

Brixmor Property Group Inc.
Form SC 13G/A
February 14, 2017

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 4)*

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, 2016

(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

Page 2 of 67 Pages

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 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

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):

0.0%

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5

Page 3 of 67 Pages

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 0

6. Shared voting power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

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WITH

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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

Page 4 of 67 Pages

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 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:

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0.0%

12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

Page 5 of 67 Pages

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

0

6. Shared voting power:

BENEFICIALLY

OWNED BY

0

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EACH

REPORTING

PERSON

0

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WITH

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CUSIP No. 11120U 10 5

Page 6 of 67 Pages

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

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3. SEC use only

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Delaware

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CUSIP No. 11120U 10 5

Page 7 of 67 Pages

1. Name of reporting persons:

BRX BREP VI.TE.2 Holdco A LLC

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(a) (b)

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Delaware

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NUMBER OF

SHARES 0

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BENEFICIALLY

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REPORTING

PERSON 0

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CUSIP No. 11120U 10 5

Page 8 of 67 Pages

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Page 9 of 67 Pages

1. Name of reporting persons:

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Page 10 of 67 Pages

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CUSIP No. 11120U 10 5

Page 11 of 67 Pages

1. Name of reporting persons:

Blackstone Real Estate Associates VI L.P.

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(a) (b)

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Delaware

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SHARES 0

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BENEFICIALLY

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EACH 7. Sole dispositive power:

REPORTING

PERSON 0

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WITH

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CUSIP No. 11120U 10 5

Page 12 of 67 Pages

1. Name of reporting persons:

BREA VI L.L.C.

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(a) (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

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PERSON 0

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WITH

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CUSIP No. 11120U 10 5

Page 13 of 67 Pages

1. Name of reporting persons:

BRX BREH VI Holdco A LLC

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(a) (b)

3. SEC use only

4. Citizenship or place of organization:

Delaware

5. Sole voting power:

NUMBER OF

SHARES 0

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BENEFICIALLY

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REPORTING

PERSON 0

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WITH

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0.0%

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OO

CUSIP No. 11120U 10 5

Page 14 of 67 Pages

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 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:

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0.0%

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5

Page 15 of 67 Pages

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 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:

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0.0%

12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

Page 16 of 67 Pages

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 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

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0.0%

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5

Page 17 of 67 Pages

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

0

6. Shared voting power:

BENEFICIALLY

OWNED BY

0

7. Sole dispositive power:

EACH

REPORTING

PERSON

0

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

0

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0.0%

12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

Page 18 of 67 Pages

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

0

6. Shared voting power:

BENEFICIALLY

OWNED BY

0

7. Sole dispositive power:

EACH

REPORTING

PERSON

0

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

0

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):

0.0%

12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

Page 19 of 67 Pages

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 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

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):

0.0%

12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

Page 20 of 67 Pages

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 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

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):

0.0%

12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

Page 21 of 67 Pages

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 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

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12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

Page 22 of 67 Pages

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 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

8. Shared dispositive power:

WITH

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9. Aggregate amount beneficially owned by each reporting person:

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0.0%

12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

Page 23 of 67 Pages

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 0

EACH 7. Sole dispositive power:

REPORTING

PERSON 0

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WITH

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12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5

Page 24 of 67 Pages

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

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Delaware

5. Sole voting power:

NUMBER OF

SHARES

0

6. Shared voting power:

BENEFICIALLY

OWNED BY

0

7. Sole dispositive power:

EACH

REPORTING

PERSON

0

8. Shared dispositive power:

WITH

0

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12. Type of reporting person (see instructions):

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CUSIP No. 11120U 10 5

Page 25 of 67 Pages

1. Name of reporting persons:

BRE Throne REIT Holdco LLC

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

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Delaware

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Page 26 of 67 Pages

1. Name of reporting persons:

BRE Throne REIT Parent LLC

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CUSIP No. 11120U 10 5

Page 27 of 67 Pages

1. Name of reporting persons:

Blackstone Real Estate Partners VII.F L.P.

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

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Page 28 of 67 Pages

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

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Page 29 of 67 Pages

1. Name of reporting persons:

Blackstone Real Estate Partners VII L.P.

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0.0%

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5

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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

0

7. Sole dispositive power:

EACH

REPORTING

PERSON

0

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

0

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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):

0.0%

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5

Page 33 of 67 Pages

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

0

7. Sole dispositive power:

EACH

REPORTING

PERSON

0

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

0

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):

0.0%

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5

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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

0

7. Sole dispositive power:

EACH

REPORTING

PERSON

0

8. Shared dispositive power:

WITH

0

9. Aggregate amount beneficially owned by each reporting person:

0

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):

0.0%

12. Type of reporting person (see instructions):

PN

13G

CUSIP No. 11120U 10 5

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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)