Brixmor Property Group Inc.
Form 4
June 14, 2016

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRX Holdco LLC

(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)
06/10/2016

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/10/2016		J(1)		12,465	D	(1)	607,576	I	See Footnotes (3) (10) (11) (12)
Common Stock								22,324,872	I	See Footnotes (4) (10) (11) (12)
Common Stock	06/10/2016		J(2)		27,110	D	(2)	1,378,931	I	See Footnotes (5) (7) (10) (11) (12)

Common Stock	46,844,890	I	See Footnotes (6) (7) (10) (11) (12)
Common Stock	4,893,378	I	See Footnotes (8) (10) (11) (12)
Common Stock	10,528,645	I	See Footnotes (9) (10) (11) (12)

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

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SEC 1474 (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 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRX Holdco LLC 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.		X		

345 PARK AVENUE NEW YORK, NY 10154			
BREA VI L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	X		
Blackstone Retail Transaction II Holdco L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	X		
BRE Retail Holdco L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	X		

Signatures

BRX HOLDCO LLC, By: /s/ Anthony Beovich, Name: Anthony Beovich, Title: Managing Director	06/14/2016
**Signature of Reporting Person	Date
BRE RETAIL 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/ Anthony Beovich, Name: Anthony Beovich, Title: Managing Director	06/14/2016
**Signature of Reporting Person	Date
BLACKSTONE REAL ESTATE ASSOCIATES VI L.P., By: BREA VI L.L.C., its general partner, By: /s/ Anthony Beovich, Name: Anthony Beovich, Title: Managing Director	06/14/2016
**Signature of Reporting Person	Date
BREA VI L.L.C., By: /s/ Anthony Beovich, Name: Anthony Beovich, Title: Managing Director	06/14/2016
**Signature of Reporting Person	Date
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/ Anthony Beovich, Name: Anthony Beovich, Title: Managing Director	06/14/2016
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents a distribution of the shares of common stock of the issuer (the "Common Stock") previously held directly by Blackstone Retail Transaction II Holdco L.P. to members of BREA VI L.L.C. in respect of their indirect interests in Blackstone Retail Transaction II Holdco L.P. Blackstone Retail Transaction II Holdco L.P. distributed the 12,465 shares of Common Stock to one of its partners, who distributed such shares to Blackstone Real Estate Associates VI L.P., its general partner, who distributed such shares to BREA VI L.L.C., its general partner, who distributed such shares to Jonathan D. Gray, Stephen A. Schwarzman, and other members. The shares distributed to Mr. Schwarzman were beneficially owned indirectly by him prior to such distribution.

(2) Represents a distribution of the shares of Common Stock previously held directly by BRX Holdco LLC, a wholly-owned subsidiary of BRE Retail Holdco L.P., to members of BREA VI L.L.C. in respect of their indirect interests in BRX Holdco LLC. BRX Holdco LLC distributed the 27,110 shares of Common Stock to BRE Retail Holdco L.P., which distributed such shares of Common Stock to certain of its members, who distributed such shares to Blackstone Real Estate Associates VI L.P., their general partner, who distributed such

shares to BREA VI L.L.C., its general partner, who distributed such shares to Jonathan D. Gray, Stephen A. Schwarzman, and other members. The shares distributed to Mr. Schwarzman were beneficially owned indirectly by him prior to such distribution.

(3) Reflects shares of Common Stock held directly by Blackstone Retail Transaction II Holdco L.P. The general partner of Blackstone Retail Transaction II Holdco L.P. is Blackstone Real Estate Associates VI L.P.

(4) Reflects shares of Common Stock held directly by BRX BRPTP II Holdco LLC. BRX BRPTP II Holdco LLC is a wholly-owned subsidiary of Blackstone Retail Transaction II Holdco L.P. The general partner of Blackstone Retail Transaction II Holdco L.P. is Blackstone Real Estate Associates VI L.P.

(5) Reflects shares of Common Stock held directly by BRX Holdco LLC.

(6) Reflects shares of Common Stock held directly by BRX Holdco II LLC.

(7) BRX Holdco II LLC is a wholly-owned subsidiary of BRX Holdco LLC. BRX Holdco LLC is a wholly-owned subsidiary of BRE Retail Holdco L.P. The general partner of BRE Retail Holdco L.P. is Blackstone Real Estate Associates VI L.P.

(8) Reflects shares of Common Stock held directly by BRX BREP VI.TE.1 Holdco A LLC. BRX BREP VI.TE.1 Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Partners VI.TE.1 L.P. The general partner of Blackstone Real Estate Partners VI.TE.1 L.P. is Blackstone Real Estate Associates VI L.P.

(9) Reflects shares of Common Stock held directly by BRX BREP VI.TE.2 Holdco A LLC. BRX BREP VI.TE.2 Holdco A LLC is a wholly-owned subsidiary of Blackstone Real Estate Partners VI.TE.2 L.P. The general partner of Blackstone Real Estate Partners VI.TE.2 L.P. is Blackstone Real Estate Associates VI L.P.

(10) The general partner of Blackstone Real Estate Associates VI L.P. is BREA VI L.L.C. The managing member of BREA VI L.L.C. is Blackstone Holdings III L.P. 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.

(11) 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.

(12) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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