

SCHWARZMAN STEPHEN A  
Form 4  
March 31, 2015

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Blackstone Retail Transaction II Holdco L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Brixmor Property Group Inc. [BRX]

3. Date of Earliest Transaction (Month/Day/Year)

03/27/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/27/2015		C	140,374 A <u>U</u>	140,374	I	See Footnotes (2) (20) (21) (28) (30) (31) (32) (33)
Common Stock	03/27/2015		C	847,405 A <u>U</u>	847,405	I	See Footnotes (3) (20) (21) (28) (30) (31) (32) (33)
Common Stock	03/27/2015		S	5,550,452 D \$ 25.9843	31,543,652	I	See Footnotes

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					<u>(4)</u>				<u>(5)</u> <u>(7)</u> <u>(13)</u> <u>(30)</u> <u>(31)</u> <u>(32)</u> <u>(33)</u>
Common Stock						710,848	I		See Footnotes <u>(6)</u> <u>(7)</u> <u>(13)</u> <u>(30)</u> <u>(31)</u> <u>(32)</u> <u>(33)</u>
Common Stock	03/27/2015	S	140,374	D	\$ <u>(4)</u> 25.9843	0	I		See Footnotes <u>(2)</u> <u>(20)</u> <u>(21)</u> <u>(28)</u> <u>(30)</u> <u>(31)</u> <u>(32)</u> <u>(33)</u>
Common Stock	03/27/2015	S	847,405	D	\$ <u>(4)</u> 25.9843	0	I		See Footnotes <u>(3)</u> <u>(20)</u> <u>(21)</u> <u>(28)</u> <u>(30)</u> <u>(31)</u> <u>(32)</u> <u>(33)</u>
Common Stock						1,661,253	I		See Footnotes <u>(8)</u> <u>(10)</u> <u>(13)</u> <u>(30)</u> <u>(31)</u> <u>(32)</u> <u>(33)</u>
Common Stock	03/27/2015	S	11,634,217	D	\$ <u>(4)</u> 25.9843	66,223,920	I		See Footnotes <u>(9)</u> <u>(10)</u> <u>(13)</u> <u>(30)</u> <u>(31)</u> <u>(32)</u> <u>(33)</u>
Common Stock	03/27/2015	S	1,195,666	D	\$ <u>(4)</u> 25.9843	6,861,484	I		See Footnotes <u>(11)</u> <u>(13)</u> <u>(30)</u> <u>(31)</u> <u>(32)</u> <u>(33)</u>
Common Stock	03/27/2015	S	2,572,607	D	\$ <u>(4)</u> 25.9843	14,763,244	I		See Footnotes <u>(12)</u> <u>(13)</u> <u>(30)</u> <u>(31)</u> <u>(32)</u> <u>(33)</u>
Common Stock	03/27/2015	S	19,100	D	\$ <u>(4)</u> 25.9843	109,611	I		See Footnotes <u>(14)</u> <u>(16)</u> <u>(30)</u> <u>(31)</u> <u>(32)</u> <u>(33)</u>
Common Stock	03/27/2015	S	32,769	D	\$ <u>(4)</u> 25.9843	188,051	I		See Footnotes <u>(15)</u> <u>(16)</u> <u>(30)</u> <u>(31)</u> <u>(32)</u> <u>(33)</u>
Common Stock	03/27/2015	S	372,172	D	\$ 25.9843	2,924,676	I		See Footnotes

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					(4)			(17) (19) (20)
								(21) (28) (30)
								(31) (32) (33)
Common Stock	03/27/2015	S	131,115	D	\$ 25.9843	0	I	See Footnotes (18) (19) (20) (21) (28) (30) (31) (32) (33)
Common Stock	03/27/2015	S	499	D	\$ 25.9843	3,905	I	See Footnotes (22) (24) (28) (30) (31) (32) (33)
Common Stock	03/27/2015	S	174	D	\$ 25.9843	0	I	See Footnotes (23) (24) (28) (30) (31) (32) (33)
Common Stock	03/27/2015	S	2,552	D	\$ 25.9843	20,049	I	See Footnotes (25) (27) (28) (30) (31) (32) (33)
Common Stock	03/27/2015	S	898	D	\$ 25.9843	0	I	See Footnotes (26) (27) (28) (30) (31) (32) (33)
Common Stock						187,615	I	See Footnotes (29) (30) (31) (32) (33)

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Units of Brixmor Operating Partnership LP							Common Stock	140,374
		<u>(1)</u>			03/27/2015			
	C				140,374	<u>(1)</u>	<u>(1)</u>	
Common Units of Brixmor Operating Partnership LP							Common Stock	847,405
		<u>(1)</u>			03/27/2015			
	C				847,405	<u>(1)</u>	<u>(1)</u>	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Retail Transaction II Holdco L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BRX BRPTP II Holdco LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Real Estate Associates VI L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BREA VI L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		

Blackstone Holdings III GP Management L.L.C.  
 C/O THE BLACKSTONE GROUP L.P. X  
 345 PARK AVENUE  
 NEW YORK, NY 10154

Blackstone Group L.P.  
 C/O THE BLACKSTONE GROUP L.P. X  
 345 PARK AVENUE  
 NEW YORK, NY 10154

