

Brixmor Property Group Inc.
Form 4
August 31, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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).

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 *
SCHWARZMAN STEPHEN A

(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)

05/20/2015

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)

X Form filed by One Reporting Person
___ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/20/2015		G ⁽¹⁾	V 84,130 D \$ 0	150,593	D	
Common Stock	07/30/2015		G ⁽¹⁾	V 72,806 D \$ 0	77,787	D	
Common Stock	08/14/2015		G ⁽¹⁾	V 30,679 D \$ 0	47,108	D	
Common Stock					30,711,084	I	See Footnotes (2) (4) (10) (20) (21)
					653,046	I	

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Common Stock			See Footnotes <u>(3)</u> <u>(4)</u> <u>(10)</u> <u>(20)</u> <u>(21)</u>
Common Stock	1,492,611	I	See Footnotes <u>(5)</u> <u>(7)</u> <u>(10)</u> <u>(20)</u> <u>(21)</u>
Common Stock	64,473,886	I	See Footnotes <u>(6)</u> <u>(7)</u> <u>(10)</u> <u>(20)</u> <u>(21)</u>
Common Stock	6,683,669	I	See Footnotes <u>(8)</u> <u>(10)</u> <u>(20)</u> <u>(21)</u>
Common Stock	14,380,654	I	See Footnotes <u>(9)</u> <u>(10)</u> <u>(20)</u> <u>(21)</u>
Common Stock	106,770	I	See Footnotes <u>(11)</u> <u>(13)</u> <u>(20)</u> <u>(21)</u>
Common Stock	183,178	I	See Footnotes <u>(12)</u> <u>(13)</u> <u>(20)</u> <u>(21)</u>
Common Stock	2,849,183	I	See Footnotes <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(20)</u> <u>(21)</u>
Common Stock	3,804	I	See Footnotes <u>(17)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u>
Common Stock	19,531	I	See Footnotes <u>(18)</u> <u>(19)</u> <u>(20)</u> <u>(21)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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. Nu...
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		

Signatures

/s/ Stephen A. Schwarzman 08/31/2015

**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) Reflects shares of Common Stock of Brixmor Property Group Inc. ("Common Stock") directly held by Stephen A. Schwarzman that were donated to a charitable foundation.
- (2) Reflects shares of Common Stock held directly by BRX BRPTP II Holdco LLC.
- (3) Reflects shares of Common Stock held directly by Blackstone Retail Transaction II Holdco L.P.
- (4) 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.
- (5) Reflects shares of Common Stock held directly by BRX Holdco LLC.
- (6) Reflects shares of Common Stock held directly by BRX Holdco II LLC.
- (7) 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.
- (8) 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

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VI.TE.1 L.P. is Blackstone Real Estate Associates VI L.P.

- (9) 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.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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.
- 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.
- (14) 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.
- (15) 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 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.
- (16) 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.
- (17) 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.
- (18) 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 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.
- (20) The Reporting Person (other than to the extent he directly holds securities reported herein) disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, the Reporting Person (other than to the extent he 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.
- (21)

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.