

BRE Retail Holdco L.P.
 Form 3
 October 30, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BREA VI L.L.C. | | (Month/Day/Year) | Brixmor Property Group Inc. [BRX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/30/2013 | | |
| C/O THE BLACKSTONE GROUP,Â 345 PARK AVENUE | | | (Check all applicable) | |
| | (Street) | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| NEW YORK,Â NYÂ 10154 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 161,494,622 | I | See Footnotes <u>(1)</u> <u>(4)</u> <u>(14)</u> <u>(15)</u> <u>(16)</u> <u>(17)</u> <u>(18)</u> <u>(19)</u> |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|--|---|
|--|--|---|---|--|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Common Stock of BPG Subsidiary Inc. | Â (2) | Â (2) | Common Stock | 57,824,966 | \$ (2) | I | See Footnotes (2) (3) (4) (14) (15) (16) (17) (18) (19) |
| Common Units of Brixmor Operating Partnership LP | Â (5) | Â (5) | Common Stock | 8,800,470 | \$ (5) | I | See Footnotes (5) (6) (11) (12) (13) (14) (15) (16) (17) (18) (19) |
| Common Units of Brixmor Operating Partnership LP | Â (5) | Â (5) | Common Stock | 6,727,360 | \$ (5) | I | See Footnotes (5) (7) (8) (9) (10) (11) (12) (13) (14) (15) (16) (17) (18) (19) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BREA VI L.L.C. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| BRE Retail Holdco L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Retail Transaction II Holdco L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Real Estate Associates VI L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Real Estate Holdings VII L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| Blackstone Real Estate Associates VII L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| BREA VII L.L.C. C/O THE BLACKSTONE GROUP | Â | Â X | Â | Â |

345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Real Estate Holdings VII -ESC L.P.
C/O THE BLACKSTONE GROUP
345 PARK AVENUE
NEW YORK, NY 10154

^ ^ X ^ ^

BREP VII Side-By-Side GP L.L.C.
C/O THE BLACKSTONE GROUP
345 PARK AVENUE
NEW YORK, NY 10154

^ ^ X ^ ^

Signatures

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/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 10/30/2013

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/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 10/30/2013

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 10/30/2013

Signature of Reporting Person Date

BREA VI L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 10/30/2013

Signature of Reporting Person Date

Blackstone Real Estate Holdings VII L.P., By: BREP VII Side-By-Side GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 10/30/2013

Signature of Reporting Person Date

Blackstone Real Estate Associates VII L.P., By: BREA VII L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 10/30/2013

Signature of Reporting Person Date

BREA VII L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 10/30/2013

Signature of Reporting Person Date

Blackstone Real Estate Holdings VII -ESC L.P., By: BREP VII Side-By-Side GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 10/30/2013

Signature of Reporting Person Date

BREP VII Side-By-Side GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 10/30/2013

Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) Reflects 161,494,622 shares of common stock of Brixmor Property Group Inc. ("Common Stock") directly held by BRE Retail Holdco L.P. ("BRE Retail Holdco")

Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, shares of common stock of BPG
- (2) Subsidiary Inc. ("BPG Subsidiary Shares") are exchangeable for shares of Common Stock, on a one-for-one basis, or, at the option of the Issuer, cash.
- (3) Reflects 57,824,966 BPG Subsidiary Shares directly held by Blackstone Retail Transaction II Holdco L.P. ("Blackstone Retail Transaction II").

The general partner of each of BRE Retail Holdco and Blackstone Retail Transaction II is Blackstone Real Estate Associates VI L.P.
- (4) The general partner for 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.

Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and
- (5) restrictions, the common units of partnership interest of Brixmor Operating Partnership LP ("OP Units ") are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Issuer, cash.

Reflects 8,800,470 OP Units directly held by BRE Southeast Retail Holdings LLC ("BRE Southeast Retail"). The members of BRE Southeast Retail are Blackstone Real Estate Partners VII L.P., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate
- (6) Partners VII.TE.2 L.P., Blackstone Real Estate Partners VII.TE.3 L.P., Blackstone Real Estate Holdings VII -ESC L.P., Blackstone Real Estate Holdings VII L.P., Blackstone Family Real Estate Partnership VII-SMD L.P. and Blackstone Real Estate Partners VII.F (AV) L.P.
- (7) Reflects 6,727,360 OP Units directly held by BRE Throne JV Member LLC ("BRE Throne JV").

The majority member of BRE Throne JV is BRE Throne Parent LLC. The members of BRE Throne Parent LLC are BRE Throne REIT LLC and BRE Throne Parent Holdco LLC. The sole member of BRE Throne REIT LLC is BRE Throne REIT Inc. The sole member of
- (8) BRE Throne REIT Inc. is BRE Throne REIT Holdco LLC. The majority member of BRE Throne REIT Holdco LLC is BRE Throne REIT Parent LLC. The sole member of BRE Throne Parent Holdco LLC is BRE Throne Holdings Member LLC. The majority member of BRE Throne Holdings Member LLC is BRE Throne NR 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
- (9) 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.
- (10) The members of BRE Throne NR Parent LLC are 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., 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.
- (11) The general partner 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, Steven A. Schwarzman.
- (12) 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.
- (13) 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, Steven A. Schwarzman.
- (14) Each of such Blackstone entities (other than BRE Retail Holdco, Blackstone Retail Transaction II, BRE Southeast Retail and BRE Throne JV to the extent of their direct holdings) and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by BRE Retail Holdco, Blackstone Retail Transaction II, BRE Southeast Retail and BRE Throne JV directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such shares.
- (15) The address of each of Mr. Schwarzman and each of the other entities listed in this footnote is c/o The Blackstone Group L.P., 345 Park Avenue, New York, New York 10154.

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- Due to the limitations of the electronic filing system, BRE Throne JV Member LLC, BRE Throne Parent LLC, BRE Throne Parent Holdco LLC, BRE Throne Holdings Member LLC, BRE Throne NR Parent LLC, BRE Throne REIT LLC, BRE Throne REIT Inc., BRE Throne REIT Holdco LLC, BRE Throne REIT Parent LLC, 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., Blackstone Real Estate Partners VII.TE.6 L.P., Blackstone Family Real Estate Partnership VII-SMD L.P., Blackstone Family GP L.L.C., Blackstone Holdings III L.P., (Continued in footnote 17)
- (16) Blackstone Holdings III GP L.P., Blackstone Holdings III GP Management L.L.C., The Blackstone Group L.P., Blackstone Group Management L.L.C., and Mr. Schwarzman are filing separate Forms 3.
- (17) 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.
- (18)

- Each of the Reporting Persons (other than each of BRE Retail Holdco, Blackstone Retail Transaction II, BRE Southeast Retail and BRE Throne JV (the "Blackstone Funds") to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by each of the Blackstone Funds, 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 each of the Blackstone Funds to the extent they directly hold 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.
- (19)

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.