Brixmor Property Group Inc. Form SC 13G/A February 18, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

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, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[&]quot;Rule 13d-1(b)

"Rule 13d-1(c)

x Rule 13d-1(d)

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).

^{*} 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.

CUSIP No. 11120U 10 5			5 13G	Page 2 of 87 Pages		
1.	Name o	of reporting persons:				
2.	BRE Retail Holdco L.P. Check the appropriate box if a member of a group (a) " (b) x					
3.	SEC use	e only				
4.	Citizens	ship o	place of organization:			
	Delawa	re 5.	Sole voting power:			
NUMI	BER OF					
	ARES ICIALLY	6.	79,627,707 Shared voting power:			
OWN	ED BY	7.	0 Sole dispositive power:			
PER	ORTING RSON ITH	8.	0 Shared dispositive power:			
9.	Aggrega	ate an	79,627,707 nount beneficially owned by each reporting person:			
10.	79,627,7 Check b		the aggregate amount in Row (9) excludes certain shares (see instruction	ons)		

11. Percent of class represented by amount in Row (9):

26.8%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5			5 13G	Page 3 of 87 Pages		
1.	Name of	ame of reporting persons:				
2.	BRX Holdco LLC Check the appropriate box if a member of a group (a) " (b) x					
3.	SEC use	e only	,			
4.	Citizens	hip o	r place of organization:			
	Delawai	re 5.	Sole voting power:			
NUME	BER OF					
	ARES	6.	79,627,707 Shared voting power:			
	ED BY					
	АСН	7.	0 Sole dispositive power:			
REPO	RTING					
	RSON ITH	8.	0 Shared dispositive power:			
9.		ate an	79,627,707 mount beneficially owned by each reporting person:			
10.	79,627,7 Check b		the aggregate amount in Row (9) excludes certain shares (see instruc	tions)		

Percent of class represented by amount in Row (9):

26.8%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5			130	j	Page 4 of 87 Pages		
1.	Name of	Tame of reporting persons:					
2.	BRX Holdco II LLC Check the appropriate box if a member of a group (a) " (b) x						
3.	SEC use	only					
4.	Citizens	hip or	place of organization:				
	Delawar	re 5.	Sole voting power:				
NUMB	ER OF						
SHA) BENEFIC		6.	77,858,137 Shared voting power:				
OWNE EAG		7.	0 Sole dispositive power:				
REPOR	TING						
PERS	SON	8.	0 Shared dispositive power:				
WI	ГН						
9.	Aggrega	te am	77,858,137 ount beneficially owned by each report	ting person:			
10.	77,858,1 Check b		he aggregate amount in Row (9) exclud	des certain shares (see instructions)			

..

11. Percent of class represented by amount in Row (9):

26.2%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5			5 13G	Page 5 of 87 Pages	
1.	Name of reporting persons:				
2.			YI.TE.1 Holdco A LLC propriate box if a member of a group		
3.	SEC use				
4.	Citizens	hip oı	place of organization:		
	Delawar	e 5.	Sole voting power:		
NUMBI SHAI BENEFIC	RES	6.	8,057,150 Shared voting power:		
OWNE EAG		7.	0 Sole dispositive power:		
REPOR PERS WIT	SON	8.	0 Shared dispositive power:		
9.	Aggrega	te am	8,057,150 count beneficially owned by each reporting person:		
10.	8,057,15 Check be		the aggregate amount in Row (9) excludes certain shares (se	e instructions)	

..

11. Percent of class represented by amount in Row (9):

2.7%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5			5 13G	Page 6 of 87 Pages			
1.	Name o	of repo	orting persons:				
2.			VI.TE.1 Holdco B LLC propriate box if a member of a group				
	(a) "	(b)	X				
3.	SEC use	e only					
4.	Citizens	ship o	r place of organization:				
	Delawa	re 5.	Sole voting power:				
NUN	MBER OF						
	HARES	6.	0 Shared voting power:				
	FICIALLY						
	NED BY EACH	7.	0 Sole dispositive power:				
REF	PORTING						
	ERSON	8.	0 Shared dispositive power:				
`	WITH						
9.	Aggreg	ate an	0 nount beneficially owned by each reporting person:				
	0						
10.	Check b	ox 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):

CUSIP No. 11120U 10 5			5 13G	Page 7 of 87 Pages		
1.	Name o	e of reporting persons:				
2.			eal Estate Partners VI.TE.1 L.P. propriate box if a member of a group			
	(a) "	(b)	x			
3.	SEC use	e only				
4.	Citizens	ship o	place of organization:			
	Delawa	re 5.	Sole voting power:			
NUM	IBER OF					
	ARES FICIALLY	6.	8,057,150 Shared voting power:			
	NED BY		0			
Е	ACH	7.	Sole dispositive power:			
REPO	ORTING					
PE	RSON	8.	0 Shared dispositive power:			
V	VITH					
9.	Aggreg	ate am	8,057,150 nount beneficially owned by each reporting person:			
10.	8,057,1: Check b		the aggregate amount in Row (9) excludes certain shares (see instructions)			

11. Percent of class represented by amount in Row (9):

2.7%

Type of reporting person (see instructions):

PN

12.

CUSIP No. 11120U 10 5			5 13G	Page 8 of 87 Pages		
1.	Name o	me of reporting persons:				
2.			YI.TE.2 Holdco A LLC propriate box if a member of a group			
3.	SEC use	e only				
4.	Citizens	ship o	place of organization:			
	Delawa	re 5.	Sole voting power:			
NUMB	ER OF					
SHA: BENEFIC		6.	17,335,851 Shared voting power:			
OWNE						
EAG		7.	0 Sole dispositive power:			
REPOR	RTING					
PERS WI		8.	0 Shared dispositive power:			
9.		ate an	17,335,851 nount beneficially owned by each reporting p	person:		
10.	17,335,8 Check b		the aggregate amount in Row (9) excludes of	vertain shares (see instructions)		

..

11. Percent of class represented by amount in Row (9):

5.8%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5			5 13G	Page 9 of 87 Pages		
1.	Name of	ne of reporting persons:				
2.	BRX BREP VI.TE.2 Holdco B LLC Check the appropriate box if a member of a group (a) " (b) x					
3.	SEC use	only				
4.	Citizens	hip o	r place of organization:			
	Delawai	re 5.	Sole voting power:			
NUME	BER OF					
	ARES CIALLY	6.	0 Shared voting power:			
OWN	ED BY	7.	0 Sole dispositive power:			
PER	RTING RSON ITH	8.	0 Shared dispositive power:			
9.	Aggrega	ate an	0 nount beneficially owned by each reporting person:			
10.	0 Check b	ox if	the aggregate amount in Row (9) excludes certain shares (see instructi	ons)		

••

11. Percent of class represented by amount in Row (9):

0.0%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5			5	13G	Page 10 of 87 Pages	
1.	Name o	Name of reporting persons:				
2.			eal Estate Partners VI.TE.2 L.P. propriate box if a member of a ground	p		
3.	SEC use	e only				
4.	Citizenship or place of organization:					
	Delawa	re 5.	Sole voting power:			
NUMB			17,335,851			
	SHARES 6. BENEFICIALLY		Shared voting power:			
OWNE EA		7.	0 Sole dispositive power:			
REPOR						
PERS WI		8.	0 Shared dispositive power:			
9.		ate am	17,335,851 nount beneficially owned by each re	porting person:		
10.	17,335,8 Check b		the aggregate amount in Row (9) ex	ccludes certain shares (see in	structions)	

11. Percent of class represented by amount in Row (9):

5.8%

Type of reporting person (see instructions):

PN

12.

CUSIP No. 11120U 10 5			5 13G	Page 11 of 87 Pages			
1.	Name o	f repo	reporting persons:				
2.			II Holdco LLC propriate box if a member of a group				
	(a) "	(b)	X				
3.	SEC use	e only					
4.	Citizenship or place of organization:						
	Delawa	re 5.	Sole voting power:				
NUM	BER OF						
	ARES ICIALLY	6.	37,094,104 Shared voting power:				
	ED BY	7.	0 Sole dispositive power:				
REPO	RTING						
	RSON	8.	0 Shared dispositive power:				
W	ITH						
9.	Aggrega	ate an	37,094,104 nount beneficially owned by each reporting person:				
10.	37,094, Check b		the aggregate amount in Row (9) excludes certain shares (see instruction	ns)			

..

