

Brixmor Property Group Inc.  
Form SC 13G/A  
August 29, 2014

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**BRIXMOR PROPERTY GROUP INC.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**11120U 10 5**

**(CUSIP Number)**

**August 21, 2014**

**(Date of Event which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 11120U 10 5

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1. Name of reporting persons:

BRE Retail Holdco L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 104,215,397

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 440,817

8. Shared dispositive power:

WITH

103,774,580

9. Aggregate amount beneficially owned by each reporting person:

104,215,397

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10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

42.5%

12. Type of reporting person (see instructions):

PN

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1. Name of reporting persons:

BRX Holdco LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 103,744,580

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

103,744,580

9. Aggregate amount beneficially owned by each reporting person:

103,744,580

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10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

42.3%

12. Type of reporting person (see instructions):

OO

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1. Name of reporting persons:

BRX Holdco II LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 97,430,580

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

97,430,580

9. Aggregate amount beneficially owned by each reporting person:

97,430,580

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10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

39.8%

12. Type of reporting person (see instructions):

OO



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1. Name of reporting persons:

BRX BREP VI.TE.1 Holdco A LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 9,871,967

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

9,871,967

9. Aggregate amount beneficially owned by each reporting person:

9,871,967

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

4.0%

12. Type of reporting person (see instructions):

OO

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1. Name of reporting persons:

BRX BREP VI.TE.1 Holdco B LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 642,793  
6. Shared voting power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole dispositive power:

REPORTING

PERSON 0  
8. Shared dispositive power:

WITH

642,793  
9. Aggregate amount beneficially owned by each reporting person:

642,793

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.3%

12. Type of reporting person (see instructions):

OO

13G

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1. Name of reporting persons:

Blackstone Real Estate Partners VI.TE.1 L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 10,514,760

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

10,514,760

9. Aggregate amount beneficially owned by each reporting person:

10,514,760

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

4.3%

12. Type of reporting person (see instructions):

PN

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1. Name of reporting persons:

BRX BREP VI.TE.2 Holdco A LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 21,240,632

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

21,240,632

9. Aggregate amount beneficially owned by each reporting person:

21,240,632

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

8.7%

12. Type of reporting person (see instructions):

OO



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1. Name of reporting persons:

BRX BREP VI.TE.2 Holdco B LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 1,383,041

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

1,383,041

9. Aggregate amount beneficially owned by each reporting person:

1,383,041

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.6%

12. Type of reporting person (see instructions):

OO

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1. Name of reporting persons:

Blackstone Real Estate Partners VI.TE.2 L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 22,623,673

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

22,623,673

9. Aggregate amount beneficially owned by each reporting person:

22,623,673

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10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

9.2%

12. Type of reporting person (see instructions):

PN

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1. Name of reporting persons:

Blackstone Retail Transaction II Holdco L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 49,344,411\*

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 49,344,411\*

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

49,344,411\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

16.8%\*

12. Type of reporting person (see instructions):

PN

\* Includes 49,344,411 shares of common stock of BPG Subsidiary Inc. ( BPG Subsidiary Shares ) directly held by Blackstone Retail Transaction II Holdco L.P. ( Blackstone Retail Transaction II ). Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, BPG Subsidiary Shares are exchangeable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

Blackstone Real Estate Associates VI L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 186,698,241\*

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 49,785,228\*

8. Shared dispositive power:

WITH

136,913,013

9. Aggregate amount beneficially owned by each reporting person:

186,698,241\*

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10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

63.4%\*

12. Type of reporting person (see instructions):

PN

\* Includes 49,344,411 BPG Subsidiary Shares directly held by Blackstone Retail Transaction II. Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, BPG Subsidiary Shares are exchangeable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.



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1. Name of reporting persons:

BREA VI L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 186,698,241\*

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 49,785,228\*

8. Shared dispositive power:

WITH

136,913,013

9. Aggregate amount beneficially owned by each reporting person:

186,698,241\*

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10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

63.4%\*

12. Type of reporting person (see instructions):

OO

\* Includes 49,344,411 BPG Subsidiary Shares directly held by Blackstone Retail Transaction II. Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, BPG Subsidiary Shares are exchangeable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

BRX BREH VI Holdco A LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 157,702

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

157,702

9. Aggregate amount beneficially owned by each reporting person:

157,702

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10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.1%

12. Type of reporting person (see instructions):

OO

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1. Name of reporting persons:

