

Brixmor Property Group Inc.

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 SECURITIESFiled 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 *

Â PAPPAGALLO MICHAEL V

(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/30/2013

3. Issuer Name **and** Ticker or Trading Symbol
Brixmor Property Group Inc. [BRX]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)C/O BRIXMOR PROPERTY
GROUP INC.,Â 420
LEXINGTON AVENUE

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

See Remarks

NEW YORK,Â NYÂ 10170

(City) (State) (Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ 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

265,693 ⁽¹⁾

D Â

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
Derivative5. 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	85,526	\$ (2)	D	Â
Common units of Brixmor Operating Partnership LP	Â (3)	Â (3)	Common stock	22,878	\$ (3)	D	Â
Common units of Brixmor Operating Partnership LP	Â (3)	Â (3)	Common stock	13,647	\$ (3)	I	See Footnote (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAPPAGALLO MICHAEL V C/O BRIXMOR PROPERTY GROUP INC. 420 LEXINGTON AVENUE NEW YORK, NY 10170	Â	Â	Â See Remarks	Â

Signatures

/s/ Steven F. Siegel, by power of attorney
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).
- (1) Includes shares of restricted stock.
- (2) Pursuant to the terms of an exchange agreement, and subject to certain requirements and restrictions, shares of common stock of BPG Subsidiary Inc. are exchangeable for shares of common stock of Brixmor Property Group Inc. (the "Issuer"), on a one-for-one basis, or, at the option of the Issuer, cash, from and after the first anniversary date of the closing of the offering.
- (3) Pursuant to the terms of the agreement of limited partnership of Brixmor Operating Partnership LP, and subject to certain requirements and restrictions, the common units of Brixmor Operating Partnership LP are redeemable for cash or, at the option of the Issuer, exchangeable for shares of common stock of the Issuer, on a one-for-one basis, from and after the first anniversary date of the closing of the offering.
- (4) Reflects 13,647 common units of Brixmor Operating Partnership LP held through intermediate investment vehicles.

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Remarks:

PresidentÂ andÂ ChiefÂ FinancialÂ Officer

TheÂ ReportingÂ PersonÂ statesÂ thatÂ thisÂ filingÂ shallÂ notÂ beÂ deemedÂ toÂ beÂ anÂ admissionÂ thatÂ theÂ Rep

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.