

Brixmor Property Group Inc.
Form 8-K
August 31, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): August 28, 2018

Brixmor Property Group Inc.

Brixmor Operating Partnership LP

(Exact name of Registrant as specified in its charter)

Maryland	001-36160	45-2433192
Delaware (State or other jurisdiction)	333-201464-01 (Commission)	80-0831163 (I.R.S. Employer)

of incorporation)

File Number)
450 Lexington Avenue

Identification No.)

New York, New York 10017

(Address of principal executive offices)

Registrant's telephone number, including area code: (212) 869-3000

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 (*see* General Instruction A.2. below):

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Brixmor Property Group Inc. Yes No Brixmor Operating Partnership LP Yes No

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Brixmor Property Group Inc. Brixmor Operating Partnership LP

Item 1.01 Entry into a Material Definitive Agreement

On August 31, 2018, Brixmor Operating Partnership LP (the *Operating Partnership*), an indirect subsidiary of Brixmor Property Group Inc., completed the previously announced offering (the *Offering*) of \$250,000,000 aggregate principal amount of Floating Rate Senior Notes due 2022 (the *Notes*). The Operating Partnership intends to use the net proceeds from the Offering to repay outstanding indebtedness under its \$600 million term loan and for general corporate purposes.

In connection with the issuance of the Notes, the Operating Partnership entered into a Seventh Supplemental Indenture, dated August 31, 2018 (the *Seventh Supplemental Indenture*), between the Operating Partnership, as issuer, and The Bank of New York Mellon, as trustee (the *Trustee*), which supplemented the Indenture, dated January 21, 2015 (the *Base Indenture* and, together with the Seventh Supplemental Indenture, the *Indenture*), between the Operating Partnership and the Trustee.

The Notes bear interest at a variable rate equal to three-month U.S. dollar LIBOR plus 1.05% per annum, reset quarterly. Interest on the Notes will accrue from August 31, 2018 and is payable quarterly on February 1, May 1, August 1 and November 1 of each year, commencing November 1, 2018. The Notes will mature on February 1, 2022 (the *Maturity Date*), and the Operating Partnership may not redeem the Notes prior to the Maturity Date. The Notes are the Operating Partnership's unsecured and unsubordinated obligations and rank equally in right of payment with all of the Operating Partnership's existing and future unsecured and unsubordinated indebtedness. The Notes are not guaranteed by Brixmor Property Group Inc. or any of its subsidiaries.

The Indenture contains certain covenants that, among other things, limit the ability of the Operating Partnership, subject to exceptions, to incur secured and unsecured indebtedness and to consummate a merger, consolidation or sale of all or substantially all of its assets. In addition, the Indenture will require the Operating Partnership to maintain total unencumbered assets of at least 150% of total unsecured indebtedness. These covenants are subject to a number of important exceptions and qualifications. The Indenture also provides for customary events of default which, if any of them occurs, would permit or require the principal of and accrued interest on the Notes to become or to be declared due and payable.

The foregoing description is a summary of terms of the Indenture and the Notes and does not purport to be a complete statement of the parties' rights and obligations thereunder. The foregoing description is qualified in its entirety by reference to the full text of the Base Indenture and the Seventh Supplemental Indenture, which are included as Exhibits 4.1 and 4.2 to this Current Report on Form 8-K and incorporated by reference herein.

The Offering was made pursuant to a shelf registration statement on Form S-3 (File No. 333-222481-01), which became effective upon filing with the Securities and Exchange Commission (the *SEC*) on January 9, 2018. A prospectus supplement, dated August 28, 2018, relating to the Notes and supplementing the prospectus was filed with the SEC pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended (the *Securities Act*).

Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of the Registrant

The information set forth above under Item 1.01 is hereby incorporated by reference into this Item 2.03.

Item 8.01 Other Events

The information set forth above under Item 1.01 is hereby incorporated by reference into this Item 8.01.

In connection with the Offering, the Operating Partnership entered into an underwriting agreement, dated August 28, 2018 (the Underwriting Agreement), between the Operating Partnership and J.P. Morgan Securities LLC, as representative of the several underwriters named in Exhibit A thereto (the Representative). The Underwriting Agreement contains customary representations, warranties and agreements by the Operating Partnership, customary conditions to closing, other obligations of the parties and termination provisions. Additionally, the Operating Partnership has agreed to indemnify the Representative against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Representative may be required to make because of any of those liabilities.

The foregoing description is a summary of the Underwriting Agreement and does not purport to be a complete statement of the parties' rights and obligations thereunder. The foregoing description is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are attached to this Current Report on Form 8-K:

- 4.1 Indenture, dated January 21, 2015, between Brixmor Operating Partnership LP, as issuer, and The Bank of New York Mellon, as trustee (filed as Exhibit 4.1 to the registrants' Current Report on Form 8-K (File No. 001-36160) filed January 21, 2015, and incorporated herein by reference)
- 4.2 Seventh Supplemental Indenture, dated August 31, 2018, between Brixmor Operating Partnership LP, as issuer, and The Bank of New York Mellon, as trustee
- 4.3 Form of Global Note representing the Notes (included in Exhibit 4.2)
- 5.1 Opinion of Hogan Lovells US LLP
- 23.1 Consent of Hogan Lovells US LLP (included in Exhibit 5.1)
- 99.1 Underwriting Agreement, dated August 28, 2018, between Brixmor Operating Partnership LP and J.P. Morgan Securities LLC, as representative of the several underwriters named therein

SIGNATURES

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: August 31, 2018

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