Blackstone Group Management L.L.C.  
 C/O THE BLACKSTONE GROUP L.P. X  
 345 PARK AVENUE  
 NEW YORK, NY 10154

SCHWARZMAN STEPHEN A  
 C/O THE BLACKSTONE GROUP L.P. X  
 345 PARK AVENUE  
 NEW YORK, NY 10154

## Signatures

BLACKSTONE RETAIL TRANSACTION II HOLDCO L.P., By: Blackstone Real Estate Associates VI L.P., its general partner, By: BREA VI L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/31/2015  
 \*\*Signature of Reporting Person Date

BRX BRPTP II HOLDCO LLC, By: /s/ William J. Stein, Name: William J. Stein, Title: Senior Managing Director 03/31/2015  
 \*\*Signature of Reporting Person Date

BLACKSTONE REAL ESTATE ASSOCIATES VI L.P., By: BREA VI L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/31/2015  
 \*\*Signature of Reporting Person Date

BREA VI L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/31/2015  
 \*\*Signature of Reporting Person Date

BLACKSTONE HOLDINGS III L.P., By: Blackstone Holdings III GP L.P., its general partner, By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/31/2015  
 \*\*Signature of Reporting Person Date

BLACKSTONE HOLDINGS III GP L.P., By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/31/2015  
 \*\*Signature of Reporting Person Date

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/31/2015  
 \*\*Signature of Reporting Person Date

THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/31/2015



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- (16) The general partner of each of Blackstone Real Estate Holdings VI L.P. and Blackstone Real Estate Holdings VI-ESC L.P. is BREP VI Side-by-Side- GP L.L.C. The sole member of BREP VI Side-by-Side- GP L.L.C. is Blackstone Holdings III L.P.
- (17) Reflects shares of Common Stock held directly by BRX Throne REIT Holdco A LLC.
- (18) Reflects shares of Common Stock held directly by BRX Throne REIT Holdco B LLC.
- Each of BRX Throne REIT Holdco A LLC and BRX Throne REIT Holdco B LLC is a wholly-owned subsidiary of BRE Throne REIT Holdco LLC. The sole member of BRE Throne REIT Holdco LLC is BRE Throne REIT Parent LLC. The members of BRE Throne REIT Parent LLC are Blackstone Real Estate Partners VII.F L.P., Blackstone Real Estate Partners VII L.P., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate Partners VII.TE.2 L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Partners VII.TE.4 L.P., Blackstone Real Estate Partners VII.TE.5 L.P., Blackstone Real Estate Partners VII.TE.6 L.P., Blackstone Real Estate Holdings VII -ESC L.P., Blackstone Real Estate Holdings VII L.P. and Blackstone Family Real Estate Partnership VII-SMD L.P.
- (19) The general partner of Blackstone Family Real Estate Partnership VII-SMD L.P. is Blackstone Family GP L.L.C., which is in turn, wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. BREP VII Side-By-Side GP L.L.C. is the general partner of both Blackstone Real Estate Holdings VII -ESC L.P. and Blackstone Real Estate Holdings VII L.P. The sole member of BREP VII Side-By-Side GP L.L.C. is Blackstone Holdings III L.P.
- The general partner of each of Blackstone Real Estate Partners VII.F L.P., Blackstone Real Estate Partners VII.F (AV) L.P., Blackstone Real Estate Partners VII L.P., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate Partners VII.TE.2 L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Partners VII.TE.4 L.P., Blackstone Real Estate Partners VII.TE.5 L.P. and Blackstone Real Estate Partners VII.TE.6 L.P. is Blackstone Real Estate Associates VII L.P. The general partner of Blackstone Real Estate Associates VII L.P. is BREA VII L.L.C. The managing member of BREA VII L.L.C. is Blackstone Holdings III L.P.
- (21) Reflects shares of Common Stock held directly by BRX Throne REIT BREH VII Holdco A LLC.
- (22) Reflects shares of Common Stock held directly by BRX Throne REIT BREH VII Holdco B LLC.
- (23) Each of BRX Throne REIT BREH VII Holdco A LLC and BRX Throne REIT BREH VII Holdco B LLC is a wholly-owned subsidiary of Blackstone Real Estate Holdings VII L.P.
- (24) Reflects shares of Common Stock held directly by BRX Throne REIT BREH VII-ESC Holdco A LLC.
- (25) Reflects shares of Common Stock held directly by BRX Throne REIT BREH VII-ESC Holdco B LLC.
- (26) Each of BRX Throne REIT BREH VII-ESC Holdco A LLC and BRX Throne REIT BREH VII-ESC Holdco B LLC is a wholly-owned subsidiary of Blackstone Real Estate Holdings VII-ESC L.P.
- (27) BREP VII Side-By-Side GP L.L.C. is the general partner of both Blackstone Real Estate Holdings VII -ESC L.P. and Blackstone Real Estate Holdings VII L.P. The sole member of BREP VII Side-By-Side GP L.L.C. is Blackstone Holdings III L.P.
- (28) Reflects shares of Common Stock held directly by Stephen A. Schwarzman, including shares previously held indirectly by him.
- The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- (30) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.
- (31) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (33)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.