11. Percent of class represented by amount in Row (9):

12.5%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5			5 13G	Page 12 of 87 Pages			
1.	Name o	f repo	rting persons:				
2.			etail Transaction II Holdco L.P. propriate box if a member of a group				
	(a) "	(b)	X				
3.	SEC use	e only					
4.	Citizens	ship o	r place of organization:				
	Delawa	re 5.	Sole voting power:				
NUM	BER OF						
	ARES ICIALLY	6.	37,844,104 Shared voting power:				
	ED BY						
	ACH	7.	0 Sole dispositive power:				
REPC	RTING						
	RSON	8.	750,000 Shared dispositive power:				
W	ITH						
9.	Aggrega	ate an	37,094,104 nount beneficially owned by each reporting person:				
10.	37,844, Check b		the aggregate amount in Row (9) excludes certain shares (see	instructions)			

11. Percent of class represented by amount in Row (9):

12.7%

12. Type of reporting person (see instructions):

CUSIP No	o. 11120U 10 5	13	13G			
1.	Name of reporting persons:					
2.		al Estate Associates VI L.P. ropriate box if a member of a group				
	SEC use only					
4.	Citizenship or	place of organization:				
	Delaware 5.	Sole voting power:				
NUMBE SHAR BENEFIC	RES 6.	142,864,812 Shared voting power:				
OWNEI EAC	7.	0 Sole dispositive power:				
REPOR' PERS WIT	ON 8.	750,000 Shared dispositive power:				
9.	Aggregate am	142,114,812 owned by each repo	orting person:			
10.	142,864,812 Check box if t	he aggregate amount in Row (9) excl	udes certain shares (see instructions)		

11. Percent of class represented by amount in Row (9):

48.1%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5			5 13G	Page 14 of 87 Pages		
1.	Name of	Name of reporting persons:				
2.	BREA VI L.L.C. Check the appropriate box if a member of a group (a) " (b) x					
3.	SEC use	SEC use only				
4.	Citizenship or place of organization:					
	Delawai	re 5.	Sole voting power:			
NUMI	BER OF					
	ARES	6.	142,864,812 Shared voting power:			
BENEF	ICIALLY					
OWN	ED BY		0			
EA	ACH	7.	Sole dispositive power:			
REPC	RTING					
PEF	RSON	8.	750,000 Shared dispositive power:			
W	ITH					
9.	Aggrega	nte am	142,114,812 ount beneficially owned by each reporting personal transfer of the second	son:		
10.	142,864 Check b		the aggregate amount in Row (9) excludes certa	ain shares (see instructions)		

..

11. Percent of class represented by amount in Row (9):

48.1%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5		5	13G	Page 15 of 87 Pages		
1.	Name of	me of reporting persons:				
2.	BRX BREH VI Holdco A LLC Check the appropriate box if a member of a group (a) " (b) x					
3.	SEC use only					
4.	Citizenship or place of organization:					
	Delawar	e 5.	Sole voting power:			
NUMB	ER OF					
SHA! BENEFIC		6.	128,711 Shared voting power:			
OWNE EAG		7.	0 Sole dispositive power:			
REPOR	TING					
PERS	SON	8.	0 Shared dispositive power:			
WIT	ГН					
9.	Aggrega	te am	128,711 ount beneficially owned by each rep	porting person:		
10.	128,711 Check b	ox if t	he aggregate amount in Row (9) exc	cludes certain shares (see instruction	us)	

..

11. Percent of class represented by amount in Row (9):

Less than 0.1%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5		U 10	5 13G	Page 16 of 87 Pages			
1.	Name o	of repo	orting persons:				
2.	BRX BREH VI Holdco B LLC Check the appropriate box if a member of a group (a) " (b) x						
3.	SEC use	SEC use only					
4. Citizenship or place of organization:							
	Delawa	re 5.	Sole voting power:				
NUMI	BER OF						
	ARES ICIALLY	6.	0 Shared voting power:				
OWN	ED BY	7.	0 Sole dispositive power:				
	RTING						
PERSON WITH		8.	0 Shared dispositive power:				
9.	Aggreg	ate an	0 nount beneficially owned by each reporting person:				
10.	0 Check t	oox if	the aggregate amount in Row (9) excludes certain shares (see	ee instructions)			

..

11. Percent of class represented by amount in Row (9):

0.0%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5		13	3G	Page 17 of 87 Pages		
1.	Name of	of reporting persons:				
2.	Blackstone Real Estate Holdings VI L.P. Check the appropriate box if a member of a group					
	(a) "	(b)	X			
3.	SEC use only					
4.	Citizenship or place of organization:					
	Delawar	e 5.	Sole voting power:			
NUMB	ER OF					
SHA		6.	128,711 Shared voting power:			
BENEFIC						
OWNE EAG		7.	0 Sole dispositive power:			
REPOR	RTING					
PERSON		8.	0 Shared dispositive power:			
WIT	ГН					
9.	Aggrega	te am	128,711 ount beneficially owned by each repo	orting person:		
10.	128,711 Check b	ox if t	he aggregate amount in Row (9) excl	ludes certain shares (see instructions)	

Percent of class represented by amount in Row (9):

Less than 0.1%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5		5	13G				
1.	Name of	repo	porting persons:				
2.	BRX BREH VI-ESC Holdco A LLC Check the appropriate box if a member of a group (a) " (b) x						
3.	SEC use only						
4.	Citizenship or place of organization:						
	Delawar	re 5.	Sole voting power:				
NUMBI	ER OF						
SHAI BENEFIC		6.	220,820 Shared voting power:				
OWNE EAC		7.	0 Sole dispositive power:				
REPOR	TING						
PERSON		08. Shared dispositive power:					
WI7 9.		ite am	220,820 ount beneficially owned by each rep	porting person:			
10.	220,820 Check b	ox if	the aggregate amount in Row (9) exc	cludes certain shares (see instruct	ions)		

.

11. Percent of class represented by amount in Row (9):

0.1%

12. Type of reporting person (see instructions):

CUSIP	No. 11120	U 10	5 13G	Page 19 of 87 Page		
1.	Name o	Name of reporting persons:				
2.			VI-ESC Holdco B LLC propriate box if a member of a group			
3.	SEC use	e only				
4.	Citizens	ship o	r place of organization:			
	Delawa	re 5.	Sole voting power:			
NUM	BER OF					
	ARES ICIALLY	6.	0 Shared voting power:			
OWN	IED BY ACH	7.	0 Sole dispositive power:			
PEI	ORTING RSON TITH	8.	0 Shared dispositive power:			
9.	Aggreg	ate an	0 nount beneficially owned by each reporting person:			
10.	0 Check b	oox if	the aggregate amount in Row (9) excludes certain shares (see instruction	as)		

..

11. Percent of class represented by amount in Row (9):

0.0%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5		U 10 :	5 13G	Page 20 of 87 Pages		
1.	Name or	Name of reporting persons:				
2.			eal Estate Holdings VI-ESC L.P. propriate box if a member of a group			
	(a) "	(b)	x			
3.	SEC use	only				
4.	Citizens	hip oı	place of organization:			
	Delawai	re 5.	Sole voting power:			
NUME	BER OF					
	ARES CIALLY	6.	220,820 Shared voting power:			
	ED BY					
	СН	7.	0 Sole dispositive power:			
REPO	RTING					
	SON	8.	0 Shared dispositive power:			
WI	ITH					
9.	Aggrega	ite am	220,820 nount beneficially owned by each reporting person:			
10.	220,820 Check b		the aggregate amount in Row (9) excludes certain shares (see instructions)			

11. Percent of class represented by amount in Row (9):

0.1%

Type of reporting person (see instructions):

PN

12.

CUSIP N	o. 111201	J 10 5	5	13G	Page 21 of 87 Pages
1.	Name of reporting persons:				
2.			e-By-Side GP L.L.C. propriate box if a member of a group	,	
3.	SEC use	only			
4.	Citizens	hip or	place of organization:		
	Delawar	e 5.	Sole voting power:		
NUMB	ER OF				
SHA) BENEFIC		6.	349,531 Shared voting power:		
OWNE EAG		7.	0 Sole dispositive power:		
REPOR	TING				
PERS	SON	8.	0 Shared dispositive power:		
WIT	ГН				
9.	Aggrega	te am	349,531 ount beneficially owned by each rep	porting person:	
10.	349,531 Check b	ox if t	he aggregate amount in Row (9) exc	cludes certain shares (see instruction	ns)

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11. Percent of class represented by amount in Row (9):

0.1%

12. Type of reporting person (see instructions):

OO

CUSIP No. 11120U 10 5		U 10	5 13G	Page 22 of 87 Pages			
1.	Name of	Name of reporting persons:					
2.		BRE Southeast Retail Holdings LLC Check the appropriate box if a member of a group (a) " (b) x					
3.	SEC use	only					
4.	Citizens	hip o	r place of organization:				
	Delawai	re 5.	Sole voting power:				
SH	MBER OF MARES FICIALLY	6.	5,771,799* Shared voting power:				
Е	NED BY	7.	0 Sole dispositive power:				
PE	ORTING ERSON VITH	8.	5,771,799* Shared dispositive power:				
9.	Aggrega	ite an	0 nount beneficially owned by each reporting person:				
10.	5,771,79 Check b		the aggregate amount in Row (9) excludes certain shares (see instruc	tions)			

