

Brixmor Property Group Inc.
Form SC 13G
February 14, 2014

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

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

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)

December 31, 2013

(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).

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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 161,494,622

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 161,494,622

8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

161,494,622

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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):

70.3%

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 57,824,966*

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 57,824,966*

8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

57,824,966*

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):

20.1%*

12. Type of reporting person (see instructions):

PN

* Includes 57,824,966 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 219,319,588*

6. Shared voting power:

beneficially

owned by 0

7. Sole dispositive power:

each

reporting

person 219,319,588*

8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

219,319,588*

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):

76.3%*

12. Type of reporting person (see instructions):

PN

* Includes 57,824,966 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 219,319,588*

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 219,319,588*

8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

219,319,588*

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):

76.2%*

12. Type of reporting person (see instructions):

OO

* Includes 57,824,966 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:

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 8,800,470*

6. Shared voting power:

beneficially

owned by 0

each 7. Sole dispositive power:

reporting

person 8,800,470*

8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

8,800,470*

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):

3.7%*

12. Type of reporting person (see instructions):

OO

* Includes 8,800,470 common units of partnership interest of Brixmor Operating Partnership LP (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:

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 6,727,360*
6. Shared voting power:

beneficially

owned by 0
each 7. Sole dispositive power:

reporting

person 6,727,360*
8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

6,727,360*

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):

2.8%*

12. Type of reporting person (see instructions):

OO

* Includes 6,727,360 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 6,727,360*
6. Shared voting power:

beneficially

owned by 0
each 7. Sole dispositive power:

reporting

person 6,727,360*
8. Shared dispositive power:

with

0

9. Aggregate amount beneficially owned by each reporting person:

6,727,360*

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):

2.8%*

12. Type of reporting person (see instructions):

OO

* Includes 6,727,360 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 0

6. Shared voting power:

beneficially

owned by 6,727,360*

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

6,727,360*

9. Aggregate amount beneficially owned by each reporting person:

6,727,360*

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):

2.8%*

12. Type of reporting person (see instructions):

OO

* Includes 6,727,360 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 0

6. Shared voting power:

beneficially

owned by 6,727,360*

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

6,727,360*

9. Aggregate amount beneficially owned by each reporting person:

6,727,360*

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):

2.8%*

12. Type of reporting person (see instructions):

OO

* Includes 6,727,360 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 0

6. Shared voting power:

beneficially

owned by 6,727,360*

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

6,727,360*

9. Aggregate amount beneficially owned by each reporting person:

6,727,360*

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):

2.8%*

12. Type of reporting person (see instructions):

OO

* Includes 6,727,360 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 6,727,360*

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

6,727,360*

9. Aggregate amount beneficially owned by each reporting person:

6,727,360*

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):

2.8%*

12. Type of reporting person (see instructions):

OO

* Includes 6,727,360 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 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 6,727,360*

7. Sole dispositive power:

each

reporting

person 0

8. Shared dispositive power:

with

6,727,360*

9. Aggregate amount beneficially owned by each reporting person:

6,727,360*

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):

2.8%*

12. Type of reporting person (see instructions):

CO

* Includes 6,727,360 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 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 0

6. Shared voting power:

beneficially

owned by 6,727,360*

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

6,727,360*

9. Aggregate amount beneficially owned by each reporting person:

6,727,360*

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):

2.8%*

12. Type of reporting person (see instructions):

OO

* Includes 6,727,360 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 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 0

6. Shared voting power:

beneficially

owned by 6,727,360*

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

6,727,360*

9. Aggregate amount beneficially owned by each reporting person:

6,727,360*

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):

2.8%*

12. Type of reporting person (see instructions):

OO

* Includes 6,727,360 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.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 6,727,360*

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

6,727,360*

9. Aggregate amount beneficially owned by each reporting person:

6,727,360*

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):

2.8%*

12. Type of reporting person (see instructions):

PN

* Includes 6,727,360 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.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 15,527,830*

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

15,527,830*

9. Aggregate amount beneficially owned by each reporting person:

15,527,830*

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):

6.3%*

12. Type of reporting person (see instructions):

PN

* Includes 6,727,360 OP Units directly held by BRE Throne JV Member LLC and 8,800,470 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 15,527,830*

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

15,527,830*

9. Aggregate amount beneficially owned by each reporting person:

15,527,830*

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):

6.3%*

12. Type of reporting person (see instructions):

PN

* Includes 6,727,360 OP Units directly held by BRE Throne JV Member LLC and 8,800,470 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 15,527,830*

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

15,527,830*

9. Aggregate amount beneficially owned by each reporting person:

15,527,830*

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):

6.3%*

12. Type of reporting person (see instructions):

PN

* Includes 6,727,360 OP Units directly held by BRE Throne JV Member LLC and 8,800,470 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 15,527,830*

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

15,527,830*

9. Aggregate amount beneficially owned by each reporting person:

15,527,830*

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):

6.3%*

12. Type of reporting person (see instructions):

PN

* Includes 6,727,360 OP Units directly held by BRE Throne JV Member LLC and 8,800,470 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 15,527,830*

each 7. Sole dispositive power:

reporting

person 0

8. Shared dispositive power:

with

15,527,830*

9.