

Brixmor Property Group Inc.  
Form 3  
August 25, 2014

**FORM 3 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â BRX Holdco LLC		(Month/Day/Year)	Brixmor Property Group Inc. [BRX]	
(Last)	(First)	08/21/2014		
345 PARK AVENUE,Â			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK,Â NYÂ 10154			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

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

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	97,430,580	I	(See Footnotes) <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(9)</u> <u>(26)</u> <u>(27)</u> <u>(28)</u> <u>(29)</u>
Common Stock	6,344,000	I	(See Footnotes) <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(9)</u> <u>(26)</u> <u>(27)</u> <u>(28)</u> <u>(29)</u>
Common Stock	9,871,967	I	(See Footnotes) <u>(1)</u> <u>(2)</u> <u>(5)</u> <u>(9)</u> <u>(26)</u> <u>(27)</u> <u>(28)</u> <u>(29)</u>
Common Stock	642,793	I	(See Footnotes) <u>(1)</u> <u>(2)</u> <u>(6)</u> <u>(9)</u> <u>(26)</u> <u>(27)</u> <u>(28)</u> <u>(29)</u>
Common Stock	21,240,632	I	(See Footnotes) <u>(1)</u> <u>(2)</u> <u>(7)</u> <u>(9)</u> <u>(26)</u> <u>(27)</u> <u>(28)</u> <u>(29)</u>
Common Stock	1,383,041	I	(See Footnotes) <u>(1)</u> <u>(2)</u> <u>(8)</u> <u>(9)</u> <u>(26)</u> <u>(27)</u> <u>(28)</u> <u>(29)</u>
Common Stock	157,702	I	(See Footnotes) <u>(1)</u> <u>(2)</u> <u>(10)</u> <u>(14)</u> <u>(26)</u>

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			(27) (28) (29)
Common Stock	10,268	I	(See Footnotes) <u>(1) (2) (11) (14) (26)</u> <u>(27) (28) (29)</u>
Common Stock	270,557	I	(See Footnotes) <u>(1) (2) (12) (14) (26)</u> <u>(27) (28) (29)</u>
Common Stock	17,617	I	(See Footnotes) <u>(1) (2) (13) (14) (26)</u> <u>(27) (28) (29)</u>
Common Stock	3,296,848	I	(See Footnotes) <u>(15) (16) (17) (23) (24)</u> <u>(25) (26) (27) (28) (29)</u>
Common Stock	221,059	I	(See Footnotes) <u>(15) (16) (18) (23) (24)</u> <u>(25) (26) (27) (28) (29)</u>
Common Stock	4,404	I	(See Footnotes) <u>(15) (16) (19) (24) (26)</u> <u>(27) (28) (29)</u>
Common Stock	295	I	(See Footnotes) <u>(15) (16) (20) (24) (26)</u> <u>(27) (28) (29)</u>
Common Stock	22,601	I	(See Footnotes) <u>(15) (16) (21) (24) (26)</u> <u>(27) (28) (29)</u>
Common Stock	1,515	I	(See Footnotes) <u>(15) (16) (22) (24) (26)</u> <u>(27) (28) (29)</u>

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

SEC 1473 (7-02)

**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.**

**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 Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRX Holdco LLC 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â

BRX Holdco II LLC C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BRX BREH VI Holdco A LLC C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BRX BREH VI Holdco B LLC C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BRX BREH VI-ESC Holdco A LLC C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BRX BREH VI-ESC Holdco B LLC C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BRX BREP VI.TE.1 Holdco A LLC C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BRX BREP VI.TE.1 Holdco B LLC 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BRX BREP VI.TE.2 Holdco A LLC C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
BRX BREP VI.TE.2 Holdco B LLC C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â

## Signatures

BRX Holdco LLC, By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director	08/25/2014
**Signature of Reporting Person	Date
BRX Holdco II LLC, By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director	08/25/2014
**Signature of Reporting Person	Date
BRX BREH VI Holdco A LLC, By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director	08/25/2014