11. Percent of class represented by amount in Row (9):

1.9%*

12. Type of reporting person (see instructions):

00

* Includes 5,771,799 common units of partnership interest of Brixmor Operating Partnership LP (OP Units) directly held by BRE Southeast Retail Holdings LLC (BRE Southeast Retail Holdings). Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

CUSIP No. 11120U 10 5		U 10	5 13G	Page 23 of 87 Pages		
1.	Name o	Name of reporting persons:				
2.			JV Member LLC propriate box if a member of a group			
3.	SEC us	e only				
4.	Citizens	ship o	r place of organization:			
	Delawa	re 5.	Sole voting power:			
NUM	IBER OF					
	IARES FICIALLY	6.	956,107* Shared voting power:			
	NED BY		0			
Е	ACH	7.	Sole dispositive power:			
PE	ORTING RSON VITH	8.	956,107* Shared dispositive power:			
9.	Aggreg	ate an	0 nount beneficially owned by each reporting person:			
10.	956,107 Check l		the aggregate amount in Row (9) excludes certain shares (see instruction	s)		

11. Percent of class represented by amount in Row (9):

0.3%*

12. Type of reporting person (see instructions):

00

CUSIP No. 11120U 10 5		5 13G	Page 24 of	Page 24 of 87 Pages			
1.	Name o	Name of reporting persons:					
2.			Parent LLC propriate box if a member of a group				
	(a) "	(b)	x				
3.	SEC us	e only					
4.	Citizens	ship o	place of organization:				
	Delawa	re 5.	Sole voting power:				
NUI	MBER OF						
	HARES FICIALLY	6.	956,107* Shared voting power:				
	NED BY						
]	EACH	7.	0 Sole dispositive power:				
Pl	PORTING ERSON WITH	8.	956,107* Shared dispositive power:				
9.		ate an	0 nount beneficially owned by each reporting	g person:			
10.	956,107 Check l		the aggregate amount in Row (9) exclude	s certain shares (see instructions)			

11. Percent of class represented by amount in Row (9):

0.3%*

12. Type of reporting person (see instructions):

00

CUSIP No. 11120U 10 5		U 10	5 13G	Page 25 of 87 Pages		
1.	Name o	Name of reporting persons:				
2.			Parent Holdco LLC propriate box if a member of a group			
3.	SEC us	e only				
4.	Citizens	ship o	r place of organization:			
	Delawa	re 5.	Sole voting power:			
SH	MBER OF HARES FICIALLY	6.	956,107* Shared voting power:			
	NED BY EACH	7.	0 Sole dispositive power:			
PE	ORTING ERSON WITH	8.	956,107* Shared dispositive power:			
9.	Aggreg	ate an	0 nount beneficially owned by each reporting person:			
10.	956,107 Check l		the aggregate amount in Row (9) excludes certain shares (see instruction	s)		

11. Percent of class represented by amount in Row (9):

0.3%*

12. Type of reporting person (see instructions):

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CUSIP No. 11120U 10 5		5 13G		Page 26 of 87 Pages				
1.	Name o	f repo	reporting persons:					
2.			Holdings Member LLC propriate box if a member of a group					
	(a) "	(b)	X					
3.	SEC use	e only						
4.	Citizens	ship o	r place of organization:					
	Delawa	re 5.	Sole voting power:					
NUN	MBER OF							
	HARES FICIALLY	6.	956,107* Shared voting power:					
OW	NED BY	7.	0 Sole dispositive power:					
	EACH ORTING							
PE	ERSON	8.	956,107* Shared dispositive power:					
9.	WITH Aggrega	ate an	0 nount beneficially owned by each reporti	ng person:				
10.	956,107 Check b		the aggregate amount in Row (9) exclud	es certain shares (see instruction	s)			

11. Percent of class represented by amount in Row (9):

0.3%*

12. Type of reporting person (see instructions):

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CUSIF	P No. 11120	U 10	5 13G	Page 27 of 87 Pages			
1.	Name o	Name of reporting persons:					
2.		BRE Throne NR Parent LLC Check the appropriate box if a member of a group (a) " (b) x					
3.	SEC use	e only					
4.	Citizens	ship o	r place of organization:				
	Delawa	re 5.	Sole voting power:				
SH	MBER OF HARES FICIALLY	6.	956,107* Shared voting power:				
	NED BY EACH	7.	0 Sole dispositive power:				
PE	ORTING ERSON WITH	8.	956,107* Shared dispositive power:				
9.	Aggreg	ate an	0 nount beneficially owned by each reporting person:				
10.	956,107 Check b		the aggregate amount in Row (9) excludes certain shares (see in	nstructions)			

11. Percent of class represented by amount in Row (9):

0.3%*

12. Type of reporting person (see instructions):

00

CUSIP No. 11120U 10 5		U 10	5 13G	Page 28 of 87 Pages		
1.	Name o	me of reporting persons:				
2.			REIT Holdco A LLC propriate box if a member of a group			
	(a) "	(b)	X			
3.	SEC use	e only				
4.	Citizens	ship o	r place of organization:			
	Delawa	re 5.	Sole voting power:			
NUM	BER OF					
	ARES ICIALLY	6.	3,296,848 Shared voting power:			
	NED BY ACH	7.	0 Sole dispositive power:			
REPO	ORTING					
	RSON	8.	0 Shared dispositive power:			
W	TTH					
9.	Aggrega	ate an	3,296,848 nount beneficially owned by each reporting person:			
10.	3,296,84 Check b		the aggregate amount in Row (9) excludes certain shares (see instructions)		

••

11. Percent of class represented by amount in Row (9):

1.1%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5		5 1.	3G	Page 29 of 87 Pages			
1.	Name o	Name of reporting persons:					
2.			REIT Holdco B LLC propriate box if a member of a group x				
3.	SEC use	e only					
4.	Citizens	hip o	place of organization:				
	Delawa	re 5.	Sole voting power:				
NUMI	BER OF						
	ARES ICIALLY	6.	131,115 Shared voting power:				
OWN	ED BY	7.	0 Sole dispositive power:				
REPO	RTING						
PEF	RSON	8.	0 Shared dispositive power:				
W	TTH						
9.	Aggrega	ate an	131,115 nount beneficially owned by each repo	orting person:			
10.	131,115 Check b		the aggregate amount in Row (9) exc	ludes certain shares (see instructions	s)		

..

11. Percent of class represented by amount in Row (9):

Less than 0.1%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5		U 10	5 13G	Page 30 of 87 Pages			
1.	Name o	me of reporting persons:					
2.			REIT Holdco LLC propriate box if a member of a group				
	(a) "	(b)	X				
3.	SEC us	e only					
4.	Citizens	ship o	r place of organization:				
	Delawa	re 5.	Sole voting power:				
NUN	MBER OF						
	HARES FICIALLY	6.	3,427,963 Shared voting power:				
	NED BY						
	EACH	7.	O Sole dispositive power:				
REF	PORTING						
	ERSON	8.	0 Shared dispositive power:				
,	WITH						
9.	Aggreg	ate an	3,427,963 nount beneficially owned by each reporting person:				
10.	3,427,9 Check l		the aggregate amount in Row (9) excludes certain shares (s	see instructions)			

..

11. Percent of class represented by amount in Row (9):

1.2%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5		5 130	i	Page 31 of 87 Pages		
1.	Name o	f repo	orting persons:			
2.	BRE Throne REIT Parent LLC Check the appropriate box if a member of a group (a) " (b) x					
3.	SEC use					
4.	Citizens	hip o	place of organization:			
	Delawa	re 5.	Sole voting power:			
NUM	BER OF					
	ARES TICIALLY	6.	3,427,963 Shared voting power:			
	OWNED BY		0			
E	ACH	7.	Sole dispositive power:			
REPO	ORTING					
	RSON	8.	0 Shared dispositive power:			
W	/ITH					
9.	Aggrega	ate an	3,427,963 nount beneficially owned by each report	ing person:		
10.	3,427,90 Check b		the aggregate amount in Row (9) exclude	des certain shares (see instruction	s)	

..

