

Edgar Filing: Brixmor Property Group Inc. - Form 8-K

Brixmor Property Group Inc.  
Form 8-K  
August 12, 2016

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): August 10, 2016  
Brixmor Property Group Inc.  
Brixmor Operating Partnership LP  
(Exact Name of Registrant as Specified in its Charter)

|                                                   |                             |                                      |
|---------------------------------------------------|-----------------------------|--------------------------------------|
| Maryland (Brixmor Property Group Inc.)            | 001-36160                   | 45-2433192                           |
| Delaware (Brixmor Operating Partnership LP)       | 333-201464-01               | 80-0831163                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

450 Lexington Avenue  
New York, New York 10017  
(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 August 10, 2016, Brixmor Property Group Inc. (the “Company”) announced that certain selling stockholders (the “Selling Stockholders”) affiliated with The Blackstone Group L.P. (“Blackstone”) were conducting an underwritten public offering (the “Offering”) of 42,400,000 shares (the “Shares”) of common stock, par value \$0.01 per share, of the Company. Following the consummation of the Offering, Blackstone intends to distribute in kind its remaining 455,583 shares of the Company’s common stock and following such distribution will no longer beneficially own shares in the Company.

In connection with the Offering, the Company entered into an underwriting agreement (the “Underwriting Agreement”) by and among the Company, Brixmor Operating Partnership LP, the Selling Stockholders and J.P. Morgan Securities LLC and Deutsche Bank Securities Inc., as underwriters. Subject to the terms and conditions stated in the Underwriting Agreement, the underwriters agreed to purchase the Shares at a price of \$27.30 per share. The Company did not receive any proceeds from the sale of the Shares by the Selling Stockholders.

The above description of the Underwriting Agreement does not purport to be a complete summary of 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 August 10, 2016 by and among Brixmor Property Group Inc., Brixmor Operating Partnership LP, the Selling Stockholders, J.P. Morgan Securities LLC and Deutsche Bank Securities Inc.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: August 12, 2016 BRIXMOR PROPERTY GROUP INC.

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

BRIXMOR OPERATING PARTNERSHIP LP

By: Brixmor OP GP LLC, its general partner

By: BPG Subsidiary Inc., its sole member

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

EXHIBIT INDEX

| Exhibit<br>No. | Description                                                                                                                                                                                                     |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1           | Underwriting Agreement dated August 10, 2016 by and among Brixmor Property Group Inc., Brixmor Operating Partnership LP, the Selling Stockholders, J.P. Morgan Securities LLC and Deutsche Bank Securities Inc. |