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<u>Signature of Reporting Person</u>	Date
BRX BREH VI Holdco B LLC, By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director	08/25/2014
<u>Signature of Reporting Person</u>	Date
BRX BREH VI-ESC Holdco A LLC, By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director	08/25/2014
<u>Signature of Reporting Person</u>	Date
BRX BREH VI-ESC Holdco B LLC, By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director	08/25/2014
<u>Signature of Reporting Person</u>	Date
BRX BREP VI.TE.1 Holdco A LLC, By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director	08/25/2014
<u>Signature of Reporting Person</u>	Date
BRX BREP VI.TE.1 Holdco B LLC, By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director	08/25/2014
<u>Signature of Reporting Person</u>	Date
BRX BREP VI.TE.2 Holdco A LLC, By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director	08/25/2014
<u>Signature of Reporting Person</u>	Date
BRX BREP VI.TE.2 Holdco B LLC, By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director	08/25/2014
<u>Signature of Reporting Person</u>	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) Pursuant to a reorganization (the "Reorganization"), a portion of the shares of Common Stock (the "Common Stock"), par value \$0.01 per share, of Brixmor Property Group Inc. (the "Issuer") that were previously directly held by BRE Retail Holdco L.P. ("BRE Retail Holdco") were distributed to Blackstone Real Estate Partners VI.TE.1 L.P., Blackstone Real Estate Partners VI.TE.2 L.P., Blackstone Real Estate Holdings VI L.P. and Blackstone Real Estate Holdings VI-ESC L.P., each an indirect subsidiary of Blackstone Holdings III L.P. Blackstone Real Estate Partners VI.TE.1 L.P. immediately contributed such shares distributed to it to BRX BREP VI.TE.1 Holdco A LLC and BRX BREP VI.TE.1 Holdco B LLC, each a wholly-owned subsidiary, and Blackstone Real Estate Partners VI.TE.2 L.P. immediately contributed such shares distributed to it to BRX BREP VI.TE.2 Holdco A LLC and BRX BREP VI.TE.2 Holdco B LLC, each a wholly-owned subsidiary.
 

(Continued from Footnote 1) Blackstone Real Estate Holdings VI L.P. immediately contributed such shares distributed to it to BRX BREH VI Holdco A LLC and BRX BREH VI Holdco B LLC, each a wholly-owned subsidiary, and Blackstone Real Estate Holdings VI-ESC L.P. immediately contributed such shares distributed to it to BRX BREH VI-ESC Holdco A LLC and BRX BREH VI-ESC Holdco B LLC, each a wholly-owned subsidiary. Also pursuant to the Reorganization, BRE Retail Holdco contributed a portion of additional shares of Common Stock then held by it to a wholly-owned subsidiary, BRX Holdco LLC, which then further contributed a portion of such shares to BRX Holdco II LLC, an entity wholly-owned by BRX Holdco LLC. BRE Retail Holdco is filing a separate a Form 4.
  - (2) Reflects shares of Common Stock directly held by BRX Holdco II LLC.
  - (3) Reflects shares of Common Stock directly held by BRX Holdco LLC.
  - (4) Reflects shares of Common Stock directly held by BRX BREP VI.TE.1 Holdco A LLC.
  - (5) Reflects shares of Common Stock directly held by BRX BREP VI.TE.1 Holdco B LLC.
  - (6) Reflects shares of Common Stock directly held by BRX BREP VI.TE.2 Holdco A LLC.
  - (7)

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- (8) Reflects shares of Common Stock directly held by BRX BREP VI.TE.2 Holdco B LLC.

The general partner of each of BRE Retail Holdco, Blackstone Real Estate Partners VI.TE.1 L.P. and Blackstone Real Estate Partners

- (9) VI.TE.2 L.P. is Blackstone Real Estate Associates VI L.P. The general partner for 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.

- (10) Reflects shares of Common Stock directly held by BRX BREH VI Holdco A LLC.

- (11) Reflects shares of Common Stock directly held by BRX BREH VI Holdco B LLC.

- (12) Reflects shares of Common Stock directly held by BRX BREH VI-ESC Holdco A LLC.

- (13) Reflects shares of Common Stock directly held by BRX BREH VI-ESC Holdco B LLC.

Each of BRX BREH VI Holdco A LLC and BRX BREH VI Holdco B LLC is a wholly-owned subsidiary of Blackstone Real Estate Holdings VI L.P. Each of BRX BREH VI-ESC Holdco A LLC and BRX BREH VI-ESC Holdco B LLC is a wholly-owned subsidiary

- (14) of Blackstone Real Estate Holdings VI-ESC L.P. BREP VI Side-by-Side GP L.L.C. is the general partner of each of Blackstone Real Estate Holdings VI L.P. and Blackstone Real Estate Holdings VI-ESC L.P. Blackstone Holdings III L.P. is the sole member of BREP VI Side-by-Side GP L.L.C.

Pursuant to a second reorganization (the "Second Reorganization"), a portion of the shares of Common Stock that were previously directly held by BRE Throne REIT Holdco LLC were distributed to BRE Throne REIT Parent LLC, its sole member, which immediately distributed such shares to Blackstone Real Estate Holdings VII L.P. and Blackstone Real Estate Holdings VII-ESC L.P.,

- (15) each an indirect subsidiary of Blackstone Holdings III L.P. Blackstone Real Estate Holdings VII L.P. immediately contributed such shares to BRX Throne REIT BREH VII Holdco A LLC and BRX Throne REIT BREH VII Holdco B LLC, each a wholly-owned subsidiary, and Blackstone Holdings VII-ESC L.P. immediately contributed such shares to BRX Throne REIT BREH VII-ESC Holdco A LLC and BRX Throne REIT BREH VII-ESC Holdco B LLC, each a wholly-owned subsidiary.

(Continued from footnote 15) Also pursuant to the Second Reorganization, BRE Throne REIT Holdco LLC contributed a portion of additional shares of Common Stock then held by it to BRX Throne REIT Holdco A LLC and BRX Throne REIT Holdco B LLC, each a wholly-owned subsidiary. BRE Throne REIT Holdco LLC and BRE Throne REIT Parent LLC are filing a separate Form 4.

- (17) Reflects shares of Common Stock directly held by BRX Throne REIT Holdco A LLC.

- (18) Reflects shares of Common Stock directly held by BRX Throne REIT Holdco B LLC.

- (19) Reflects shares of Common Stock directly held by BRX Throne REIT BREH VII Holdco A LLC.

- (20) Reflects shares of Common Stock directly held by BRX Throne REIT BREH VII Holdco B LLC.

- (21) Reflects shares of Common Stock directly held by BRX Throne REIT BREH VII-ESC Holdco A LLC.

- (22) Reflects shares of Common Stock directly held by BRX Throne REIT BREH VII-ESC Holdco B LLC.

Each of BRX Throne REIT Holdco A LLC and BRX Throne REIT Holdco B LLC are 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.

- (24) 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, Steven 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.

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.

- (26) 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, Steven A. Schwarzman.

- (27) Due to the limitations of the electronic filing system BRX Throne REIT Holdco A LLC, BRX Throne REIT Holdco B LLC, BRX Throne REIT BREH VII Holdco A LLC, BRX Throne REIT BREH VII Holdco B LLC, BRX Throne REIT BREH VII-ESC Holdco A

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LLC, BRX Throne REIT BREH VII-ESC Holdco B LLC, Blackstone Real Estate Partners VI.TE.1 L.P., Blackstone Real Estate Partners VI.TE.2 L.P., Blackstone Real Estate Holdings VI L.P. and Blackstone Real Estate Holdings VI-ESC L.P. are filing a separate Form 3.

- (28) 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.

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

- (29) 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.