11. Percent of class represented by amount in Row (9):

1.2%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5		U 10	5 13G	Page 32 of 87 Pages		
1.	Name o	f repo	orting persons:			
2.			eal Estate Partners VII.F L.P. propriate box if a member of a group			
3.	SEC use	e only				
4.	Citizens	ship o	place of organization:			
	Delawa	re 5.	Sole voting power:			
NUM	BER OF					
	ARES ICIALLY	6.	0 Shared voting power:			
OWN	NED BY	7.	3,427,963 Sole dispositive power:			
REPO	ORTING					
PERSON WITH		8.	0 Shared dispositive power:			
9.	Aggrega	ate an	3,427,963 nount beneficially owned by each reporting perso	n:		
10.	3,427,90 Check b		the aggregate amount in Row (9) excludes certain	n shares (see instructions)		

11. Percent of class represented by amount in Row (9):

1.2%

Type of reporting person (see instructions):

PN

12.

CUSIP No. 11120U 10 5		U 10	5 13G	Page 33 of 87 Pages		
1.	Name of	Name of reporting persons:				
2.			eal Estate Partners VII.F (AV) L.P. propriate box if a member of a group			
3.	SEC use	only				
4.	Citizens	hip o	r place of organization:			
	Delawar	re 5.	Sole voting power:			
NUMB	BER OF					
	ARES CIALLY	6.	0 Shared voting power:			
OWNI	ED BY	7.	6,727,906* Sole dispositive power:			
PER	RTING SON TH	8.	0 Shared dispositive power:			
9.	Aggrega	ıte an	6,727,906* nount beneficially owned by each reporting person:			
10.	6,727,90 Check b		the aggregate amount in Row (9) excludes certain shares (see i	nstructions)		

11. Percent of class represented by amount in Row (9):

2.2%*

12. Type of reporting person (see instructions):

PN

^{*} Includes 956,107 OP Units directly held by BRE Throne JV Member and 5,771,799 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

CUSIP No. 11120U 10 5		U 10	5 13G	Page 34 of 87 Pages			
1.	Name o	f repo	eporting persons:				
2.			eal Estate Partners VII L.P. propriate box if a member of a group				
	(a) "	(a) " (b) x					
3.	SEC use	e only					
4.	Citizens	ship o	r place of organization:				
	Delawa	re 5.	Sole voting power:				
NUM	BER OF						
	ARES ICIALLY	6.	0 Shared voting power:				
OWN	OWNED BY		10,155,869* Sole dispositive power:				
	ACH ORTING						
PEI	RSON /ITH	8.	O Shared dispositive power:				
9.	Aggrega	ate an	10,155,869* nount beneficially owned by each reporting person:				
10.	10,155,8 Check b		the aggregate amount in Row (9) excludes certain shares (see ins	structions)			

11. Percent of class represented by amount in Row (9):

3.3%*

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5		U 10	5 13G	Page 35 of 87 Pages			
1.	Name of	e of reporting persons:					
2.			eal Estate Partners VII.TE.1 L.P. propriate box if a member of a group				
	(a) ") " (b) x					
3.	SEC use	only					
4.	Citizens	hip o	place of organization:				
	Delawar	re 5.	Sole voting power:				
NUMI	BER OF						
	ARES	6.	0 Shared voting power:				
BENEF!	ICIALLY						
	OWNED BY EACH		10,155,869* Sole dispositive power:				
REPO	RTING						
PERSON		8.	0 Shared dispositive power:				
W	TTH						
9.	Aggrega	ate am	10,155,869* nount beneficially owned by each reporting person:				
10.	10,155,8 Check b		the aggregate amount in Row (9) excludes certain shares	(see instructions)			

11. Percent of class represented by amount in Row (9):

3.3%*

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5		5	3G	Page 36 of 87 Pages	
1.	Name of reporting persons:				
2.			eal Estate Partners VII.TE.2 L.P. ropriate box if a member of a group		
	(a) "	(b)	x		
3.	SEC use only				
4.	Citizens	hip or	place of organization:		
	Delawar	e 5.	Sole voting power:		
NUMB	ER OF				
SHA		6.	0 Shared voting power:		
BENEFIC					
	OWNED BY EACH		10,155,869* Sole dispositive power:		
REPO	RTING				
PERSON		8.	0 Shared dispositive power:		
WI	TH				
9.	Aggrega	te am	10,155,869* ount beneficially owned by each rep	porting person:	
10.	10,155,8 Check b		he aggregate amount in Row (9) exc	cludes certain shares (see instructions	8)

11. Percent of class represented by amount in Row (9):

3.3%*

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5		5 1.	3G	Page 37 of 87 Pages				
1.	Name of	f repo	porting persons:					
2.		Blackstone Real Estate Partners VII.TE.3 L.P. Check the appropriate box if a member of a group (a) " (b) x						
3.	SEC use	only						
4.	Citizens	hip o	place of organization:					
	Delawai	re 5.	Sole voting power:					
NUM	BER OF							
	ARES TCIALLY	6.	0 Shared voting power:					
	NED BY ACH	7.	10,155,869* Sole dispositive power:					
REPO	ORTING							
	RSON	8.	0 Shared dispositive power:					
9.	/ITH Aggrega	ite an	10,155,869* nount beneficially owned by each repo	orting person:				
10.	10,155,8 Check b		the aggregate amount in Row (9) exc	ludes certain shares (see instructions)				

11. Percent of class represented by amount in Row (9):

3.3%

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5		5 13	3G	Page 38 of 87 Pages			
1.	Name of	Name of reporting persons:					
2.	Check tl	he app	eal Estate Partners VII.TE.4 L.P. propriate box if a member of a group				
	(a) "	(b)	X				
3.	SEC use	e only					
4.	Citizens	hip o	r place of organization:				
	Delawai	re 5.	Sole voting power:				
NUMI	BER OF						
	ARES ICIALLY	6.	0 Shared voting power:				
OWN	ED BY	7.	4,384,070* Sole dispositive power:				
PER	ORTING RSON ITH	8.	0 Shared dispositive power:				
9.	Aggrega	ate an	4,384,070* nount beneficially owned by each repo	orting person:			
10.	4,384,07 Check b		the aggregate amount in Row (9) excl	udes certain shares (see instruction	s)		

11. Percent of class represented by amount in Row (9):
1.5%*
12. Type of reporting person (see instructions):

^{*} Includes 956,107 OP Units directly held by BRE Throne JV. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

CUSIP No. 11120U 10 5		13G	Page 39 of 87 Pag	Page 39 of 87 Pages		
1.	Name of	Name of reporting persons:				
2.	Blacksto Check th					
	(a) "	(b)	X			
3.	SEC use	only				
4.	Citizens	hip o	place of organization:			
	Delawai	re 5.	Sole voting power:			
NUM	BER OF					
	ARES	6.	0 Shared voting power:			
	NED BY		4,384,070*			
E	ACH	7.	Sole dispositive power:			
REPO	ORTING		0			
	RSON /ITH	8.	0 Shared dispositive power:			
9.	Aggrega	ate am	4,384,070* ount beneficially owned by each reporting	g person:		
10.	4,384,07 Check b		he aggregate amount in Row (9) excludes	certain shares (see instructions)		

11. Percent of class represented by amount in Row (9):

1.5%*

12. Type of reporting person (see instructions):

PN

^{*} Includes 956,107 OP Units directly held by BRE Throne JV. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

CUSIP No. 11120U 10 5		5 13G	Page 40 of 87 Pages			
1.	Name o	ne of reporting persons:				
2.			eal Estate Partners VII.TE.6 L.P. propriate box if a member of a group			
	(a) "	(b)	x			
3.	SEC use	e only				
4.	Citizens	ship o	place of organization:			
	Delawa	re 5.	Sole voting power:			
NUM	BER OF					
	ARES ICIALLY	6.	0 Shared voting power:			
OWN	NED BY	7.	4,384,070* Sole dispositive power:			
	ACH ORTING	, ,				
PEI	RSON /ITH	8.	0 Shared dispositive power:			
9.	Aggrega	ate am	4,384,070* nount beneficially owned by each reporting person:			
10.	4,384,0° Check b		the aggregate amount in Row (9) excludes certain shares	s (see instructions)		

11. Percent of class represented by amount in Row (9):

1.5%*

12. Type of reporting person (see instructions):

PN

^{*} Includes 956,107 OP Units directly held by BRE Throne JV. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

CUSIP No. 11120U 10 5		13	3G	Page 41 of 87 Pages			
1.	Name of reporting persons:						
2.	BRX Throne REIT BREH VII Holdco A LLC Check the appropriate box if a member of a group (a) " (b) x						
3.	SEC use	only					
4.	Citizensl	nip or	place of organization:				
	Delawar	e 5.	Sole voting power:				
NUMBI	ER OF						
SHAI BENEFIC		6.	4,404 Shared voting power:				
OWNE EAC	D BY	7.	0 Sole dispositive power:				
REPOR PERS WIT	SON	8.	0 Shared dispositive power:				
9.	Aggrega	te am	4,404 ount beneficially owned by each repo	orting person:			
10.	4,404 Check be	ox if t	he aggregate amount in Row (9) excl	ludes certain shares (see instructions)		

..

