

Brixmor Property Group Inc.  
Form 8-K  
February 27, 2015

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): February 24, 2015

Brixmor Property Group Inc.

Brixmor Operating Partnership LP

(Exact Name of Registrant as Specified in its Charter)

Maryland

001-36160

45-2433192

Delaware

333-201464-01

80-0831163

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

420 Lexington Avenue

New York, New York 10170

(Address of Principal Executive Offices) (Zip Code)

(212) 869-3000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

#### 2015 Equity-Based Awards

As previously disclosed, in March 2014 the Board of Directors (the “Board”) of Brixmor Property Group Inc. (the “Company”) approved the establishment of a long-term incentive program under the Company’s 2013 Omnibus Incentive Plan, with performance measurement primarily geared toward total shareholder return over a three year period. Pursuant to the program, the Compensation Committee of the Board or the Board may approve annual equity-based awards in the form of restricted stock units (“RSUs”) in the Company or, at the election of the executive, long-term incentive plan units (“LTIP Units”) in Brixmor Operating Partnership LP (the “Operating Partnership”). The Board initiated this program to align the long-term incentive awards with competitive practices and stockholder interests and to support the objectives of long-term value creation.

On February 24, 2015, pursuant to this program and the Company’s 2013 Omnibus Incentive Plan, the Compensation Committee and the Board approved and authorized annual equity based awards to Messrs. Michael A. Carroll (Chief Executive Officer), Michael V. Pappagallo (President and Chief Financial Officer), Steven F. Siegel (Executive Vice President, General Counsel & Secretary), Dean Bernstein (Executive Vice President, Acquisitions and Dispositions) and Steven A. Splain (Executive Vice President, Chief Accounting Officer). The aggregate number of RSUs, LTIP Units or combination thereof, assuming that the target level of performance is achieved (with the actual number of units to be earned based on the performance criteria described below) is 147,826 for Mr. Carroll, 86,957 for Mr. Pappagallo, 39,130 for Mr. Siegel, 28,261 for Mr. Bernstein and 26,087 for Mr. Splain.

#### Vesting Conditions Applicable to RSUs and LTIP Units

Under the terms of the RSUs and LTIP Units (collectively, the “units”), the number of units actually earned is determined based on performance during a specified performance period, and the earned units are then further subject to time-based vesting conditions. The units have both a three-year and one-year performance based vesting conditions, with two-thirds of the overall award grant based on three-year conditions and one-third of the overall award grant based on one-year conditions.

The performance criteria for the three-year performance component of the units are an absolute total shareholder return (20% of such units), relative total shareholder return in relation to a peer index (60% of such units) and company-wide strategic objectives (20% of such units), in each case for the period beginning January 1, 2015 and ending December 31, 2017. The total number of units that are earned based on the absolute and relative total shareholder return is based on an achievement factor which, in each case, ranges from a 0% payout for below threshold performance, to 50% for threshold performance, to 100% for target performance, and up to 150% for maximum performance. For actual performance between the specified threshold, target and maximum levels, the resulting achievement percentage will be adjusted on a linear basis. For units that are earned pursuant to the three-year performance component, 50% become vested as of the calculation date, 25% become vested on January 1, 2019, and the remaining 25% become vested on January 1, 2020, in each case subject to continued employment.

The performance criteria for the one-year component of the units are EBITDA per share (37.5% of such units), adjusted funds from operations (“AFFO”) per share (37.5% of such units) and individual performance goals (25% of such units), in each case for the period beginning January 1, 2015 and ending December 31, 2015. The total number of units that are earned based on the EBITDA per share and AFFO per share targets is based on an achievement factor which, in each case, ranges from a 0% payout for below threshold performance, to 50% for threshold performance, to 100% for target performance, and up to 150% for maximum performance. For actual performance between the specified threshold, target and maximum levels, the resulting achievement percentage will be adjusted on a linear basis. Following the calculation date of the number of units earned, 50% of the earned units become vested as of the calculation date, 25% become vested on January 1, 2017 and the remaining 25% become vested on January 1, 2018, in each case subject to continued employment.

In general, unvested units are forfeited after the final calculation date applicable to any award to the extent performance criteria do not result in the units becoming earned and as of any termination of employment. Upon a termination of employment by the Company without cause, or a resignation by the executive that is as a result of good

reason or a retirement (each as defined in the award agreements), a portion of the units will be eligible to become vested, based on actual performance through the date of termination (or target performance, in the case of company-wide strategic objectives or individual performance criteria) and subject to proration based on the number of days during the applicable performance period that the executive was employed.

Upon a change in control during any performance period, a portion of the units will become earned and vested based on actual performance through the date of termination (or target performance, in the case of company-wide strategic objectives or individual performance criteria).

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#### Dividends on Units

Under the terms of the RSU award agreement, each earned RSU will accrue dividends with respect to the underlying shares of common stock. Accrued dividend amounts will be payable in cash as and when the underlying RSU vests and is settled.

Under the terms of the LTIP unit award agreement, 10% of the dividends declared on regular units will be payable on a current basis on LTIP Units before such units vest. In addition, after the end of each performance period with respect to the LTIP Units that become vested, the executive will also be deemed to have earned an additional number of LTIP Units with a value equal to the value of the other 90% of dividends issued during the performance period with respect to such vested LTIP Units. These additional LTIP Units would become vested as of the applicable calculation date.

#### Covenants and Clawback

Under the award agreements, if the Company's financial results are restated or are materially misstated due in whole or in part to intentional fraud or misconduct of an executive who receives RSUs or LTIP Units and the benefits provided under the award agreements would be less, based on the corrected financial results, by a vote of a majority of the independent directors of the Board, the Company may recover from the executive an amount equal to the after-tax proceeds received upon the sale or disposition of the equity award and any shares issued in respect thereof.

#### Future Equity-Based Awards

Future annual grants made pursuant to the long-term compensation program and the Company's 2013 Omnibus Incentive Plan are expected to include performance-based vesting conditions and service-based vesting conditions, forfeiture provisions, dividend rights, covenants and clawbacks similar to those discussed above. All or substantially all of the units in future annual grants are expected to be subject to three-year performance conditions. In addition, the performance metrics utilized in future grants may include the performance metrics discussed above and/or any of the performance metrics permitted by the 2013 Omnibus Incentive Plan, and the weighting of such metrics, the weighting of absolute versus relative return measurements and other conditions will be determined at the discretion of the Board and/or the Compensation Committee subject to the provisions of the 2013 Omnibus Incentive Plan.

The foregoing descriptions of the RSUs and the LTIP Units will be qualified in their entirety by the form of Restricted Stock Unit Agreement and the form of LTIP Unit Agreement once such agreements are filed as exhibits to the Company's Form 10-Q for the quarter ended March 31, 2015.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: February 27, 2015

BRIXMOR PROPERTY GROUP INC.

By: /s/Steven F. Siegel  
Name: Steven F. Siegel  
Title: Executive Vice President,  
General Counsel and Secretary

BRIXMOR OPERATING PARTNERSHIP LP

By: Brixmor OP GP LLC, its general partner

By: BPG Subsidiary Inc., its sole member

By: /s/Steven F. Siegel  
Name: Steven F. Siegel  
Title: Executive Vice President,  
General Counsel and Secretary