

Brixmor Property Group Inc.  
Form 8-K  
November 17, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): November 17, 2014

Brixmor Property Group Inc.

(Exact Name of Registrant as Specified in its Charter)

Maryland

(State or Other Jurisdiction  
of Incorporation)

001-36160

(Commission  
File Number)

45-2433192

(IRS Employer  
Identification No.)

420 Lexington Avenue

New York, New York 10170

(Address of Principal Executive Offices) (Zip Code)

(212) 869-3000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On November 17, 2014, certain investment funds affiliated with The Blackstone Group L.P. (the "Selling Stockholders") completed the previously-announced underwritten public offering of 28,750,000 shares (the "Shares") of common stock, par value \$0.01 per share of Brixmor Property Group Inc. (the "Company"), including 3,750,000 Shares sold pursuant to an option to purchase additional shares granted by the Selling Stockholders to the underwriters, at a public offering price of \$23.75 per share.

The Company did not receive any proceeds from the sale of the Shares by the Selling Stockholders.

In connection with the offering, the Selling Stockholders and the Company entered into an underwriting agreement (the "Underwriting Agreement") by and among the Company, BPG Subsidiary Inc., Brixmor Operating Partnership LP, the Selling Stockholders, and Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, and the several other underwriters named therein. Subject to the terms and conditions stated in the Underwriting Agreement, each underwriter agreed to purchase, and the Selling Stockholders agreed to sell to that underwriter, the number of Shares set forth opposite the underwriter's name in Schedule I thereto.

The above description of the Underwriting Agreement does not purport to be a complete and is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibit is attached to this Current Report on Form 8-K

99.1 Underwriting Agreement dated as of November 11, 2014 by and among Brixmor Property Group Inc., BPG Subsidiary Inc., Brixmor Operating Partnership LP, the Selling Stockholders and Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, and the several other underwriters named therein.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRIXMOR PROPERTY GROUP INC.

By: /s/Steven F. Siegel  
Name: Steven F. Siegel  
Title: Executive Vice President,  
General Counsel and Secretary

Date: November 17, 2014

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EXHIBIT INDEX

Exhibit No.	Description
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