11. Percent of class represented by amount in Row (9):

Less than 0.1%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5		1	13G	Page 42 of 87 Pages			
1.	Name of reporting persons:						
2.	BRX Throne REIT BREH VII Holdco B LLC Check the appropriate box if a member of a group (a) " (b) x						
3.	SEC use	only					
4.	Citizensl	nip or	place of organization:				
	Delawar	e 5.	Sole voting power:				
NUMBI	ER OF						
SHAI BENEFIC		6.	174 Shared voting power:				
OWNE EAC	D BY	7.	0 Sole dispositive power:				
REPOR PERS WIT	SON	8.	0 Shared dispositive power:				
9.	Aggrega	te am	174 ount beneficially owned by each rep	porting person:			
10.	174 Check be	ox if t	he aggregate amount in Row (9) exc	cludes certain shares (see instruction	s)		

..

11. Percent of class represented by amount in Row (9):

Less than 0.1%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5		1	3G	Page 43 of 87 Pages		
1.	Name of reporting persons:					
2.	Check th	e app	eal Estate Holdings VII L.P. ropriate box if a member of a group			
	(a) "	(b)	X			
3.	SEC use	only				
4.	Citizensh	nip or	place of organization:			
	Delaware	e 5.	Sole voting power:			
NUMBI	ER OF					
SHAI BENEFIC		6.	4,578 Shared voting power:			
OWNE						
EAC		7.	10,155,869* Sole dispositive power:			
REPOR	TING					
PERS		8.	0 Shared dispositive power:			
WIT	ſΉ					
9.	Aggrega	te am	10,160,447* ount beneficially owned by each rep	orting person:		
10.	10,160,4 Check bo		he aggregate amount in Row (9) exc	cludes certain shares (see instructions	s)	

11. Percent of class represented by amount in Row (9):

3.3%*

12. Type of reporting person (see instructions):

PN

^{*} Includes 956,107 OP Units directly held by BRE Throne JV and 5,771,799 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

CUSIP No. 11120U 10 5		U 10 :	5 13G	Page 44 of 87 Pages			
1.	Name of	Name of reporting persons:					
2.	BRX Throne REIT BREH VII-ESC Holdco A LLC Check the appropriate box if a member of a group (a) " (b) x						
3.	SEC use	only					
4.	Citizens	hip oı	place of organization:				
	Delawai	re 5.	Sole voting power:				
NUME	BER OF						
	ARES CIALLY	6.	22,601 Shared voting power:				
OWNI EA	ED BY	7.	0 Sole dispositive power:				
PER	RTING SON ITH	8.	0 Shared dispositive power:				
9.	Aggrega	ate am	22,601 ount beneficially owned by each reporting person:				
10.	22,601 Check b	ox if	the aggregate amount in Row (9) excludes certain shares (see instructions)				

••

11. Percent of class represented by amount in Row (9):

Less than 0.1%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5		U 10	5 13G	Page 45 of 87 Pages				
1.	Name o	Name of reporting persons:						
2.		BRX Throne REIT BREH VII-ESC Holdco B LLC Check the appropriate box if a member of a group (a) " (b) x						
3.	SEC use	e only						
4.	Citizens	ship o	r place of organization:					
	Delawa	re 5.	Sole voting power:					
NUM	BER OF							
	ARES ICIALLY	6.	898 Shared voting power:					
OWN	NED BY	7.	0 Sole dispositive power:					
PEF	ORTING RSON TITH	8.	0 Shared dispositive power:					
9.	Aggrega	ate an	898 nount beneficially owned by each reporting person:					
10.	898 Check b	ox if	the aggregate amount in Row (9) excludes certain shares (see instructions	s)				

••

11. Percent of class represented by amount in Row (9):

Less than 0.1%

12. Type of reporting person (see instructions):

CUSIP No. 11120U 10 5		5	13G	Page 46 of 87 Pages		
1.	Name of reporting persons:					
2.			cal Estate Holdings VII-ESC L.P. ropriate box if a member of a group x			
3.	SEC use	only				
4.	Citizensl	nip or	place of organization:			
	Delawar	e 5.	Sole voting power:			
NUMB	ER OF					
SHA		6.	23,499 Shared voting power:			
BENEFIC	CIALLY					
OWNE		7.	10,155,869* Sole dispositive power:			
EA0 REPOR			1			
PERS		8.	0 Shared dispositive power:			
WI	ГН					
9.	Aggrega	te am	10,179,368* ount beneficially owned by each re	porting person:		
10.	10,179,3 Check be		he aggregate amount in Row (9) ex	cludes certain shares (see instruction	ıs)	

11. Percent of class represented by amount in Row (9):

3.3%*

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5		13G	1	Page 47 of 87 Pages	
1.	Name of	repo	ting persons:		
2.	Check th	e app	eal Estate Associates VII L.P. ropriate box if a member of a group		
	(a) "	(b)	X		
3.	SEC use	only			
4.	Citizensh	nip or	place of organization:		
	Delaware	e 5.	Sole voting power:		
NUMBI	ER OF				
SHAF		6.	0 Shared voting power:		
BENEFIC					
OWNE.		7.	10,155,869* Sole dispositive power:		
REPOR	TING				
PERS	SON	8.	0 Shared dispositive power:		
WIT	TH				
9.	Aggrega	te am	10,155,869* ount beneficially owned by each reporting po	erson:	
10.	10,155,8 Check be		he aggregate amount in Row (9) excludes ce	ertain shares (see instructions)	

11. Percent of class represented by amount in Row (9):

3.3%*

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5		5 13G	i	Page 48 of 87 Pages			
1.	Name of	me of reporting persons:					
2.	BREA VII L.L.C. Check the appropriate box if a member of a group (a) " (b) x						
3.	SEC use	only					
4.	Citizens	hip o	place of organization:				
	Delawar	re 5.	Sole voting power:				
NUMB	ER OF						
SHA BENEFIO	RES	6.	0 Shared voting power:				
	ED BY	7	10,155,869*				
EA	СН	7.	Sole dispositive power:				
REPOI PER WI		8.	0 Shared dispositive power:				
9.	Aggrega	ıte an	10,155,869* nount beneficially owned by each report	ing person:			
10.	10,155,8 Check b		the aggregate amount in Row (9) exclud	les certain shares (see instructions)		

11. Percent of class represented by amount in Row (9):

3.3%*

12. Type of reporting person (see instructions):

00

CUSIP No. 11120U 10 5		5 130	3	Page 49 of 87 Pages		
1.	Name of	repo	porting persons:			
2.	Check th	ne app	le-By-Side GP L.L.C. propriate box if a member of a group			
	(a) "	(b)	X			
3.	SEC use	only				
4.	Citizens	hip oı	place of organization:			
	Delawar	re 5.	Sole voting power:			
NUMB	ER OF					
SHA		6.	28,077 Shared voting power:			
BENEFI	CIALLY					
OWNI EA		7.	10,155,869* Sole dispositive power:			
REPOI						
PER		8.	0 Shared dispositive power:			
WI	TH					
9.	Aggrega	ite am	10,183,946* ount beneficially owned by each repor	ting person:		
10.	10,183,9 Check b		the aggregate amount in Row (9) exclu	ides certain shares (see instructions)		

11. Percent of class represented by amount in Row (9):

3.3%*

12. Type of reporting person (see instructions):

00

CUSIP No. 11120U 10 5		U 10	5 13G	Page 50 of 87 Pages	
1.	Name o	f repo	orting persons:		
2.			amily Real Estate Partnership VII-SMD L.P. propriate box if a member of a group		
	(a) "	(b)	x		
3.	SEC use	e only			
4.	Citizens	hip o	place of organization:		
	Delawa	re 5.	Sole voting power:		
NUM	BER OF				
	ARES	6.	0 Shared voting power:		
OWN	NED BY	7.	10,155,869* Sole dispositive power:		
	EACH REPORTING		Sole dispositive power.		
PE	RSON /ITH	8.	0 Shared dispositive power:		
9.	Aggrega	ate an	10,155,869* nount beneficially owned by each reporting person:		
10.	10,155,8 Check b		the aggregate amount in Row (9) excludes certain shares (see instructions)		