BRX BREH VI Holdco B LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 10,268

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

10,268

9. Aggregate amount beneficially owned by each reporting person:

10,268

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

Less than 0.1%

12. Type of reporting person (see instructions):

OO

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1. Name of reporting persons:

Blackstone Real Estate Holdings VI L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 167,970

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

167,970

9. Aggregate amount beneficially owned by each reporting person:

167,970

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.1%

12. Type of reporting person (see instructions):

PN



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1. Name of reporting persons:

BRX BREH VI-ESC Holdco A LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 270,557

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

270,557

9. Aggregate amount beneficially owned by each reporting person:

270,557

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.1%

12. Type of reporting person (see instructions):

OO

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1. Name of reporting persons:

BRX BREH VI-ESC Holdco B LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 17,617

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

17,617

9. Aggregate amount beneficially owned by each reporting person:

17,617

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

Less than 0.1%

12. Type of reporting person (see instructions):

OO

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1. Name of reporting persons:

Blackstone Real Estate Holdings VI-ESC L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 288,174  
6. Shared voting power:

BENEFICIALLY

OWNED BY 0  
EACH 7. Sole dispositive power:

REPORTING

PERSON 0  
8. Shared dispositive power:

WITH

288,174  
9. Aggregate amount beneficially owned by each reporting person:

288,174

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.1%

12. Type of reporting person (see instructions):

PN

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1. Name of reporting persons:

BREP VI Side-By-Side GP L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 456,144

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

456,144

9. Aggregate amount beneficially owned by each reporting person:

456,144

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.2%

12. Type of reporting person (see instructions):

OO



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1. Name of reporting persons:

BRE Southeast Retail Holdings LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES

7,509,801\*

6. Shared voting power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole dispositive power:

REPORTING

PERSON

7,509,801\*

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

7,509,801\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

3.0%\*

12. Type of reporting person (see instructions):

OO

\* Includes 7,509,801 common units of partnership interest of Brixmor Operating Partnership LP ( OP Units ) directly held by BRE Southeast Retail Holdings LLC ( BRE Southeast Retail Holdings ). Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

BRE Throne JV Member LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 1,244,010\*

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 1,244,010\*

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

1,244,010\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.5%\*

12. Type of reporting person (see instructions):

OO

\* Includes 1,244,010 OP Units directly held by BRE Throne JV Member LLC ( BRE Throne JV ). Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

BRE Throne Parent LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 1,244,010\*

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 1,244,010\*

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

1,244,010\*

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10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.5%\*

12. Type of reporting person (see instructions):

OO

\* Includes 1,244,010 OP Units directly held by BRE Throne JV. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

BRE Throne Parent Holdco LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 1,244,010\*

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 1,244,010\*

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

1,244,010\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.5%\*

12. Type of reporting person (see instructions):

OO

\* Includes 1,244,010 OP Units directly held by BRE Throne JV. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.



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1. Name of reporting persons:

BRE Throne Holdings Member LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 1,244,010\*

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 1,244,010\*

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

1,244,010\*

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10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.5%\*

12. Type of reporting person (see instructions):

OO

\* Includes 1,244,010 OP Units directly held by BRE Throne JV. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

BRE Throne NR Parent LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 1,244,010\*

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 1,244,010\*

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

1,244,010\*

Edgar Filing: Brixmor Property Group Inc. - Form SC 13G/A

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.5%\*

12. Type of reporting person (see instructions):

OO

\* Includes 1,244,010 OP Units directly held by BRE Throne JV. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

BRE Throne REIT LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

0

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.0%

12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

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1. Name of reporting persons:

BRE Throne REIT Inc.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

0

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.0%

12. Type of reporting person (see instructions):

CO



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1. Name of reporting persons:

BRX Throne REIT Holdco A LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 3,296,848

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

3,296,848

9. Aggregate amount beneficially owned by each reporting person:

3,296,848

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

1.3%

12. Type of reporting person (see instructions):

OO

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1. Name of reporting persons:

BRX Throne REIT Holdco B LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 221,059

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

221,059

9. Aggregate amount beneficially owned by each reporting person:

221,059

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

0.1%

12. Type of reporting person (see instructions):

OO

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1. Name of reporting persons:

BRE Throne REIT Holdco LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 4,467,907

