLACKSTONE REAL ESTATE PARTNERS VI TE 1 L P

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP L.P., 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)
11/09/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ 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	(A) or (D)	Price			
Common Stock	05/04/2016		C		125,131	A	(1)	125,131	I	See Footnotes (2) (18) (19) (22) (25) (26) (27) (28)
Common Stock	05/04/2016		C		755,388	A	(1)	755,388	I	See Footnotes (3) (18) (19) (22) (25) (26) (27) (28)
Common Stock	05/04/2016		S		125,131	D	$ 25.13	0	I	See Footnotes

					[4]			[2] [18] [19] [22] [25] [26] [27] [28]
Common Stock	05/04/2016	S	755,388	D	$ 25.13 [4]	0	I	See Footnotes [3] [18] [19] [22] [25] [26] [27] [28]
Common Stock	05/04/2016	S	4,932,810	D	$ 25.13 [4]	22,324,872	I	See Footnotes [5] [7] [13] [25] [26] [27] [28]
Common Stock						653,046	I	See Footnotes [6] [7] [13] [25] [26] [27] [28]
Common Stock						1,492,611	I	See Footnotes [8] [10] [13] [25] [26] [27] [28]
Common Stock	05/04/2016	S	10,386,256	D	$ 25.13 [4]	46,844,890	I	See Footnotes [9] [10] [13] [25] [26] [27] [28]
Common Stock	05/04/2016	S	1,047,922	D	$ 25.13 [4]	4,893,378	I	See Footnotes [11] [13] [25] [26] [27] [28]
Common Stock	05/04/2016	S	2,254,721	D	$ 25.13 [4]	10,528,645	I	See Footnotes [12] [13] [25] [26] [27] [28]
Common Stock	05/04/2016	S	16,741	D	$ 25.13 [4]	78,170	I	See Footnotes [14] [16] [25] [26] [27] [28]
Common Stock	05/04/2016	S	28,720	D	$ 25.13 [4]	134,111	I	See Footnotes [15] [16] [25] [26] [27] [28]
Common Stock	05/04/2016	S	448,637	D	$ 25.13	2,086,832	I	See Footnotes

						(4)				(17) (18) (19) (25) (26) (27) (28)
Common Stock	05/04/2016		S	599	D	$ 25.13 (4)	2,786	I	See Footnotes	(20) (22) (25) (26) (27) (28)
Common Stock	05/04/2016		S	3,075	D	$ 25.13 (4)	14,306	I	See Footnotes	(21) (22) (25) (26) (27) (28)
Common Stock	11/09/2015		G(23)	47,108	D	$ 0	24,875	I	See Footnotes	(24) (25) (26) (27) (28)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Units of Brixmor Operating Partnership LP	(1)	05/04/2016		C			125,131	(1)	(1)	Common Stock	125,131
Common Units of Brixmor Operating Partnership LP	(1)	05/04/2016		C			755,388	(1)	(1)	Common Stock	755,388

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLACKSTONE REAL ESTATE PARTNERS VI TE 1 L P C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE REAL ESTATE PARTNERS VI TE 2 L P C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Real Estate Holdings VI L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Real Estate Holdings VI-ESC L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BRE Retail Holdco L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BRE Throne JV Member LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BRE Throne Parent LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BRE Throne Parent Holdco LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BRE Throne Holdings Member LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BRE Throne NR Parent LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		

Signatures

BLACKSTONE REAL ESTATE PARTNERS VI.TE.1 L.P., By: Blackstone Real Estate Associates VI L.P., its general partner, By: BREA VI L.L.C., its general partner, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title: Managing Director	05/06/2016
**Signature of Reporting Person	Date
BLACKSTONE REAL ESTATE PARTNERS VI.TE.2 L.P., By: Blackstone Real Estate Associates VI L.P., its general partner, By: BREA VI L.L.C., its general partner, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title: Managing Director	05/06/2016
**Signature of Reporting Person	Date
BLACKSTONE REAL ESTATE HOLDINGS VI L.P., By: BREP VI Side-by-Side GP L.L.C., its general partner, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title: Managing Director	05/06/2016
**Signature of Reporting Person	Date
BLACKSTONE REAL ESTATE HOLDINGS VI-ESC L.P., By: BREP VI Side-by-Side GP L.L.C., its general partner, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title: Managing Director	05/06/2016
**Signature of Reporting Person	Date
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/ Anthony W. Beovich, Name: Anthony W. Beovich, Title: Managing Director	05/06/2016
**Signature of Reporting Person	Date
BRE THRONE JV MEMBER LLC, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title: Managing Director	05/06/2016
**Signature of Reporting Person	Date
BRE THRONE PARENT LLC, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title: Managing Director	05/06/2016
**Signature of Reporting Person	Date
BRE THRONE PARENT HOLDCO LLC, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title: Managing Director	05/06/2016
**Signature of Reporting Person	Date
BRE THRONE HOLDINGS MEMBER LLC, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title: Managing Director	05/06/2016
**Signature of Reporting Person	Date
BRE THRONE NR PARENT LLC, By: /s/ Anthony W. Beovich, Name: Anthony W. Beovich, Title: Managing Director	05/06/2016
**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 the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, the common units of partnership interest of Brixmor Operating Partnership LP are redeemable for shares of common stock of Brixmor Property Group Inc. ("Common Stock"), on a one-for-one basis.

(2) Reflects securities held directly by BRE Throne JV Member LLC. The sole member of BRE Throne JV Member LLC is BRE Throne Parent LLC. The sole member of BRE Throne Parent LLC is BRE Throne Parent Holdco LLC. The sole member of BRE Throne Parent Holdco LLC is BRE Throne Holdings Member LLC. The sole member of BRE Throne Holdings Member LLC is BRE Throne NR Parent LLC. The members of BRE Throne NR Parent LLC are Blackstone Real Estate Partners VII.F (AV) 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.

(3) Reflects securities held directly by BRE Southeast Retail Holdings LLC. The members of BRE Southeast Retail Holdings LLC are 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 Holdings VII -ESC L.P., Blackstone Real Estate Holdings VII L.P., Blackstone Family Real Estate Partnership VII-SMD L.P. and Blackstone Real Estate Partners VII.F (AV) L.P.

(4) This amount represents the $25.20 public offering price per share of Common Stock, less the underwriting discount of $0.07 per share of Common Stock.

(5) Reflects shares of Common Stock held directly by BRX BRPTP II Holdco LLC.

(6) Reflects shares of Common Stock held directly by Blackstone Retail Transaction II Holdco L.P.

(7) 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.

(8) Reflects shares of Common Stock held directly by BRX Holdco LLC.

(9) Reflects shares of Common Stock held directly by BRX Holdco II LLC.

(10) 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.

(11) 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 VI L.P.

(12) 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.

(13) 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.

(14) Reflects the 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.

(15) Reflects the 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.

(16) 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.

(17) 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.

(18) 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.

(19) The general partner of each of Blackstone Real Estate Partners VII.F L.P., Blackstone Real Estate Partners VII.F (AV) 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 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.

Explanation of Responses:

(20) Reflects shares of Common Stock held directly by BRX Throne REIT BREH VII Holdco A LLC. REIT BREH VII Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Holdings VII L.P.

(21) 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.

(22) 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.

(23) Reflects shares of Common Stock held directly by Stephen A. Schwarzman that were donated to a charitable foundation.

(24) Reflects shares of Common Stock held directly by Stephen A. Schwarzman, including shares previously indirectly beneficially owned by him.

(25) 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.

(26) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.

(27) 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.

(28) 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 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.
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.