11. Percent of class represented by amount in Row (9):
3.3%*
12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5		13G		Page 51 of 87 Pages			
1.	Name of	f repo	reporting persons:				
2.			mily GP L.L.C. ropriate box if a member of a group				
	(a) "	(a) " (b) x					
3.	SEC use	only					
4.	Citizens	hip oı	place of organization:				
	Delawar	re 5.	Sole voting power:				
NUME	BER OF						
	ARES	6.	0 Shared voting power:				
BENEFI	ICIALLY						
	ED BY ACH	7.	10,155,869* Sole dispositive power:				
REPO	RTING						
PER	RSON	8.	0 Shared dispositive power:				
W]	ITH						
9.	Aggrega	nte am	10,155,869* ount beneficially owned by each reporting	ng person:			
10.	10,155,8 Check b		he aggregate amount in Row (9) exclude	es certain shares (see instructions)		

11. Percent of class represented by amount in Row (9):

3.3%*

12. Type of reporting person (see instructions):

00

CUSIP No. 11120U 10 5			5 13G	Page 52 of 87 Pages			
1.	Name o	of repo	porting persons:				
2.		BLACKSTONE HOLDINGS III L.P. Check the appropriate box if a member of a group (a) " (b) x					
3.	SEC us	e only					
4.	Citizen	Citizenship or place of organization:					
	Quebec	, Cana 5.	nda Sole voting power:				
NUN	MBER OF						
SI	HARES	6.	143,242,420 Shared voting power:				
BENE	FICIALLY						
OW	NED BY		10,155,869*				
1	EACH	7.	Sole dispositive power:				
REF	PORTING						
Pl	ERSON	8.	750,000 Shared dispositive power:				
•	WITH						
9.	Aggreg	ate an	152,648,289* nount beneficially owned by each reporting person:				
10.	153,398,289* Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)						

11. Percent of class represented by amount in Row (9):

50.5%*

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5			5 13G	Page 53 of 87 Pages
1.	Name o	f repo	orting persons:	
2.		he ap	NE HOLDINGS III GP L.P. propriate box if a member of a group	
3.	SEC us	(b)		
4.	Citizen	ship o	r place of organization:	
	Delawa	re 5.	Sole voting power:	
NUM	IBER OF			
SH	IARES	6.	143,242,420 Shared voting power:	
BENEF	FICIALLY			
OWI	NED BY		10,155,869*	
Е	ACH	7.	Sole dispositive power:	
REPO	ORTING			
PE	RSON	8.	750,000 Shared dispositive power:	
V	VITH			
9.	Aggreg	ate an	152,648,289* nount beneficially owned by each reporting person:	
10.	153,398 Check l		the aggregate amount in Row (9) excludes certain shares (see instructions)	

11. Percent of class represented by amount in Row (9):

50.5%*

12. Type of reporting person (see instructions):

PN

CUSIP No. 11120U 10 5			13G	Page 54 of 87 Pages	
1.	Name of reporting persons:				
2.	BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C. Check the appropriate box if a member of a group (a) " (b) x				
3.	SEC use	only			
4.	Citizensh	ip or	place of organization:		
	Delaware		Sole voting power:		
NUMBE SHAR		6.	143,242,420 Shared voting power:		
BENEFIC	IALLY	0.	Shared voting power.		
OWNE	D BY		10,155,869*		
EAC	CH	7.	Sole dispositive power:		
REPOR' PERS	ON	8.	750,000 Shared dispositive power:		
9.	Aggregat	e am	152,648,289* ount beneficially owned by each rep	porting person:	
	153,398,2 Check bo		he aggregate amount in Row (9) ex	cludes certain shares (see instructions)

11. Percent of class represented by amount in Row (9):

50.5%*

12. Type of reporting person (see instructions):

00

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1.	Name o	of repo	rting persons:					
2.	Check	THE BLACKSTONE GROUP L.P. Check the appropriate box if a member of a group						
3.	(a) " (b) x SEC use only							
4.	Citizenship or place of organization:							
	Delawa	are 5.	Sole voting power:					
NUM	BER OF							
SHARES		6.	143,242,420 Shared voting power:					
BENEF	TCIALLY							
	NED BY ACH	7.	10,155,869* Sole dispositive power:					
REPO	ORTING							
PERSON		8.	750,000 Shared dispositive power:					
W	/ITH							
9.	152,648,289* Aggregate amount beneficially owned		152,648,289* nount beneficially owned by each reporting person:					
10.	153,398 Check l		the aggregate amount in Row (9) excludes certain shares	(see instructions)				

11. Percent of class represented by amount in Row (9):

50.5%*

12. Type of reporting person (see instructions):

PN

* Includes 956,107 OP Units directly held by BRE Throne JV and 5,771,799 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1.	Name o	of reporting persons:					
2.	BLACKSTONE GROUP MANAGEMENT L.L.C. Check the appropriate box if a member of a group						
	(a) "	(a) " (b) x					
3.	SEC us	SEC use only					
4. Citizenship or place of organization:							
	Delawa	re 5.	Sole voting power:				
NUI	MBER OF						
SHARES		6.	143,242,420 Shared voting power:				
BENE	FICIALLY						
OWNED BY			10,155,869*				
EACH		7.	Sole dispositive power:				
REF	PORTING						
PERSON		8.	750,000 Shared dispositive power:				
,	WITH						
9.	Aggreg	ate an	152,648,289* amount beneficially owned by each reporting person:				
10.	153,398 Check b		the aggregate amount in Row (9) excludes certain shares (see ins	tructions)			

11. Percent of class represented by amount in Row (9):

50.5%*

12. Type of reporting person (see instructions):

00

* Includes 956,107 OP Units directly held by BRE Throne JV and 5,771,799 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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1.	Name of reporting persons:						
2.			SCHWARZMAN ropriate box if a member of a group)			
	(a) "	(b)	x				
3.	SEC use	only					
4.	Citizens	hip or	place of organization:				
	United S	states 5.	Sole voting power:				
NUMBI	ER OF						
SHARES BENEFICIALLY		6.	153,555,225* Shared voting power:				
OWNE							
EAC		7.	0 Sole dispositive power:				
REPOR	TING						
PERSON WITH		8.	7,634,842* Shared dispositive power:				
9.		te am	145,920,383* ount beneficially owned by each re	porting person:			
10.	153,555,225* Check box if the aggregate amount in Row (9) excludes certain shares (see instructions)						

11. Percent of class represented by amount in Row (9):

50.5%*

12. Type of reporting person (see instructions):

IN

* Includes 956,107 OP Units directly held by BRE Throne JV and 5,771,799 OP Units directly held by BRE Southeast Retail Holdings. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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Item 1. (a). Name of Issuer

Brixmor Property Group Inc. (the Company)

(b). Address of Issuer s Principal Executive Offices:

420 Lexington Avenue, New York, New York 10170

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

Item 2(c). Citizenship

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

(i) BRE Retail Holdco L.P.
 c/o The Blackstone Group L.P.
 345 Park Avenue
 New York, NY 10154
 Citizenship: State of Delaware

(ii) BRX Holdco LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(iii) BRX Holdco II LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(iv) BRX BREP VI.TE.1 Holdco A LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(v) BRX BREP VI.TE.1 Holdco B LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(vi) Blackstone Real Estate Partners VI.TE.1 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(vii) BRX BREP VI.TE.2 Holdco A LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

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(viii) BRX BREP VI.TE.2 Holdco B LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(ix) Blackstone Real Estate Partners VI.TE.2 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

BRX BRPTP II Holdco LLC

(x) c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xi) Blackstone Retail Transaction II Holdco L.P.
 c/o The Blackstone Group L.P.
 345 Park Avenue
 New York, NY 10154
 Citizenship: State of Delaware

(xii) Blackstone Real Estate Associates VI L.P.
 c/o The Blackstone Group L.P.
 345 Park Avenue
 New York, NY 10154
 Citizenship: State of Delaware

(xiii) BREA VI L.L.C. c/o The Blackstone Group L.P.