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 950,000

8. Shared dispositive power:

WITH

3,517,907

9. Aggregate amount beneficially owned by each reporting person:

4,467,907

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

1.8%

12. Type of reporting person (see instructions):

OO

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1. Name of reporting persons:

BRE Throne REIT Parent LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 4,467,907

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 950,000

8. Shared dispositive power:

WITH

3,517,907

9. Aggregate amount beneficially owned by each reporting person:

4,467,907

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

1.8%

12. Type of reporting person (see instructions):

OO



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1. Name of reporting persons:

Blackstone Real Estate Partners VII.F L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 4,467,907

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

4,467,907

9. Aggregate amount beneficially owned by each reporting person:

4,467,907

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

1.8%

12. Type of reporting person (see instructions):

PN

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1. Name of reporting persons:

Blackstone Real Estate Partners VII.F (AV) L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 8,753,811\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

8,753,811\*

9. Aggregate amount beneficially owned by each reporting person:

8,753,811\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

3.4%\*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV Member and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

Blackstone Real Estate Partners VII L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 13,221,718\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

13,221,718\*

9. Aggregate amount beneficially owned by each reporting person:

13,221,718\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

5.2%\*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

Blackstone Real Estate Partners VII.TE.1 L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 13,221,718\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

13,221,718\*

9. Aggregate amount beneficially owned by each reporting person:

13,221,718\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

5.2%\*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.



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1. Name of reporting persons:

Blackstone Real Estate Partners VII.TE.2 L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 13,221,718\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

13,221,718\*

9. Aggregate amount beneficially owned by each reporting person:

13,221,718\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

5.2%\*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

Blackstone Real Estate Partners VII.TE.3 L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 13,221,718\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

13,221,718\*

9. Aggregate amount beneficially owned by each reporting person:

13,221,718\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

5.2%

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

Blackstone Real Estate Partners VII.TE.4 L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 5,711,917\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

5,711,917\*

9. Aggregate amount beneficially owned by each reporting person:

5,711,917\*

Edgar Filing: Brixmor Property Group Inc. - Form SC 13G/A

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

2.3%\*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

Blackstone Real Estate Partners VII.TE.5 L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 5,711,917\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

5,711,917\*

9. Aggregate amount beneficially owned by each reporting person:

5,711,917\*

Edgar Filing: Brixmor Property Group Inc. - Form SC 13G/A

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

2.3%\*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.



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1. Name of reporting persons:

Blackstone Real Estate Partners VII.TE.6 L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 5,711,917\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

5,711,917\*

9. Aggregate amount beneficially owned by each reporting person:

5,711,917\*

Edgar Filing: Brixmor Property Group Inc. - Form SC 13G/A

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

2.3%\*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

BRX Throne REIT BREH VII Holdco A LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 4,404

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

4,404

9. Aggregate amount beneficially owned by each reporting person:

4,404

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

Less than 0.1%

12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

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1. Name of reporting persons:

BRX Throne REIT BREH VII Holdco B LLC

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 295

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

295

9. Aggregate amount beneficially owned by each reporting person:

295

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

Less than 0.1%

12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

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1. Name of reporting persons:

Blackstone Real Estate Holdings VII L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 4,699

6. Shared voting power:

BENEFICIALLY

OWNED BY 13,221,718\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

13,226,417\*

9. Aggregate amount beneficially owned by each reporting person:

13,226,417\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

5.2%\*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.



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1. Name of reporting persons:

2. BRX Throne REIT BREH VII-ESC Holdco A LLC  
Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 22,601

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

22,601

9. Aggregate amount beneficially owned by each reporting person:

22,601

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

Less than 0.1%

12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

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1. Name of reporting persons:

2. BRX Throne REIT BREH VII-ESC Holdco B LLC  
Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 1,515

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

1,515

9. Aggregate amount beneficially owned by each reporting person:

1,515

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

Less than 0.1%

12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

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1. Name of reporting persons:

Blackstone Real Estate Holdings VII-ESC L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 24,116

6. Shared voting power:

BENEFICIALLY

OWNED BY 13,221,718\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

13,245,834\*

9. Aggregate amount beneficially owned by each reporting person:

13,245,834\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

5.2%\*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

Blackstone Real Estate Associates VII L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 13,221,718\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

13,221,718\*

9. Aggregate amount beneficially owned by each reporting person:

13,221,718\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

5.2%\*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.