345 Park Avenue New York, NY 10154

(xiv)

BRX BREH VI Holdco A LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

(xv)

BRX BREH VI Holdco B LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

(xvi)

Blackstone Real Estate Holdings VI L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

(xvii)

BRX BREH VI-ESC Holdco A LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

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(xviii) BRX BREH VI-ESC Holdco B LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

(xix)

Blackstone Real Estate Holdings VI-ESC L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

(xx) New York, NY 10154

BREP VI Side-By-Side GP L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

- (xxi) BRE Southeast Retail Holdings LLC c/o The Blackstone Group L.P. 345 Park Avenue
 New York, NY 10154
 Citizenship: State of Delaware
- (xxii) BRE Throne JV Member LLC c/o The Blackstone Group L.P. 345 Park Avenue
 New York, NY 10154
 Citizenship: State of Delaware
- (xxiii) BRE Throne Parent LLC c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware
- (xxiv) BRE Throne Parent Holdco LLC c/o The Blackstone Group L.P. 345 Park Avenue

New York, NY 10154 Citizenship: State of Delaware

(xxv) BRE Throne Holdings Member LLC c/o The Blackstone Group L.P. 345 Park Avenue
New York, NY 10154
Citizenship: State of Delaware

(xxvi) BRE Throne NR Parent LLC c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware CUSIP No. 11120U 10 5 13G Page 61 of 87 Pages

(xxvii) BRE Throne REIT Holdco A LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxviii)

BRE Throne REIT Holdco B LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

(xxix) Citizenship: State of Delaware

BRE Throne REIT Holdco LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxx) BRE Throne REIT Parent LLC c/o The Blackstone Group L.P. 345 Park Avenue
New York, NY 10154

Citizenship: State of Delaware

(xxxi) Blackstone Real Estate Partners VII.F L.P. c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

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

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxxiii) Blackstone Real Estate Partners VII L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxxiv) Blackstone Real Estate Partners VII.TE.1 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

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(xxxv) Blackstone Real Estate Partners VII.TE.2 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxxvi) Blackstone Real Estate Partners VII.TE.3 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxxvii) Blackstone Real Estate Partners VII.TE.4 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxxviii) Blackstone Real Estate Partners VII.TE.5 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xxxix) Blackstone Real Estate Partners VII.TE.6 L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xl) BRX Throne REIT BREH VII Holdco A LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xli) BRX Throne REIT BREH VII Holdco B LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xlii) Blackstone Real Estate Holdings VII L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xliii) BRX Throne REIT BREH VII-ESC Holdco A LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

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(xliv) BRX Throne REIT BREH VII-ESC Holdco B LLC

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xlv)

Blackstone Real Estate Holdings VII-ESC L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xlvi) Blackstone Real Estate Associates VII L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xlvii) BREA VII L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xlviii) BREP VII Side-By-Side GP L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(xlix) Blackstone Family Real Estate Partnership VII-SMD L.P.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154

Citizenship: State of Delaware

(1) Blackstone Family GP L.L.C.

c/o The Blackstone Group L.P.

345 Park Avenue

New York, NY 10154 Citizenship: State of Delaware

(li) Blackstone Holdings III L.P. c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: Quebec, Canada

(lii) Blackstone Holdings III GP L.P. c/o The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware CUSIP No. 11120U 10 5 13G Page 64 of 87 Pages

- (liii) Blackstone Holdings III GP Management L.L.C.
 c/o The Blackstone Group L.P.
 345 Park Avenue
 New York, NY 10154
 Citizenship: State of Delaware
- (liv) The Blackstone Group L.P. 345 Park Avenue New York, NY 10154 Citizenship: State of Delaware
- (Iv) Blackstone Group Management L.L.C.
 c/o The Blackstone Group L.P.
 345 Park Avenue
 New York, NY 10154
 Citizenship: State of Delaware
- (lvi) Stephen A. Schwarzman
 c/o The Blackstone Group L.P.
 345 Park Avenue
 New York, NY 10154
 Citizenship: United States

As of the date hereof, BRX Holdco LLC directly holds 1,769,570 shares of Common Stock, BRX Holdco II LLC directly holds 77,858,137 shares of Common Stock, BRX BREP VI.TE.1 Holdco A LLC directly holds 8,057,150 shares of Common Stock, BRX BREP VI.TE.2 Holdco A LLC directly holds 17,335,851 shares of Common Stock, BRX BREH VI Holdco A LLC directly holds 128,711 shares of Common Stock, BRX BREH VI-ESC Holdco A LLC directly holds 220,820 shares of Common Stock, BRX Throne REIT Holdco A LLC directly holds 3,296,848 shares of Common Stock, BRX Throne REIT Holdco B LLC directly holds 131,115 shares of Common Stock, BRX Throne REIT BREH VII Holdco A LLC directly holds 4,404 shares of Common Stock, BRX Throne REIT BREH VII-ESC Holdco A LLC directly holds 174 shares of Common Stock, BRX Throne REIT BREH VII-ESC Holdco A LLC directly holds 22,601 shares of Common Stock, BRX Throne REIT BREH VII-ESC Holdco B LLC directly holds 898 shares of Common Stock, Blackstone Retail Transaction II Holdco L.P. directly holds 750,000 shares of Common Stock, BRX BRPTP II Holdco LLC directly holds 37,094,104 shares of Common Stock, and Stephen A. Schwarzman directly holds 156,936 shares of Common Stock.

As of the date hereof, BRE Throne JV Member LLC directly holds 956,107 common units of partnership interest of Brixmor Operating Partnership LP (OP Units), and BRE Southeast Retail Holdings LLC (BRE Southeast Retail Holdings LLC, together with BRX Holdco II LLC, BRX Holdco LLC, BRX BREP VI.TE.1 Holdco A LLC, BRX BREP VI.TE.2 Holdco A LLC, BRX BRPTP II Holdco LLC, Blackstone Retail Transaction II Holdco L.P., BRX BREH VI Holdco A LLC, BRX BREH VI-ESC Holdco A LLC, BRX Throne REIT Holdco A LLC, BRX Throne REIT Holdco B LLC, BRX Throne REIT BREH VII Holdco B LLC, BRX Throne REIT BREH VII-ESC Holdco A LLC, BRX Throne REIT BREH VII-ESC Holdco B LLC, BRX Throne REIT BREH VII-ESC Holdco B LLC, BRE Throne JV Member LLC and BRE Southeast Retail Holdings LLC the Blackstone Vehicles), directly holds 5,771,799 OP Units. Pursuant to the terms of the limited partnership agreement of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, OP Units are redeemable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

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The sole member of BRX Holdco II LLC is BRX Holdco LLC. The sole member of BRX Holdco LLC is BRE Retail Holdco L.P. The general partner of BRE Retail Holdco L.P. is Blackstone Real Estate Associates VI L.P.

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.

Blackstone Real Estate Partners VI.TE.1 L.P. is the sole member of BRX BREP VI.TE.1 Holdco A LLC. Blackstone Real Estate Partners VI.TE.2 L.P. is the sole member of each of BRX BREP VI.TE.2 Holdco A LLC. The general partner of each of Blackstone Real Estate Partners VI.TE.1 L.P. and Blackstone Real Estate Partners VI.TE.2 L.P. is Blackstone Real Estate Associates VI L.P.

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.

Blackstone Real Estate Holdings VI L.P. is the sole member of BRX BREH VI Holdco A LLC. Blackstone Real Estate Holdings VI-ESC L.P. is the sole member of BRX BREH VI-ESC Holdco A LLC. 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.

The members of BRE Southeast Retail Holdings LLC are 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 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.

BRX Throne REIT Holdco LLC is the sole member of each of BRX Throne REIT Holdco A LLC and BRX Throne REIT Holdco B 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.LP., Blackstone Real Estate Partners VII.TE.1 L.P., Blackstone Real Estate Partners VII.TE.2 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.5 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.

The sole member of BRE Throne JV Member LLC is BRE Throne Parent LLC. The sole member of BRE Throne Parent LLC is BRE Throne Parent Holdco LLC is BRE Throne Holdings Member LLC. The sole member of BRE Throne Holdings Member LLC is BRE Throne NR Parent LLC. The members of BRE Throne NR Parent LLC are Blackstone Real Estate Partners VII.F (AV) L.P., Blackstone Real Estate Partners VII.E.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 Partnership VII.SMD L.P.

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.

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Blackstone Real Estate Holdings VII L.P. is the sole member of BRX Throne REIT BREH VII Holdco A LLC. Blackstone Real Estate Holdings VII-ESC L.P. is the sole member of BRX Throne REIT BREH VII-ESC Holdco A LLC.

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.TE.1 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.

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. is wholly-owned by Blackstone s senior managing directors and controlled by its founder, Stephen A. Schwarzman.

Each such Reporting Person may be deemed to beneficially own the Common Stock beneficially owned by the Blackstone Vehicles directly or indirectly controlled by it or him, but neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that any Reporting Person (other than the Blackstone Vehicles to the extent they directly hold shares of Common Stock) is the beneficial owner of Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose and each of the Reporting Persons expressly disclaims beneficial ownership of such shares of Common Stock. The filing of this statement should not be construed to be an admission that any member of the Reporting Persons are members of a group for the purposes of Sections 13(d) and 13(g) of the Act.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share (the Common Stock).

Item 2(e). CUSIP Number:

11120U 10 5

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

Calculations of the percentage of shares of Common Stock beneficially owned assume 297,319,676 shares of Common Stock outstanding as disclosed in the Form 424B2 filed by the Company with the Securities and Exchange Commission on January 15, 2015. As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the shares of Common Stock listed on such Reporting Person s cover page.

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As of the date hereof, BRX Holdco LLC directly holds 1,769,570 shares of Common Stock, BRX Holdco II LLC directly holds 86,912,723 shares of Common Stock, BRX BREP VI.TE.1 Holdco A LLC directly holds 8,985,563 shares of Common Stock, BRX BREP VI.TE.2 Holdco A LLC directly holds 19,333,436 shares of Common Stock, BRX BREH VI Holdco A LLC directly holds 143,542 shares of Common Stock, BRX BREH VI-ESC Holdco A LLC directly holds 246,264 shares of Common Stock, BRX Throne REIT Holdco A LLC directly holds 3,296,848 shares of Common Stock, BRX Throne REIT Holdco B LLC directly holds 131,115 shares of Common Stock, BRX Throne REIT BREH VII Holdco A LLC directly holds 4,404 shares of Common Stock, BRX Throne REIT BREH VII-ESC Holdco A LLC directly holds 174 shares of Common Stock, BRX Throne REIT BREH VII-ESC Holdco A LLC directly holds 22,601 shares of Common Stock, BRX Throne REIT BREH VII-ESC Holdco B LLC directly holds 898 shares of Common Stock, Blackstone Retail Transaction II Holdco L.P. directly holds 750,000 shares of Common Stock, BRX BRPTP II Holdco LLC directly holds 37,094,104 shares of Common Stock, and Stephen A. Schwarzman directly holds 156,936 shares of Common Stock.

As of the date hereof, BRE Throne JV Member LLC directly holds 956,107 OP Units and BRE Southeast Retail Holdings LLC directly holds 5,771,799 OP Units. Subject to certain requirements and restrictions, OP Units are each exchangeable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

As of December 31, 2014, BRX Holdco LLC directly held 1,769,570 shares of Common Stock, BRX Holdco II LLC directly held 86,912,723 shares of Common Stock, BRX BREP VI.TE.1 Holdco A LLC directly held 8,985,563 shares of Common Stock, BRX BREP VI.TE.2 Holdco A LLC directly held 19,333,436 shares of Common Stock, BRX BREH VI Holdco A LLC directly held 143,542 shares of Common Stock, BRX BREH VI-ESC Holdco A LLC directly held 246,264 shares of Common Stock, BRE Throne REIT Holdco LLC directly held 303,590 shares of Common Stock, BRX Throne REIT Holdco A LLC directly held 3,296,848 shares of Common Stock, BRX Throne REIT Holdco A LLC directly held 221,059 shares of Common Stock, BRX Throne REIT BREH VII Holdco B LLC directly held 295 shares of Common Stock, BRX Throne REIT BREH VII-ESC Holdco A LLC directly held 22,601 shares of Common Stock, BRX Throne REIT BREH VII-ESC Holdco A LLC directly held 22,601 shares of Common Stock, BRX Throne REIT BREH VII-ESC Holdco B LLC directly held 1,515 shares of Common Stock, Blackstone Retail Transaction II Holdco L.P. directly held 750,000 shares of Common Stock, BRX BRPTP II Holdco LLC directly held 41,411,439 shares of Common Stock, and Stephen A. Schwarzman directly held 156,936 shares of Common Stock.

As of December 31, 2014, BRE Throne JV Member LLC directly held 1,065,182 OP Units and BRE Southeast Retail Holdings LLC directly held 6,430,258 OP Units. Subject to certain requirements and restrictions, OP Units are each exchangeable for shares of Common Stock, on a one-for-one basis, or, at the option of the Company, cash.

(b) Percent of Class:

As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the percentage of shares of Common Stock listed on such Reporting Person s cover page.

(c) Number of Shares as to which the Reporting Person has:

(i) Sole power to vote or to direct the vote:

See each cover page hereof.

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(ii) Shared power to vote or to direct the vote:

See each cover page hereof.

(iii) Sole power to dispose or to direct the disposition of:

See each cover page hereof.

(iv) Shared power to dispose or to direct the disposition of:

See each cover page hereof.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

As of December 31, 2014 and the date hereof, none of BRX BREP VI.TE.1 Holdco B LLC, BRX BREP VI.TE.2 Holdco B LLC, BRX BREH VI Holdco B LLC and BRX BREH VI-ESC Holdco B LLC beneficially owns any shares of Common Stock.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2015

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

BRX HOLDCO LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRX HOLDCO II LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRX BREP VI.TE.1 HOLDCO A LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRX BREP VI.TE.1 HOLDCO B LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BLACKSTONE REAL ESTATE PARTNERS VI.TE.1

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

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BRX BREP VI.TE.2 HOLDCO A LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRX BREP VI.TE.2 HOLDCO B LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BLACKSTONE REAL ESTATE PARTNERS VI.TE.2 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

BRX BRPTP II HOLDCO LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

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

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

BREA VI L.L.C.

By: /s/ John G. Finley

Name: John G. Finley Title: Chief Legal Officer CUSIP No. 11120U 10 5 13G Pages 71 of 87 Pages

BRX BREH VI HOLDCO A LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRX BREH VI HOLDCO B LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BLACKSTONE REAL ESTATE HOLDINGS VI L.P. By: BREP VI Side-By-Side GP L.L.C., its General Partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BRX BREH VI-ESC HOLDCO A LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRX BREH VI-ESC HOLDCO B LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BLACKSTONE REAL ESTATE HOLDINGS VI-ESC L.P. By: BREP VI Side-By-Side GP L.L.C., its General Partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BREP VI SIDE-BY-SIDE GP L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer CUSIP No. 11120U 10 5 13G Pages 72 of 87 Pages

BRE SOUTHEAST RETAIL HOLDINGS LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRE THRONE JV MEMBER LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRE THRONE PARENT LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRE THRONE PARENT HOLDCO LLC

By: BRE Throne Holdings Member LLC, its sole member

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRE THRONE HOLDINGS MEMBER LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRE THRONE NR PARENT LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRX THRONE REIT HOLDCO A LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRX THRONE REIT HOLDCO B LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

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BRE THRONE REIT HOLDCO LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRE THRONE REIT PARENT LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BLACKSTONE REAL ESTATE PARTNERS VII.F L.P. $\,$

By: Blackstone Real Estate Associates VII L.P, its general

partner

By: BREA VII L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE REAL ESTATE PARTNERS VII.F (AV) L.P.

By: Blackstone Real Estate Associates VII L.P, its general

partner

By: BREA VII L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE REAL ESTATE PARTNERS VII L.P.

By: Blackstone Real Estate Associates VII L.P, its general

partner

By: BREA VII L.L.C., its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE REAL ESTATE PARTNERS VII.TE.1 L.P.

By: Blackstone Real Estate Associates VII L.P, its general

partner

By: BREA VII L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer CUSIP No. 11120U 10 5 13G Pages 74 of 87 Pages

BLACKSTONE REAL ESTATE PARTNERS VII.TE.2 L.P.

By: Blackstone Real Estate Associates VII L.P, its general partner

By: BREA VII L.L.C., its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE REAL ESTATE PARTNERS VII.TE.3 L.P.

By: Blackstone Real Estate Associates VII L.P, its general partner

By: BREA VII L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE REAL ESTATE PARTNERS VII.TE.4 L.P.

By: Blackstone Real Estate Associates VII L.P, its general partner

By: BREA VII L.L.C., its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE REAL ESTATE PARTNERS VII.TE.5 L.P.

By: Blackstone Real Estate Associates VII L.P, its general partner

By: BREA VII L.L.C., its general partner

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BLACKSTONE REAL ESTATE PARTNERS VII.TE.6 L.P.

By: Blackstone Real Estate Associates VII L.P, its general partner

By: BREA VII L.L.C., its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

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

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BREA VII L.L.C.

By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

BRX THRONE REIT BREH VII HOLDCO A LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRX THRONE REIT BREH VII HOLDCO B LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

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

BRX THRONE REIT BREH VII-ESC HOLDCO A LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

BRX THRONE REIT BREH VII-ESC HOLDCO B LLC

By: /s/ William J. Stein Name: William J. Stein

Title: Senior Managing Director

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 CUSIP No. 11120U 10 5 13G Pages 76 of 87 Pages

BREP VII SIDE-BY-SIDE GP L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE FAMILY REAL ESTATE PARTNERSHIP

VII-SMD L.P.

By: Blackstone Family GP L.L.C., its General Partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

BLACKSTONE FAMILY GP L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

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

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

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

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

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BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

/s/ Stephen A. Schwarzman STEPHEN A. SCHWARZMAN CUSIP No. 11120U 10 5 13G Page 78 of 87 Pages

EXHIBIT LIST

Exhibit A Joint Filing Agreement, dated February 17, 2015, among the Reporting Persons (filed herewith).