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1. Name of reporting persons:

BREA VII L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 13,221,718\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

13,221,718\*

9. Aggregate amount beneficially owned by each reporting person:

13,221,718\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

5.2%\*

12. Type of reporting person (see instructions):

OO

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

BREP VII Side-By-Side GP L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 28,815

6. Shared voting power:

BENEFICIALLY

OWNED BY 13,221,718\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0  
8. Shared dispositive power:

WITH

13,250,533\*

9. Aggregate amount beneficially owned by each reporting person:

13,250,533\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

5.2%\*

12. Type of reporting person (see instructions):

OO

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

Blackstone Family Real Estate Partnership VII-SMD L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 11,977,708\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

11,977,708\*

9. Aggregate amount beneficially owned by each reporting person:

11,977,708\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

4.7%\*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1. Name of reporting persons:

Blackstone Family GP L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 11,977,708\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

11,977,708\*

9. Aggregate amount beneficially owned by each reporting person:

11,977,708\*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

4.7%\*

12. Type of reporting person (see instructions):

OO

\* Includes 1,244,010 OP Units directly held by BRE Throne JV. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.



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1. Name of reporting persons:

BLACKSTONE HOLDINGS III L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Quebec, Canada

5. Sole voting power:

NUMBER OF

SHARES 188,427,210

6. Shared voting power:

BENEFICIALLY

OWNED BY 11,977,708\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 49,785,228

8. Shared dispositive power:

WITH

150,619,690\*

9. Aggregate amount beneficially owned by each reporting person:

200,404,918 \*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

66.1% \*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash. Includes 49,344,411 BPG Subsidiary Shares directly held by Blackstone Retail Transaction II. Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, BPG Subsidiary Shares are exchangeable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

CUSIP No. 11120U 10 5

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1. Name of reporting persons:

BLACKSTONE HOLDINGS III GP L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 188,427,210

6. Shared voting power:

BENEFICIALLY

OWNED BY 11,977,708\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 49,785,228

8. Shared dispositive power:

WITH

150,619,690\*

9. Aggregate amount beneficially owned by each reporting person:

200,404,918 \*

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10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

66.1% \*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash. Includes 49,344,411 BPG Subsidiary Shares directly held by Blackstone Retail Transaction II. Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, BPG Subsidiary Shares are exchangeable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

CUSIP No. 11120U 10 5

Page 55 of 88 Pages

1. Name of reporting persons:

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 188,427,210

6. Shared voting power:

BENEFICIALLY

OWNED BY 11,977,708\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 49,785,228

8. Shared dispositive power:

WITH

150,619,690\*

9. Aggregate amount beneficially owned by each reporting person:

200,404,918 \*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

66.1% \*

12. Type of reporting person (see instructions):

OO

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash. Includes 49,344,411 BPG Subsidiary Shares directly held by Blackstone Retail Transaction II. Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, BPG Subsidiary Shares are exchangeable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

CUSIP No. 11120U 10 5

Page 56 of 88 Pages

1. Name of reporting persons:

THE BLACKSTONE GROUP L.P.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 188,427,210

6. Shared voting power:

BENEFICIALLY

OWNED BY 11,977,708\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 49,785,228

8. Shared dispositive power:

WITH

150,619,690\*

9. Aggregate amount beneficially owned by each reporting person:

200,404,918 \*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

66.1% \*

12. Type of reporting person (see instructions):

PN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash. Includes 49,344,411 BPG Subsidiary Shares directly held by Blackstone Retail Transaction II. Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, BPG Subsidiary Shares are exchangeable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.



CUSIP No. 11120U 10 5

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1. Name of reporting persons:

BLACKSTONE GROUP MANAGEMENT L.L.C.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 188,427,210

6. Shared voting power:

BENEFICIALLY

OWNED BY 11,977,708\*

EACH 7. Sole dispositive power:

REPORTING

PERSON 49,785,228

8. Shared dispositive power:

WITH

150,619,690\*

9. Aggregate amount beneficially owned by each reporting person:

200,404,918 \*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

66.1% \*

12. Type of reporting person (see instructions):

OO

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash. Includes 49,344,411 BPG Subsidiary Shares directly held by Blackstone Retail Transaction II. Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, BPG Subsidiary Shares are exchangeable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

CUSIP No. 11120U 10 5

Page 58 of 88 Pages

1. Name of reporting persons:

STEPHEN A. SCHWARZMAN

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Citizenship or place of organization:

United States

5. Sole voting power:

NUMBER OF

SHARES 200,404,918 \*

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 200,404,918 \*

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

200,404,918 \*

10. Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9):

66.1% \*

12. Type of reporting person (see instructions):

IN

\* Includes 1,244,010 OP Units directly held by BRE Throne JV and 7,509,801 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash. Includes 49,344,411 BPG Subsidiary Shares directly held by Blackstone Retail Transaction II. Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, BPG Subsidiary Shares are exchangeable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

**Item 1. (a). Name of Issuer**

Brixmor Property Group Inc. (the Company )

**(b). Address of Issuer s Principal Executive Offices:**

420 Lexington Avenue, New York, New York 10170

**Item 2(a). Name of Person Filing**

**Item 2(b). Address of Principal Business Office**

**Item 2(c). Citizenship**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

- (i) BRE Retail Holdco L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (ii) BRX Holdco LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (iii) BRX Holdco II LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(iv) BRX BREP VI.TE.1 Holdco A LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(v) BRX BREP VI.TE.1 Holdco B LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(vi) Blackstone Real Estate Partners VI.TE.1 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(vii) BRX BREP VI.TE.2 Holdco A LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

- (viii)                   BRX BREP VI.TE.2 Holdco B LLC  
                          c/o The Blackstone Group L.P.  
                          345 Park Avenue  
                          New York, NY 10154  
                          Citizenship: State of Delaware
- (ix)                     Blackstone Real Estate Partners VI.TE.2 L.P.  
                          c/o The Blackstone Group L.P.  
                          345 Park Avenue  
                          New York, NY 10154  
                          Citizenship: State of Delaware
- (x)                      Blackstone Retail Transaction II Holdco L.P.  
                          c/o The Blackstone Group L.P.  
                          345 Park Avenue  
                          New York, NY 10154  
                          Citizenship: State of Delaware
- (xi)                     Blackstone Real Estate Associates VI L.P.  
                          c/o The Blackstone Group L.P.  
                          345 Park Avenue  
                          New York, NY 10154  
                          Citizenship: State of Delaware
- (xii)                    BREA VI L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

(xiii) BRX BREH VI Holdco A LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

(xiv) BRX BREH VI Holdco B LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

(xv) Blackstone Real Estate Holdings VI L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

(xvi) BRX BREH VI-ESC Holdco A LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

(xvii) BRX BREH VI-ESC Holdco B LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154



(xviii) Blackstone Real Estate Holdings VI-ESC L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

(xix) BREP VI Side-By-Side GP L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

(xx) BRE Southeast Retail Holdings LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxi) BRE Throne JV Member LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxii) BRE Throne Parent LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxiii)

BRE Throne Parent Holdco LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxiv)

BRE Throne Holdings Member LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxv)

BRE Throne NR Parent LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxvi)

BRE Throne REIT LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

- (xxvii) BRE Throne REIT Inc.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xxviii) BRE Throne REIT Holdco A LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xxix) BRE Throne REIT Holdco B LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xxx) BRE Throne REIT Holdco LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

- (xxxix) BRE Throne REIT Parent LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xxxii) Blackstone Real Estate Partners VII.F L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xxxiii) Blackstone Real Estate Partners VII.F (AV) L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xxxiv) Blackstone Real Estate Partners VII L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xxxv) Blackstone Real Estate Partners VII.TE.1 L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

(xxxvi) Blackstone Real Estate Partners VII.TE.2 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxxvii) Blackstone Real Estate Partners VII.TE.3 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxxviii) Blackstone Real Estate Partners VII.TE.4 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxxix) Blackstone Real Estate Partners VII.TE.5 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

- (xl) Blackstone Real Estate Partners VII.TE.6 L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xli) BRX Throne REIT BREH VII Holdco A LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xlii) BRX Throne REIT BREH VII Holdco B LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xliii) Blackstone Real Estate Holdings VII L.P.  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware
- (xliv) BRX Throne REIT BREH VII-ESC Holdco A LLC  
c/o The Blackstone Group L.P.  
345 Park Avenue  
New York, NY 10154  
Citizenship: State of Delaware

(xlv) BRX Throne REIT BREH VII-ESC Holdco B LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xlvi) Blackstone Real Estate Holdings VII-ESC L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xlvii) Blackstone Real Estate Associates VII L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xlviii) BREA VII L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware