Brixmor Property Group Inc.
Form 424B4
October 31, 2013
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Filed Pursuant to Rule 424(b)(4)
Registration No. 333-190002

PROSPECTUS

41,250,000 Shares

Brixmor Property Group Inc.

Common Stock

This is an initial public offering of shares of common stock of Brixmor Property Group Inc. We are offering all of the 41,250,000 shares of common stock to be sold in this offering.

The initial public offering price per share will be $20.00 per share. Prior to this offering there has been no public market for the common stock. Our common stock has been approved for listing, subject to official notice of issuance, on the New York Stock Exchange, or NYSE, under the symbol BRX .

Upon the completion of this offering, we will be a Maryland corporation. We have elected to qualify as a real estate investment trust, or REIT, for U.S. federal income tax purposes. Shares of our common stock are subject to limitations on ownership and transfer that are primarily intended to assist us in maintaining our qualification as a REIT. Our charter will contain certain restrictions relating to the ownership and transfer of our common stock, including, subject to certain exceptions, a 9.8% limit, in value or by number of shares, whichever is more restrictive, on the ownership of outstanding shares of our common stock and a 9.8% limit, in value, on the ownership of shares of our outstanding stock. See Description of Stock Restrictions on Ownership and Transfer.

After the completion of this offering, affiliates of The Blackstone Group L.P. will continue to own a majority of the voting power of shares eligible to vote in the election of our directors. As a result, we will be a controlled company within the meaning of the corporate governance standards of the NYSE. See Management Controlled Company Exception and Principal Stockholders.

See Risk Factors beginning on page 25 to read about factors you should consider before buying shares of common stock.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy of this prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Initial public offering price	$ 20.00	$ 825,000,000
Underwriting discount (1)	$ 1.00	$ 41,250,000
Proceeds, before expenses, to Brixmor Property Group Inc.	$ 19.00	$ 783,750,000

(1) Please see the section entitled Underwriting for a complete description of the compensation payable to the underwriters.

To the extent that the underwriters sell more than 41,250,000 shares of common stock, the underwriters have the option to purchase up to an additional 6,187,500 shares from us at the initial public offering price less the underwriting discount.

The underwriters expect to deliver the shares against payment in New York, New York on November 4, 2013.

BofA Merrill Lynch **Citigroup** **J.P. Morgan** **Wells Fargo Securities**

Barclays **Deutsche Bank Securities** **RBC Capital Markets** **UBS Investment Bank**

Blackstone Capital Markets **Baird** **Evercore** **KeyBanc Capital Markets** **Mitsubishi UFJ Securities**

PNC Capital Markets LLC **Sandler O Neill + Partners, L.P.** **Stifel** **SunTrust Robinson Humphrey**

Prospectus dated October 29, 2013.

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You should rely only on the information contained in this prospectus or in any free writing prospectus we may authorize to be delivered to you. Neither we nor the underwriters have authorized anyone to provide you with additional or different information. We and the underwriters are offering to sell, and seeking offers to buy, our shares only in jurisdictions where offers and sales thereof are permitted. The information in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of our shares.

Through and including November 23, 2013 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer s obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

In connection with this offering, certain investment funds affiliated with The Blackstone Group L.P. (together with such affiliates, Blackstone or our Sponsor) will contribute certain properties (the Acquired Properties) to us, and we will distribute certain properties that we have historically held in our portfolio (the Non-Core Properties) to our Sponsor as described in Organizational Structure IPO Property Transfers. We refer to these contributions and distributions as the IPO Property Transfers and to the properties we will own

immediately following the IPO Property Transfers as our IPO Portfolio. Unless the context requires otherwise, when describing our portfolio of properties throughout this prospectus, we are referring to our IPO Portfolio. Throughout this prospectus, Same Property Portfolio refers to all properties in the IPO Portfolio that we owned on February 28, 2011, when our Sponsor agreed to acquire us (the Sponsor Contract Date), and that we continue to own as of the date of this prospectus. The Same Property Portfolio does not include any of the Acquired Properties or the Non-Core Properties.

We refer to our Sponsor, funds affiliated with Centerbridge Partners, L.P. (Centerbridge) and the 17 members of our management, including Michael A. Carroll, our Chief Executive Officer, Michael V. Pappagallo, our President and Chief Financial Officer, Timothy Bruce, our Executive Vice President, Leasing and Redevelopment, Steven F. Siegel, our Executive Vice President, General Counsel & Secretary, Dean Bernstein, our Executive Vice President, Acquisitions and Dispositions, Steven A. Splain, our Executive Vice President, Chief Accounting Officer, and Carolyn Carter Singh, our Executive Vice President, Human Resources & Administration, in each case, who own shares of our common stock and shares of the common stock of our majority-owned subsidiary, BPG Subsidiary Inc. (BPG Subsidiary), and who will receive units in Brixmor Operating Partnership LP (our Operating Partnership) as part of the IPO Property Transfers as our pre-IPO owners.

Except where the context requires otherwise, references in this prospectus to Brixmor, we, our, us and the company refer to Brixmor Propert Group Inc., together with its consolidated subsidiaries. References to our common stock refer to the common stock, $0.01 par value per share, of Brixmor Property Group Inc.

In this prospectus:

annualized base rent, or ABR, as of a specified date means monthly base rent as of such date, under leases which have been signed or commenced as of the specified date multiplied by 12. Annualized base rent (i) excludes tenant reimbursements or expenses borne by the tenants, such as the expenses for real estate taxes and insurance and common area and other operating expenses, (ii) does not reflect amounts due per percentage rent lease terms, (iii) is calculated on a cash basis and differs from how we calculate rent in accordance with generally accepted accounting principles in the United States of America (GAAP) for purposes of our financial statements and (iv) does not include any ancillary income at a property;

ABR per sq. ft., or ABR/SF, is calculated as ABR divided by leased GLA, excluding ground leases;

blended lease spreads means combined spreads for new and renewal leases (including exercised options) on comparable leases;

community shopping center means a shopping center that we believe meets the International Council of Shopping Centers (ICSC) definition of community center. ICSC generally defines a community center as a shopping center with general merchandise or convenience-oriented merchandise. Although similar to a neighborhood center (as defined below), a community shopping center offers a wider range of apparel and other soft goods than a neighborhood center. Community centers range from 125,000 to 400,000 sq. ft. in GLA and are usually configured in a straight line as a strip and are commonly anchored by discount stores, supermarkets, drugstores and large specialty discount stores;

comparable leases include only those spaces that were occupied within the prior 12 months;

gross leasable area, or GLA, represents the total amount of property square footage that can generate income by being leased to tenants;

leased GLA includes the aggregate GLA of all leases in effect on a given date, including those that are fully executed but as to which the tenant has not yet opened for business and/or not yet commenced the payment of rent;

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LIBOR means London Interbank Offered Rate;

Metropolitan Statistical Area, or MSA, is defined by the United States Office of Management and Budget (OMB) as a region associated with at least one urbanized area that has a population of at least 50,000 and comprises the central county or counties containing the core, plus adjacent outlying counties having a high degree of social and economic integration with the central county or counties as measured through commuting;

neighborhood shopping center means a shopping center that we believe meets ICSC s definition of neighborhood center. ICSC generally defines a neighborhood center as a shopping center with offerings that are convenience-oriented. Neighborhood centers range from 30,000 to 125,000 sq. ft. in GLA and are generally anchored by a supermarket;

net operating income, or NOI, is a non-GAAP measure often used by real estate companies. We calculate NOI as total property revenues (minimum rent, percentage rents, and recoveries from tenants and other income) less direct property operating expenses (operating and maintenance and real estate taxes) from the properties owned by us. NOI excludes corporate level income (including management, transaction, and other fees). Other REITs may not calculate NOI in the same manner. Accordingly, our NOI may not be comparable to other REITs NOI. See Summary Summary Financial Information for information regarding our use of NOI, which is a non-GAAP financial measure;

NOI yield is calculated as projected NOI over incremental cost of a given redevelopment project;

occupancy or occupied, in reference to percentage of GLA that is leased, includes lease agreements that have been signed but not yet commenced;

PSF means per square foot (sq. ft.) of GLA;

redevelopment properties are properties with significant building improvements, repositioning or GLA expansion underway, where the investment is expected to have a significant favorable impact on marketability;

renewal leases includes expiring leases renewed with the same tenant or the exercise of options by tenants to extend the term of expiring leases. All other leases are categorized as new;

rent growth is calculated as ABR in the final year of the lease compared to ABR in the first year of the new lease. New lease spreads include only those spaces that were occupied within the prior 12 months. Renewal and option lease spreads include leases rolling over with the same tenant in the same location;

same property net operating income, or same property NOI, is a non-GAAP measure often used by real estate companies as a supplemental measure of operating performance. We calculate same property NOI as total property revenues (minimum rent, percentage rents, and recoveries from tenants and other income) less direct property operating expenses (operating and maintenance and real estate taxes) from the properties owned by us. NOI excludes corporate level income (including transaction and other fees), NOI related to properties held for sale, lease termination income, straight-line rent and amortization of above-/below-market leases of the same property pool from the prior year reporting period to the current year reporting period. Same property NOI includes all properties in the IPO Portfolio that were owned as of the end of both the current and prior year reporting periods and for the entirety of both periods, excluding properties classified as discontinued operations. See Summary Summary Financial Information for information regarding our use of same property NOI, which is a non-GAAP financial measure; and small shop space means space of less than 10,000 sq. ft. of GLA.

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The sums or percentages, as applicable, of certain tables and charts included in this prospectus may not foot due to rounding.

Except where the context requires otherwise, the information in this prospectus assumes no exercise by the underwriters of their option to purchase up to an additional 6,187,500 shares from us.

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SUMMARY

This summary does not contain all of the information that you should consider before investing in shares of our common stock. You should read the entire prospectus carefully before making an investment decision, especially the risks discussed under Risk Factors, Unaudited Pro Forma Financial Information, Management s Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and the related notes included elsewhere in this prospectus.

Brixmor

Brixmor is an internally-managed REIT that owns and operates the largest wholly-owned portfolio of grocery-anchored community and neighborhood shopping centers in the United States. Our IPO Portfolio is comprised of 522 shopping centers totaling approximately 87 million sq. ft. of gross leasable area (GLA). 521 of these shopping centers are 100% owned. Our high quality national portfolio is well diversified by geography, tenancy and retail format, with more than 70% of our shopping centers anchored by market-leading grocers. Our four largest tenants by annualized base rent (ABR) are The Kroger Co. (Kroger), The TJX Companies, Inc. (TJX Companies), Publix Super Markets, Inc. (Publix) and Wal-Mart Stores, Inc. (Walmart). Our community and neighborhood shopping centers provide a mix of necessity and value-oriented retailers and are primarily located in the top 50 Metropolitan Statistical Areas (MSA s), surrounded by dense populations in established trade areas. Our company is led by a proven management team that is supported by a fully-integrated, scalable retail real estate operating platform.

A number of trends and factors have driven, and we believe will continue to drive, our internal growth. Since February 28, 2011, when our Sponsor agreed to acquire us (the Sponsor Contract Date), for our Same Property Portfolio we have:

- increased occupancy for ten consecutive quarters on a year-over-year basis to 91.7% at June 30, 2013;
- increased our total ABR for 23 consecutive months through June 2013;
- executed 1,599 new leases for approximately 8.4 million sq. ft. of GLA;
- achieved positive new and renewal lease spreads over each of the past ten quarters, including 21% and 7%, respectively, in the six months ended June 30, 2013; and
- realized same property net operating income (NOI) growth for our Same Property Portfolio of 3.8% for the year ended December 31, 2012 and 4.2% for the six months ended June 30, 2013, in each case in comparison to the corresponding prior year period. Additional information regarding same property NOI of our Same Property Portfolio, including a reconciliation of same property NOI of our Same Property Portfolio to net income (loss), is included below in Summary Financial and Other Data.

We believe that our IPO Portfolio provides us with further opportunity for meaningful NOI growth over the coming years and that the key drivers of this growth will be a combination of occupancy increases across both our anchor (spaces of greater than or equal to 10,000 sq. ft. of GLA) and small shop (spaces of less than 10,000 sq. ft. of GLA) space, positive rent spreads from below-market in-place rents and significant near-term lease rollover, and the realization of embedded redevelopment opportunities.

Our Shopping Centers

Since the Sponsor Contract Date, we have improved the overall operating performance of our portfolio and have also significantly enhanced the quality of our shopping center portfolio through the IPO Property Transfers, other divestitures of other non-core assets and disciplined redevelopment.

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The following table provides summary information regarding our IPO Portfolio as of June 30, 2013.

Summary of IPO Portfolio

Number of shopping centers	522
Gross leasable area (sq. ft.)	86.7 million
Percent grocery-anchored shopping centers (1)	70%
Average shopping center GLA (sq. ft.)	166,170
Occupancy	92%
Average ABR/SF	$ 11.83
Percent of ABR in top 50 U.S. MSAs	63%
Average effective age (2)	14 years
Percent of grocer anchors that are #1 or #2 in their respective markets (3)	77%
Average sales per square foot of reporting grocers (PSF) (4)	$ 502
Average population density (5)	182,928
Average household income (5)	$ 78,103

(1) Based on total number of shopping centers.

(2) Effective age is calculated based on the year of the most recent redevelopment of the shopping center or based on year built if no redevelopment has occurred.

(3) References in this prospectus to grocer anchors that are #1 or #2 are based on a combination of industry sources and management estimates of market share in these grocers respective markets and include all grocers identified by management as specialty grocers. Of the 288 of 375 total grocer anchors that we have identified as #1 or #2, 177 (61%) are identified as having #1 or #2 market share by industry sources, 93 (32%) are specialty grocers and the remaining 18 (6%) are identified as having #1 or #2 market share based on management estimates where the industry sources utilized did not cover the relevant markets. Grocers that operate within a market under a shared banner but are owned by different parent companies and grocers that operate within a market under different banners but share a parent company are grouped as a single grocer.

(4) Year ended December 31, 2012. Reporting grocers represent 76% (286 of 375) of total grocers. We believe average sales PSF of reporting grocers is representative of the average sales PSF of total grocers, which include 24% (89 of 375) of total grocers that are not required by the terms of their leases to report sales data to us.

(5) Demographics based on five-mile radius and weighted by ABR. Based on U.S. Census information (June 2012).

Our Recent History

Since the Sponsor Contract Date, we have improved the overall operating performance of our portfolio, used our broader access to capital to significantly enhance the quality of our shopping center portfolio through capital investments and strengthened our overall operating platform. Additionally, we have executed significant divestitures of non-core assets over the last several years.

During the period of ownership under Centro Properties Group (Centro), our capital availability was constrained and limited to general upkeep at our shopping centers. We were unable to fund tenant improvements required for new leases, which severely limited our ability to attract and retain tenants and negatively impacted our occupancy rate. Since the Sponsor Contract Date, we have invested $339 million of primarily revenue-generating capital in our assets in order to both drive leasing and fund 43 value-creating redevelopment projects. Facilitated by this capital investment, since the Sponsor Contract Date we have executed 1,682 new leases in our IPO Portfolio for an aggregate of approximately 8.5 million sq. ft., including 192 new anchor leases for spaces of at least 10,000 sq. ft., of which 92 were new leases for spaces of at least 20,000 sq. ft. We believe that anchor leasing is a critical driver of further growth in our occupancy rate, as well as in leasing spreads for renewal leases.

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In addition, during 2012 and 2013, we optimized our operating structure, enhanced our management team and reduced our general and administrative expenses by consolidating our operations into three regions from a previous eight and centralizing our accounting functions into one office in suburban Philadelphia. We believe that our organizational structure is properly aligned to provide superior service to our tenants and to meet the requirements of being a publicly traded company. We do not depend on our Sponsor for any shared services.

Competitive Strengths

We believe the following strengths of our company differentiate us from other owners and operators of shopping centers in the United States and position us to execute on our business plan and growth strategies:

Pure Play, Wholly-Owned Portfolio Without Legacy Issues. We have constructed our IPO Portfolio through sales of shopping centers and the distribution of non-core assets, as well as the strategic selection of the Acquired Properties, with the goal of creating a portfolio that is (1) wholly-owned, (2) domestic only and (3) comprised of a single asset class of community and neighborhood shopping centers. Assets were selected for our IPO Portfolio based on growth potential, trade area and overall operating synergies.

Since 2005, we have sold or distributed 238 shopping centers, or 33% of the shopping centers originally acquired by Centro. The divested shopping centers were characterized by weaker average occupancies, demographics, grocer sales levels and tenant quality compared with our IPO Portfolio. Further, our Sponsor has invested additional capital of $339 million into the IPO Portfolio. In connection with this offering, our Sponsor is contributing 43 shopping centers to our IPO Portfolio, which have been managed by us since being acquired by our Sponsor in 2011 and 2012. These properties are located in markets where we already have a significant presence. The Acquired Properties are characterized by high average occupancies and high ABR/SF and are 86% grocery-anchored, including 20 Publix-anchored shopping centers. The following chart provides summary statistics of our IPO Portfolio as compared to (1) the shopping centers Centro acquired to build its U.S. portfolio, (2) properties eliminated from Centro s portfolio, including the Non-Core Properties, (3) the Same Property Portfolio and (4) the Acquired Properties:

	Centro Portfolio (1)	Properties Sold (2)	Non-Core Properties (3)	=	Same Property Portfolio (3)	+	Acquired Properties (3)	=	IPO Portfolio (3)
Number of shopping centers	717	193	45		479		43		522
Occupancy	87%	81%	69%		92%		90%		92%
Average ABR/SF	$ 10.80	$ 9.23	$ 6.65		$ 11.72		$ 13.78		$ 11.83
Percent grocery-anchored (4)	58%	39%	24%		69%		86%		70%
Average sales PSF of reporting grocers (5)	$ 459	$ 358	$ 296		$ 504		$ 485		$ 502

(1) For properties owned by us as of June 30, 2013, information is presented as of June 30, 2013, except that average sales of reporting grocers reflect tenant-reported information for the year ended December 31, 2012. For properties no longer owned by us as of June 30, 2013, information is that which was most recently available to us before the dates of the sale of the relevant properties, except that average sales of reporting grocers reflect the last tenant-reported information before the dates of the sale of the relevant properties.

(2) Information is presented based on information as of the dates of the sale of the relevant properties, except that average sales of reporting grocers reflect the last tenant-reported information before the dates of the sale of the relevant properties.

(3) As of June 30, 2013, except that average sales of reporting grocers reflect tenant-reported information for the year ended December 31, 2012.

(4) Based on total number of shopping centers owned.

(5) Average sales PSF of reporting grocers is derived from sales data provided to us by the relevant grocer. In the Centro Portfolio, Properties Sold, Non-Core Properties, Same Property Portfolio, Acquired Properties and IPO Portfolio, reporting grocers represented 74% (315 of 425), 70% (53 of 76), 100% (11 of 11), 74% (251 of 338), 95% (35 of 37) and 76% (286 of 375), respectively, of total grocers.

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We currently do not expect to execute a meaningful number of property sales in the foreseeable future, with future dispositions dictated by changes in market or property conditions. As such, our management will be able to focus on optimizing returns from our IPO Portfolio without the distraction that would otherwise accompany the execution of major property dispositions.

In addition, we believe that we have taken advantage of our time as a private company to position ourselves with our IPO Portfolio and with an efficient operating and management infrastructure to support it. As a publicly traded company we do not expect to face the legacy issues that many of our peers face as a result of the global financial crisis and strategic plan modifications, such as significant non-core asset sales, unresolved land owned and being held for potential future development (land banks), stalled new developments, resolving of joint ventures and operating platform modifications.

Embedded Internal Growth Opportunity. Our Same Property Portfolio delivered same property NOI growth of 3.8% and 4.2% during the year ended December 31, 2012 and the six months ended June 30, 2013, respectively, which exceeded the peer average of 3.2% and 3.5% for the year ended December 31, 2012 and the six months ended June 30, 2013, respectively, in each case in comparison to the corresponding prior year period. We believe that we are well-positioned to continue to deliver meaningful same property NOI growth over the next several years. We expect such growth to be driven by a combination of occupancy increases across both our anchor and small shop space, the capture of positive rent spreads from below-market in-place rents and significant near-term lease rollover, through contractual rent increases and redevelopment efforts.

Since the Sponsor Contract Date, we have grown occupancy at our Same Property Portfolio from 90.1% to 91.7% at June 30, 2013. We continue to experience strong leasing momentum and, as of June 30, 2013, our IPO Portfolio contained 283 anchor and small shop leases that were signed but not yet commenced, representing approximately $21 million of contractually obligated ABR, which we expect to predominantly realize by the first half of 2014.

Since the Sponsor Contract Date, we have executed 192 new anchor leases for spaces of at least 10,000 sq. ft., including 92 new leases for spaces of at least 20,000 sq. ft., increasing overall anchor occupancy to 96% as of June 30, 2013. We believe that the commencement of anchor space leases drives strong new and renewal lease spreads and, because it enables us to lease additional small shop space, is instrumental to long-term small shop occupancy gains and NOI growth. Occupancy improved 2.2% during the 12 months ended June 30, 2013 for small shop spaces in shopping centers with at least one anchor commencement in the prior 12 months.

We believe our above-average lease expiration schedule, as compared to our historic annual expirations, with below-market expiring rents will enable us to renew leases or sign new leases at higher rates. During the 12 months ended June 30, 2013, we signed new and renewal leases in our IPO Portfolio at an average ABR/SF of $12.44. As we move forward into 2014 and through 2016, expiring rents will be lower on average than expiring rents in 2013. Twelve percent of our leased GLA expires in 2014, 15% in 2015 and 14% in 2016, with an average expiring rent of $10.91 per sq. ft. This represents a significant near-term opportunity to mark a substantial percentage of the IPO Portfolio to market. We would expect leasing spreads to widen over time as market rents continue to grow.

Finally, our leases generally provide for contractual rent increases which average 1.1% annually across the portfolio. In addition, our leases generally include tenant reimbursements for common area costs, insurance and real estate taxes. Certain leases also provide for additional rental payments based on a percentage of tenant sales.

High Quality, Grocery-Anchored Asset Base Primarily Located in Top 50 MSAs. Our shopping centers are predominantly located in in-fill locations within established trade areas across the top 50 MSAs in the United States by population, with 63% of the ABR of our IPO Portfolio as of June 30, 2013 derived from these MSAs. Key areas of geographic concentration include the major MSAs of New York (6.1% of ABR); Philadelphia (5.8% of ABR); Houston (5.3% of ABR); Chicago (4.8% of ABR) and Dallas (4.3% of ABR). We believe that such geographic concentration allows for economies of scale and provides market leverage. The shopping centers in our IPO Portfolio were initially built an average of 30 years ago (although the average effective age based on the year of the most recent redevelopment of the shopping center or year built is 14 years), which reflects the in-fill nature of our shopping centers in established trade areas with the appropriate ratio of anchor to small shop GLA. MSAs in which our shopping centers are located have characteristics that result in premium rents and high occupancy levels compared to other real estate markets in the United States. In particular, we believe these trade areas have, and will maintain over time, significant barriers to entry, such as limited opportunities and high costs for new development. Additionally, these markets have diversified and established tenant bases and are characterized by strong economic fundamentals.

Seventy percent of our portfolio is anchored by market-leading grocers, providing resilient consumer traffic to our shopping centers, with additional anchors being national and regional discount and general merchandise retailers. The top five grocers leasing space from us accounted for 10% of the total ABR of our IPO Portfolio as of June 30, 2013 and overall, grocers are the largest of all our tenant category types. During 2012, based on data provided to us by our tenants, our reporting grocer tenants had average sales of $502 PSF, which is 33% above the average U.S. grocer sales PSF. Additionally, 77% of our grocer anchors ranked as the #1 or #2 grocer based on a combination of industry sources and management estimates of market share in their respective markets.

In addition, we believe that our shopping centers located outside of the top 50 MSAs are among the strongest centers in their respective markets based on their locations in prominent retail corridors, merchandise mix and physical condition. These properties were on average 92% occupied and 72% grocery-anchored at June 30, 2013. Eighty percent of these grocery-anchored centers located outside of the top 50 MSAs were anchored by the #1 or #2 grocer, based on a combination of industry sources and management estimates of market share in their respective markets, with strong sales of $497 PSF, according to the most recent tenant-reported data.

High Anchor Space Ownership. As of June 30, 2013, we owned 84% of our anchor spaces greater than or equal to 35,000 sq. ft., which we believe is substantially greater than other large publicly traded owners of community and neighborhood shopping centers. These spaces accounted for 42% of our total GLA and 31% of our ABR and primarily include retailers such as Ahold USA, Inc., Publix, Kroger and Walmart. We believe our focus on anchor space ownership provides us with important operational control in the positioning of our shopping centers in the event an anchor ceases to operate and provides flexibility in working with new and existing anchor tenants as they seek to expand or reposition their stores.

At June 30, 2013, the average ABR/SF of our IPO Portfolio was $11.83, with the average ABR/SF of spaces less than 35,000 sq. ft. at $14.26 and of spaces greater than or equal to 35,000 sq. ft. at $8.53. As these greater than or equal to 35,000 sq. ft. leases expire, we expect to generate positive rent increases on these spaces. Twenty-one leases for spaces greater than or equal to 35,000 sq. ft. will expire with no remaining options between July 1, 2013 and December 31, 2016 at an average ABR/SF of $4.70. The total GLA represented by these leases is approximately 1.3 million sq. ft., representing a significant opportunity to increase rents to market rates.

Redevelopment Expertise. We have been a top redeveloper over the past decade, according to Chain Store Age magazine, having completed projects totaling approximately $1 billion since January 1, 2003. Since the Sponsor Contract Date, we have completed 43 redevelopment projects consisting primarily of anchor re-tenanting or repositioning, for a total cost of $129 million with a targeted NOI yield of approximately 18%. The average cost per project completed since the Sponsor Contract Date is approximately $3 million, with an average time to completion of 11 months. We currently have 23 active anchor projects, with an expected aggregate cost of $93 million and a targeted NOI yield of 15%. Given the continual evolution of retailer concepts and store prototypes, as well as the lack of significant new development in the United States, we expect to maintain our current pace of anchor related projects over the foreseeable future. We believe anchor repositioning is critical to

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the success of our company, as it provides incremental growth in NOI, drives small shop leasing, improves the value and quality of our shopping centers and increases consumer traffic. At shopping centers in our IPO Portfolio where we have completed a redevelopment during either the year ended December 31, 2012 or the six months ended June 30, 2013, occupancy has increased on average 7.5% in comparison to the year ended December 31, 2011.

Expansive Retailer Relationships. We own and operate the largest wholly-owned portfolio of community and neighborhood shopping centers in the United States. We believe that, given the scale of our asset base and our nationwide footprint, we have a competitive advantage in supporting the growth plans of the nation s largest retailers. We are committed to helping our retailers meet their real estate needs through creative leasing strategies, property management capabilities and redevelopment expertise. We believe that we are the largest landlord by GLA to Kroger and TJX Companies, as well as a key landlord to all major grocers and most major retail category leaders. We believe that our strong relationships with leading retailers afford us insight into their strategies and priority access to their expansion plans, enabling us to efficiently provide these retailers with space in multiple locations, often pursuant to a uniform lease form. Our role as a leading landlord to these retailers makes us an important counterparty to them.

Proven Fully-Integrated Operating Platform. We operate with a fully-integrated, comprehensive platform including approximately 475 employees both leveraging our national presence and demonstrating our commitment to a regional and local presence. We provide our tenants with personalized service through our network of three regional offices in Atlanta, Chicago and Philadelphia, as well as via 12 leasing and property management satellite offices throughout the country. Each regional office is responsible for the day-to-day property-level operations and decision-making for shopping centers in its area, including leasing, property management and maintenance, as well as any related legal, construction or redevelopment efforts. We believe that this strategy enables us to obtain critical market intelligence and to benefit from the regional and local expertise of our workforce. Through our complementary in-house disciplines, we are able to consistently maintain high standards and levels of service at the operational and property level. In addition to our network of local and regional offices, we maintain centralized corporate and accounting functions, which drive efficiency, consistency and commonality in operations and reporting.

Experienced Management with Interests Aligned with Stockholders. Senior members of our management team are proven real estate operators with deep industry expertise and retailer relationships and have an average of 25 years of experience in the real estate industry and an average tenure of 13 years with the company. The majority of our seven member executive team has a long history with our IPO Portfolio, including having managed our business through a number of economic cycles. Our management team, led by Michael Carroll and Michael Pappagallo, is familiar with market conditions and investment opportunities in the major markets in which we operate and has extensive and long-standing business relationships with tenants, brokers and vendors established through many years of transactional experience, as well as significant expertise in redevelopment, which we believe will enhance our growth prospects. We believe that the extensive operating expertise of our management team enables us to maintain focused leasing programs, active asset and property management and first-class tenant service.

Our senior management team also has extensive capital markets and balance sheet management experience. Our management team has completed a large volume of capital transactions over the last two years. In addition, all members of our senior management team have extensive public company experience either with a predecessor company or with another publicly traded U.S. shopping center REIT.

The interests of our senior management team are highly aligned with those of our stockholders. As described in Organizational Structure Our Organizational Structure, our management team collectively owns approximately 1.3% of the Outstanding Brixmor Interests that will be outstanding after the completion of this offering and the IPO Property Transfers. In addition, we intend to continue to utilize equity-based compensation as part of our compensation program after this offering.

Our Business and Growth Strategies

Our primary objective is to maximize total returns to our stockholders through a combination of growth and value-creation at the asset level supported by stable cash flows. We seek to achieve this through ownership of a large high quality, diversified portfolio of primarily grocery-anchored community and neighborhood shopping centers. We intend to pursue the following strategies to achieve this objective:

Leveraging our Operating Expertise to Proactively Lease and Manage our Assets. We proactively manage our shopping centers with an emphasis on driving high occupancy rates with a solid base of nationally and regionally recognized tenants that generate substantial daily traffic. Our expansive relationships with leading retailers afford us early access to their strategies and expansion plans, as well as to their senior management. We believe these relationships, combined with the national breadth and scale of our portfolio, give us a competitive advantage as a key landlord able to support the real estate strategies of our diverse landscape of retailers. Our operating platform, along with the corresponding regional and local market expertise, enables us to efficiently capitalize on market and retailing trends. We also seek opportunities to refurbish, renovate and redevelop existing shopping centers, as appropriate, including expanding or repositioning existing tenants.

We direct our leasing efforts at the corporate level through our national accounts team and at the regional level through our field network. We believe this strategy enables us to provide our national and regional retailers with a centralized, single point of contact, facilitates reviews of our entire shopping center portfolio and provides for standardized lease templates that streamline the lease execution process, while also accounting for market-specific trends.

Capitalizing on Below-Market Expiring Leases. Our focus is to unlock opportunity and create value at the asset level and increase cash flow by increasing rental rates through the renewal of expiring leases or re-leasing of space to new tenants with limited downtime. As part of our targeted leasing strategy, we constantly seek to maximize rental rates and improve the tenant quality and credit profile of our portfolio. We believe our above-average lease expiration schedule, as compared to our historic annual expirations, with below-market expiring rents will enable us to renew leases or sign new leases at higher rates. As we move forward into 2014 and through 2016, expiring rents will be lower on average than expiring rents in 2013. During 2012, we experienced new lease rent spreads for the IPO Portfolio of 20.4% and blended lease spreads of 6.1%. Strong performance continued in the first six months of 2013, with new lease rent spreads of 21.4% and blended lease spreads of 8.0%. We believe that this performance will continue given our future expiration schedule of 12% of our leased GLA in 2014, 15% in 2015 and 14% in 2016, with an average expiring ABR/SF of $10.91 compared to an average ABR/SF of $12.44 for new and renewal leases signed during the 12 months ended June 30, 2013. This represents a significant near-term opportunity to mark a substantial percentage of the IPO Portfolio to market.

Pursue Value-Creating Redevelopment Opportunities. We evaluate our portfolio on an ongoing basis to identify value-creating redevelopment opportunities. These efforts are tenant-driven and focus on renovating, re-tenanting and repositioning assets and generally present higher risk-adjusted returns than new developments. Potential new projects include value-creation opportunities that have been previously identified within our portfolio, as well as new opportunities created by the lack of meaningful community and neighborhood shopping center development in the United States. We may occasionally seek to acquire non-owned anchor spaces and land parcels at, or adjacent, to our shopping centers in order to facilitate redevelopment projects. As a result of the historically low number of new shopping center developments in the United States, redevelopment opportunities are critical in allowing us to meet space requirements for new store growth and accommodate the evolving prototypes of our retailers.

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During 2012, we completed 24 redevelopment projects in our IPO Portfolio, with average targeted NOI yields of 19%. The aggregate cost of these projects was approximately $65 million. During the six months ended June 30, 2013, we completed 14 redevelopment projects in our IPO Portfolio, with average targeted NOI yields of 18% and an aggregate cost of approximately $50.2 million. We expect average targeted NOI yields of 15% and an aggregate cost of $93 million for our 23 currently active redevelopment projects. The average cost per redevelopment project completed since the Sponsor Contract Date is approximately $3 million, with an average time to completion of 11 months. We expect to continue to expand the number of redevelopment projects over time and intend to fund these efforts through cash from operations.

Portfolio Diversification. We seek to achieve diversification by the geographic distribution of our shopping centers and the breadth of our tenant base and tenant business lines. We believe this diversification serves to insulate us from macro-economic cycles and reduces our exposure to any single market or retailer.

The shopping centers in our portfolio are strategically located across 38 states and throughout more than 175 MSAs, with 63% of our ABR derived from shopping centers located in the top 50 MSAs with no one MSA accounting for more than 6.1% of our ABR, in each case as of June 30, 2013.

In total, we have approximately 5,400 diverse national, regional and local retailers with approximately 9,300 leases in our IPO Portfolio. As a result, our 10 largest tenants accounted for only 18% of our ABR, and our two largest tenants, Kroger and TJX Companies, each accounted for only 3.3% of our ABR, in each case, as of June 30, 2013. Our largest shopping center represents only 1.5% of our ABR as of June 30, 2013.

Flexible Capital Structure Positioned for Growth. Our initial capital structure provides us with financial flexibility and capacity to fund our current growth capital needs, as well as future opportunities. We believe the recent completion of our $2.75 billion unsecured credit facility (the Unsecured Credit Facility) with a lending group comprised of top-tier financial institutions demonstrates our ability to access cost effective debt capital, provides us the opportunity to repay significant amounts of currently higher cost secured debt and gives us additional flexibility to further improve our financial position. We believe that the Unsecured Credit Facility is the largest ever debut credit facility in the REIT industry. We anticipate that we will have $1,066.6 million of undrawn capacity under the Unsecured Credit Facility upon completion of this offering after giving effect to the use of proceeds therefrom.

We believe that becoming a publicly traded company will further enhance our access to multiple forms of capital, including follow-on offerings of our common stock, unsecured corporate level debt, preferred equity and additional credit facilities, which will provide us with a competitive advantage over smaller, more highly leveraged or privately-held shopping center companies.

We intend to continue to enhance our financial and operating flexibility through ongoing reduction of our secured debt over time and to pursue an investment grade credit rating with the major credit rating agencies.

Recent Developments

Our IPO Portfolio has continued to grow in recent months. Total occupancy of our IPO Portfolio increased from 91.6% at June 30, 2013 to 92.1% with total ABR/SF of $11.87 at September 30, 2013. Year to date through September 30, 2013, we have executed 588 new leases for approximately 2.6 million sq. ft. of GLA and have achieved positive blended lease spreads of 9%, including new and renewal lease spreads of 32% and 7%, respectively. For the quarter ended September 30, 2013, we have executed 217 new leases for approximately 975,000 sq. ft. of GLA and have achieved positive blended lease spreads of 12%, including new and renewal lease spreads of 51% and 8%, respectively. At September 30, 2013, our IPO portfolio contained 267 leases that were signed but not yet commenced, representing approximately $23 million of contractually obligated ABR. Additionally, as of September 30, 2013, we have 188 new leases in our IPO Portfolio pipeline totaling 1.3 million sq. ft. of GLA with an average ABR/SF of $14.57.

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Industry Overview

Rosen Consulting Group (RCG), a nationally recognized real estate consulting firm, anticipates that continued improvements in consumer and business confidence will drive demand for domestic goods and services in the medium term. RCG believes that these factors should stimulate personal consumption, fueling strong gross domestic product (GDP) growth and lead to increased retail sales and restaurant visits. Increased confidence is expected in all income groups going forward, which should form the basis for a broad-based increase in consumer spending and improvements in retail market fundamentals. Retailer demand for space should increase as job creation and population growth spur increased sales of necessity goods, housing-related products, and discretionary items. Category killers, large retail chain stores that are dominant in their product categories, should be among the strongest performers going forward, leading to rapid income growth in community and neighborhood centers and regional mall properties where category killers function as anchor tenants. Grocery-anchored centers should also extend strong performance, as consumer foot traffic increases in centers that provide both necessities and discretionary items. RCG projects that a limited amount of new retail development will be delivered in the next five years, allowing for tightening market conditions and the potential for increased rents.

Private-sector job creation is outpacing the growth of the labor force, resulting in a decreasing trend in the unemployment rate and boosting consumer confidence. RCG expects job creation to drive the unemployment rate from 7.5% as of April 2013 to 7.1% by year-end 2013 and into the high-5% range in the medium term. Employment growth in the top 50 MSAs should outpace the national average during this period. In conjunction with improvements in business and consumer confidence, increased private-sector hiring is driving income growth and increased personal consumption expenditures, which comprise more than 70% of GDP. In the first quarter of 2013, real personal consumption expenditures, including services, increased by 2.1%, marking the 13th consecutive quarter of year-over-year growth. Rising disposable income should boost consumer spending and lead to increased retail sales in the coming years. The economic recovery is also fueling more rapid population growth and household formation. Many of the new households formed will be in dense, urban submarkets, driving increased population density. As the number of U.S. residents and households increases, so will the demand for consumer goods and retail sales.

Job creation and rising consumer confidence propelled retail sales growth in recent years, after a sharp pullback in consumer spending during the recession. Excluding automobile sales, nominal retail sales surpassed the prior annual peak in 2011 at $3.8 trillion. In 2012, this figure increased by 4.8% to $4.0 trillion. Consumer discretionary spending has rebounded robustly in recent years. Beginning in late 2010, the year-over-year increase in real consumer discretionary spending ranged from 2% to 4% per month, most recently reaching 2.9% in April 2013. Year-over-year in March 2013, retail inventories increased by 7.0% to more than $522 billion from a recessionary low of $423 billion in August 2009. By 2017, RCG expects fourth quarter retail sales excluding autos to approach $1.2 trillion.

RCG expects construction to gradually increase as vacant space is absorbed. Much of the excess space built leading up to the recession will need to be absorbed before developers undertake major new projects and significantly increase supply. With new supply constrained between 2013 and 2017, RCG expects that increasing retailer demand for space stimulated by rising retail sales as a result of the strengthening economy and housing market will drive the vacant space to pre-recession levels.

The combination of gradually strengthening tenant demand, limited new supply coming online, and removal or repurposing of outdated stock has caused the community and neighborhood centers space availability rate to decline from its recession-era high. The tenant retention rate at May 2013 increased for all types of retail properties from recessionary lows. Consequently, the community and neighborhood centers space availability rate tightened to 12.7% in 2012 from a peak of 13.1% in 2011. Looking forward, RCG predicts a slow, steady decline in the community and neighborhood centers space availability rate to 10.0% in 2017. The accelerating tenant demand will be concentrated in existing centers while the supply pipeline remains low. Increased retail sales should boost retailer confidence and tenant expansion activity, particularly in regions with positive economic and demographic fundamentals.

Well-positioned community and neighborhood centers outperformed in terms of rent growth during 2012, as rising sales and productivity increased tenant competition for space in these properties. Grocery-anchored properties, in particular, were relatively resilient during the recession and initial years of the recovery. On average, community and neighborhood center rental rates increased by 1.7% in 2012. Tightening rental market conditions and improving retailer confidence should allow landlords to raise asking rental rates for retail space in the coming years. Looking forward, community and neighborhood centers should outperform other types of real estate, with average annual rent growth of 2.7% from 2013 to 2016. Grocery-anchored community and neighborhood shopping centers should outperform the broader category, with even stronger rent growth.

Organizational Structure

IPO Property Transfers. In connection with this offering, we will effect the IPO Property Transfers described in greater detail in Organizational Structure IPO Property Transfers, whereby certain investment funds affiliated with our Sponsor will contribute certain properties (the Acquired Properties) to us, and we will distribute certain properties that we have historically held in our portfolio (the Non-Core Properties) to our pre-IPO owners. We refer to these contributions and distributions as the IPO Property Transfers and to the properties we will own immediately following the IPO Property Transfers as our IPO Portfolio. Unless the context requires otherwise, when describing our portfolio of properties throughout this prospectus, we are referring to our IPO Portfolio.

Our Organizational Structure. All of our assets are held, and our operations conducted, by Brixmor Operating Partnership LP, our Operating Partnership. We own and control our Operating Partnership indirectly through our majority-owned subsidiary, BPG Subsidiary Inc., or BPG Subsidiary. Brixmor OP GP LLC, a wholly-owned subsidiary of BPG Subsidiary, serves as the sole general partner of our Operating Partnership.

In addition to owning shares of our common stock, our pre-IPO owners also own shares in BPG Subsidiary, which we refer to as BPG Subsidiary Shares, and, following the IPO Property Transfers, will own common units of partnership interest in our Operating Partnership, which we refer to as OP Units. Following this offering, holders of BPG Subsidiary Shares (other than Brixmor Property Group Inc.) may exchange their BPG Subsidiary shares for shares of our common stock on a one-for-one basis subject to customary conversion rate adjustments for splits, share dividends and reclassifications or, at our election, for cash based upon the market value of an equivalent number of shares of our common stock. In addition, following this offering, holders of OP Units (other than Brixmor Property Group Inc., BPG Subsidiary or its wholly-owned subsidiary, which is the general partner of our Operating Partnership) may redeem their OP Units for cash based upon the market value of an equivalent number of shares of our common stock or, at our election, exchange their OP Units for shares of our common stock on a one-for-one basis subject to customary conversion rate adjustments for splits, unit distributions and reclassifications. We refer to shares of our common stock, the BPG Subsidiary Shares and the OP Units, collectively, as Brixmor Interests. We use the term Outstanding BPG Subsidiary Shares to refer to the BPG Subsidiary Shares held by persons other than Brixmor Property Group Inc. and to the term Outstanding OP Units to refer to the OP Units not held by Brixmor Property Group Inc., BPG Subsidiary or its wholly-owned subsidiary. We use the term Outstanding Brixmor Interests to refer, collectively, to the outstanding shares of our common stock, the Outstanding BPG Subsidiary Shares and the Outstanding OP Units.

Brixmor Property Group Inc. owns a majority of the BPG Subsidiary Shares outstanding. Accordingly, through its power to elect all of BPG Subsidiary s directors, Brixmor Property Group Inc. operates and controls

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all of the business and affairs of BPG Subsidiary and consolidates the financial results of BPG Subsidiary and its consolidated subsidiaries, including our Operating Partnership. The ownership interest of the minority stockholders of BPG Subsidiary is reflected as a non-controlling interest in Brixmor Property Group Inc. s consolidated financial statements.

After the completion of this offering and the IPO Property Transfers, BPG Subsidiary will own a majority of the OP Units of our Operating Partnership outstanding, and its wholly-owned subsidiary, Brixmor OP GP LLC, will serve as the sole general partner of our Operating Partnership. Accordingly, BPG Subsidiary will operate and control all of the business and affairs of our Operating Partnership and consolidates the financial results of our Operating Partnership and its consolidated subsidiaries. The ownership interest of the holders of OP Units to be held by our pre-IPO owners will also be reflected as a non-controlling interest in Brixmor Property Group Inc. s consolidated financial statements.

The following diagram depicts our organizational structure and equity ownership immediately following this offering. This chart is provided for illustrative purposes only and does not show all of our legal entities or ownership percentages of such entities. For additional details, see Organizational Structure.

(1) BPG Subsidiary owns a portion of its interest in our Operating Partnership through Brixmor OP GP LLC, a wholly-owned subsidiary of BPG Subsidiary that serves as the sole general partner of our Operating Partnership.

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Our Sponsor

Blackstone (NYSE: BX) is one of the world s leading investment and advisory firms. Blackstone s alternative asset management businesses include the management of corporate private equity funds, real estate funds, hedge fund solutions, credit-oriented funds and closed-end mutual funds. Blackstone also provides various financial advisory services, including financial and strategic advisory, restructuring and reorganization advisory and fund placement services. Through its different businesses, Blackstone had total assets under management of approximately $230 billion as of June 30, 2013. Blackstone s global real estate group is the largest private equity real estate manager in the world with $64 billion of investor capital under management as of June 30, 2013.

Summary Risk Factors

Investing in our common stock involves substantial risks, and our ability to successfully operate our business is subject to numerous risks, including those that are generally associated with operating in the real estate industry. Some of the more significant challenges and risks include the following:

- adverse global, national and regional economic, market and real estate conditions may adversely affect our performance;
- we face considerable competition in the leasing market and may be unable to renew leases or re-lease space as leases expire;
- we face considerable competition for the tenancy of our leases and the business of retail shoppers;
- our performance depends on the collection of rent from the tenants at the properties in our portfolio, those tenants financial condition and the ability of those tenants to maintain their leases;
- real estate property investments are illiquid, and it may not be possible to dispose of assets when appropriate or on favorable terms;
- we utilize a significant amount of indebtedness in the operation of our business;
- we may be unable to obtain financing through the debt and equity markets;
- our cash flows and operating results could be adversely affected by required payments of debt or related interest and other risks of our debt financing;
- mortgage debt obligations expose us to the possibility of foreclosure, which could result in the loss of our investment in a property or group of properties subject to mortgage debt;
- covenants in our debt agreements may restrict our operating activities and adversely affect our financial condition;
- current and future redevelopment or real estate property acquisitions may not yield expected returns;

- an uninsured loss on properties or a loss that exceeds the limits of our insurance policies could result in a loss of our investment or related revenue in our portfolio;
- our real estate assets may be subject to impairment charges;
- we are controlled by our Sponsor;
- our Sponsor exercised influence with respect to the terms of the IPO Property Transfers; and
- if we do not maintain our qualification as a REIT, we will be subject to tax as a regular corporation and could face a substantial tax liability.

Before you participate in this offering, you should carefully consider all of the information in this prospectus, including matters set forth under the heading Risk Factors.

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Distribution Policy

The Internal Revenue Code of 1986, as amended (the Code), generally requires that a REIT distribute annually at least 90% of its REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gains, and imposes tax on any taxable income retained by a REIT, including capital gains. To satisfy the requirements for qualification as a REIT and generally not be subject to U.S. federal income and excise tax, we intend to make regular quarterly distributions of all or substantially all of our REIT taxable income to holders of our common stock out of assets legally available for such purposes. Our future distributions will be at the sole discretion of our board of directors.

To the extent we are prevented by provisions of our financing arrangements or otherwise from distributing 100% of our REIT taxable income or otherwise do not distribute 100% of our REIT taxable income, we will be subject to income tax, and potentially excise tax, on the retained amounts. If our operations do not generate sufficient cash flow to allow us to satisfy the REIT distribution requirements, we may be required to fund distributions from working capital, borrow funds, sell assets or reduce such distributions. Our board of directors reviews the alternative funding sources available to us from time to time.

REIT Qualification

We made a tax election to be treated as a REIT for U.S. federal income tax purposes commencing with our taxable year ended December 31, 2011 and expect to continue to operate so as to qualify as a REIT. So long as we qualify as a REIT, we generally will not be subject to U.S. federal income tax on net taxable income that we distribute annually to our stockholders. In order to qualify as a REIT for U.S. federal income tax purposes, we must continually satisfy tests concerning, among other things, the real estate qualification of sources of our income, the composition and values of our assets, the amounts we distribute to our stockholders and the diversity of ownership of our stock. In order to comply with REIT requirements, we may need to forego otherwise attractive opportunities and limit our expansion opportunities and the manner in which we conduct our operations. See Risk Factors Risks Related to our REIT Status and Certain Other Tax Items.

Restrictions on Ownership of our Stock

Subject to certain exceptions, our charter will provide that no person may own, or be deemed to own by virtue of the attribution provisions of the Code, more than 9.8% (in value or by number of shares, whichever is more restrictive) of our outstanding common stock or more than 9.8% in value of our outstanding stock, which we refer to as the ownership limit, and will impose certain other restrictions on ownership and transfer of our stock. We expect that, upon completion of this offering, our board of directors will grant an exemption from the ownership limit to our Sponsor and its affiliates.

Our charter will also prohibit any person from, among other things:

- owning shares of our stock that would result in our being closely held under Section 856(h) of the Code or otherwise cause us to fail to qualify as a REIT;

- transferring shares of our stock if the transfer would result in shares of our stock being beneficially owned by fewer than 100 persons; and

- beneficially owning shares of our stock to the extent such ownership would result in our failing to qualify as a domestically controlled qualified investment entity within the meaning of Section 897(h) of the Code.

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Any attempted transfer of our stock which, if effective, would result in violation of the above limitations or the ownership limit (except for a transfer which results in shares being owned by fewer than 100 persons, in which case such transfer will be void and of no force and effect and the intended transferee shall acquire no rights in such shares) will cause the number of shares causing the violation, rounded up to the nearest whole share, to be automatically transferred to a trust for the exclusive benefit of one or more charitable beneficiaries designated by us, and the intended transferee will not acquire any rights in the shares.

These restrictions are intended to assist with our REIT compliance under the Code and otherwise to promote our orderly governance, among other purposes. See Description of Stock Restrictions on Ownership and Transfer.

Brixmor Property Group Inc. (formerly known as BRE Retail Parent Inc.) was incorporated in Delaware on May 27, 2011 and changed its name to Brixmor Property Group Inc. on June 17, 2013. Prior to the completion of this offering, we intend to change the jurisdiction of incorporation of Brixmor Property Group Inc. to Maryland. Our principal executive offices are located at 420 Lexington Avenue, New York, New York 10170, and our telephone number is (212) 869-3000.

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The Offering

Common stock offered	41,250,000 shares (plus up to an additional 6,187,500 shares at the option of the underwriters).
Common stock outstanding after this offering	223,492,460 shares.
Common Stock outstanding after this offering assuming exchange of all Outstanding BPG Subsidiary Shares and all Outstanding OP Units	298,033,258 shares.
Use of proceeds	Brixmor Property Group Inc. will contribute the net proceeds of this offering to BPG Subsidiary in exchange for a number of BPG Subsidiary Shares that is equal to the number of shares of common stock that we issue to investors in this offering. BPG Subsidiary will contribute its receipts from this contribution to our Operating Partnership in exchange for a number of OP Units that is equal to the number of BPG Subsidiary Shares that BPG Subsidiary issues to Brixmor Property Group Inc.
	Our Operating Partnership will primarily use the net proceeds from this offering to repay approximately $699.7 million of outstanding borrowings under the revolving portion of our Unsecured Credit Facility. We will also use approximately $74.0 million of net offering proceeds as described in note (G) under Unaudited Pro Forma Financial Information.
	Affiliates of certain of the underwriters are lenders under our Unsecured Credit Facility, which we intend to repay in part with the net proceeds of this offering, and accordingly will receive a portion of the net proceeds of this offering. See the section entitled Underwriting.
Listing	Our common stock has been approved for listing, subject to official notice of issuance, on the NYSE under the symbol BRX .

In this prospectus, unless otherwise indicated, the number of shares of common stock outstanding and the other information based thereon does not reflect:

58,663,007 shares issuable upon exchange of 58,663,007 Outstanding BPG Subsidiary Shares (including shares that will be received by management in conjunction with the conversions of previously issued compensation interests);

15,877,791 shares issuable upon exchange of 15,877,791 Outstanding OP Units (including units that will be received by management in conjunction with the conversions of previously issued compensation interests) that will be issued in connection with our acquisition from our Sponsor of interests in certain properties as described in Organizational Structure IPO Property Transfers.

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6,187,500 shares issuable upon exercise of the underwriters option to purchase additional shares of our common stock from us; or

15,000,000 shares of our common stock issuable pursuant to the 2013 Brixmor Property Group Inc. Omnibus Incentive Plan, or our 2013 Omnibus Incentive Plan, including the grants of restricted stock or restricted stock units in an amount having a value of $100,000 based on the initial public offering price that we anticipate making to each of two of our independent directors as described in Management Director Compensation. See Management 2013 Omnibus Incentive Plan.

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Summary Financial and Other Data

The summary consolidated financial and operating data set forth below as of December 31, 2012 and 2011 and for the year ended December 31, 2012, the period from June 28, 2011 through December 31, 2011, the period from January 1, 2011 through June 27, 2011 and the year ended December 31, 2010 has been derived from our audited consolidated financial statements included elsewhere in this prospectus. The summary condensed consolidated financial and operating data set forth below as of June 30, 2013 and for the six months ended June 30, 2013 has been derived from our unaudited condensed consolidated financial statements included elsewhere in this prospectus. Results for the six month period ended June 30, 2013 are not necessarily indicative of results that may be expected for the entire year. The summary consolidated financial and operating data set forth as of December 31, 2010 has been derived from our audited consolidated financial statements not included in this prospectus. The consolidated financial and operating data set forth as of December 31, 2009 and 2008 and for the years ended December 31, 2009 and 2008 has been derived from unaudited consolidated financial statements not included in this prospectus.

The unaudited summary consolidated pro forma financial data reflects our IPO Portfolio of 522 Properties, and gives pro forma effect to: (1) the IPO Property Transfers; (2) our acquisition of the interest we did not already hold in Arapahoe Crossings, L.P.; (3) borrowings under our Unsecured Credit Facility, including the use thereof; and (4) the estimated net proceeds, including the use thereof, expected to be received from this offering, as if they each occurred on January 1, 2012. The pro forma adjustments associated with the foregoing transactions assume that each transaction was completed as of January 1, 2012 for purposes of the unaudited pro forma condensed consolidated statements of operations information and as of June 30, 2013 for purposes of the unaudited pro forma condensed consolidated balance sheet information. The following unaudited summary consolidated pro forma statement of operations and balance sheet data is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the relevant transactions had been consummated on the date indicated, nor is it indicative of future operating results.

Because the information presented below is only a summary and does not provide all of the information contained in our historical consolidated financial statements, including the related notes, you should read it in conjunction with Selected Financial Information, Management s Discussion and Analysis of Financial Condition and Results of Operations, Unaudited Pro Forma Financial Information and our historical consolidated financial statements, including the related notes, included elsewhere in this prospectus. The amounts in the tables are dollars in thousands.

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The Successor period in the following table reflects our selected financial data for the periods following the acquisition of certain assets from Centro on June 28, 2011 (the Acquisition), and the Predecessor period in the following table reflects our selected financial data for the periods prior to the Acquisition.

			Successor				Predecessor	
			Six Months Ended June 30,					
(in thousands, except per share data)	Pro Forma Six Months Ended June 30, 2013	Pro Forma Year Ended December 31, 2012	2013	2012	Year Ended December 31, 2012	Period from June 28, 2011 through December 31, 2011	Period from January 1, 2011 through June 27, 2011	Year Ended December 31, 2010
	(unaudited)	(unaudited)	(unaudited)	(unaudited)				
Revenue								
Rental income	$464,464	$917,932	$443,772	$435,336	$879,766	$443,537	$426,815	$871,508
Expense reimbursements	126,969	242,596	122,898	115,863	234,590	116,354	119,084	237,324
Other revenue	5,987	12,822	6,001	6,160	11,441	5,728	8,035	16,272
Total revenues	597,420	1,173,350	572,671	557,359	1,125,797	565,619	553,934	1,125,104
Operating expenses								
Operating costs	62,059	128,975	60,971	61,669	124,673	62,217	67,436	126,535
Real estate taxes	87,433	164,734	86,541	81,516	162,900	80,944	79,795	165,372
Depreciation and amortization	239,838	527,592	226,505	260,455	504,583	293,924	174,554	391,170
Impairment of real estate assets	1,531		36,060					249,286
Provision for doubtful accounts	5,183	12,053	5,365	5,806	11,861	8,840	11,319	15,875
Acquisition-related costs		541			541	41,362	5,647	4,821
General and administrative	44,882	89,686	44,343	48,256	88,870	50,437	57,443	94,644
Total operating expenses	440,926	923,581	459,785	457,702	893,428	537,724	396,194	1,047,703
Other income (expense)								
Dividends and interest	215	724	420	587	1,138	641	815	2,203
Gain on bargain purchase						328,826		
Interest expense	(152,943)	(311,191)	(190,262)	(193,569)	(386,380)	(204,714)	(191,922)	(374,388)
Gain on sale of real estate	561	497	722	50	501			(111)
Other	(2,119)	(507)	(2,123)	185	(507)	2,113	(3,728)	5,550
Total other income (expense)	(154,286)	(310,477)	(191,243)	(192,747)	(385,248)	126,866	(194,835)	(366,746)
Income (loss) before equity in income (loss) of unconsolidated joint ventures and income taxes	2,208	(60,708)	(78,357)	(93,090)	(152,879)	154,761	(37,095)	(289,345)
Income tax benefit								16,494
Equity in income (loss) of unconsolidated joint ventures	699	690	754	568	687	(160)	(381)	(2,116)
Impairment of investment in unconsolidated joint ventures		(314)			(314)			(1,734)

Income (loss) from continuing operations	2,907	(60,332)	(77,603)	(92,522)	(152,506)	154,601	(37,476)	(276,701)

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(in thousands, except per share data)	Pro Forma Six Months Ended June 30, 2013	Pro Forma Year Ended December 31, 2012	Successor Six Months Ended June 30, 2013	Successor Six Months Ended June 30, 2012	Successor Year Ended December 31, 2012	Successor Period from June 28, 2011 through December 31, 2011	Predecessor Period from January 1, 2011 through June 27, 2011	Predecessor Year Ended December 31, 2010
	(unaudited)	(unaudited)	(unaudited)	(unaudited)				
Discontinued operations:								
Income (loss) from discontinued operations			192	(365)	23	(1,465)	(1,007)	135
Gain on disposition of properties			2,631	1,229	5,369			
Impairment of real estate assets held for sale			(7,511)	(2,911)	(13,599)		(8,608)	(43,421)
Loss from discontinued operations			(4,688)	(2,047)	(8,207)	(1,465)	(9,615)	(43,286)
Net income (loss)	2,907	(60,332)	(82,291)	(94,569)	(160,713)	153,136	(47,091)	(319,987)
Net (income) loss attributable to non-controlling interests	(1,398)	13,783	19,531	22,535	38,146	(37,785)	(752)	(1,400)
Net income (loss) attributable to Brixmor Property Group Inc.	1,509	(46,549)	(62,760)	(72,034)	(122,567)	115,351	(47,843)	(321,387)
Preferred stock dividends		(296)			(296)	(137)		
Net income (loss) attributable to common stockholders	$ 1,509	$ (46,845)	$ (62,760)	$ (72,034)	$ (122,863)	$ 115,214	$ (47,843)	$(321,387)
Per common share:								
Income (loss) from continuing operations:								
Basic	$ 0.01	$ (0.21)						
Diluted	$ 0.01	$ (0.21)						
Net income (loss):								
Basic	$ 0.01	$ (0.21)						
Diluted	$ 0.01	$ (0.21)						
Weighted average shares:								
Basic	223,492	223,492						
Diluted	298,033	298,033						

	Successor				Predecessor
	Pro Forma	June 30,	December 31,		December 31,
(in thousands)	June 30, 2013	2013	2012	2011	2010
	(unaudited)	(unaudited)			
Selected Balance Sheet Data					
Real estate, net	$ 9,590,908	$ 8,855,876	$ 9,098,130	$ 9,496,903	$ 9,873,096
Total assets	$ 10,144,525	$ 9,449,961	$ 9,603,729	$ 10,032,266	$ 10,711,209
Debt obligations, net	$ 6,235,944	$ 6,480,369	$ 6,499,356	$ 6,694,549	$ 7,700,237
Total liabilities	$ 7,067,674	$ 7,258,482	$ 7,305,908	$ 7,553,277	$ 8,731,832
Total equity	$ 3,055,384	$ 2,170,012	$ 2,276,354	$ 2,457,430	$ 1,957,818

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(in thousands)	Pro Forma Six Months Ended June 30, 2013	Pro Forma Year Ended December 31, 2012	Successor Six Months Ended June 30, 2013	2012	Year Ended December 31, 2012	Period from June 28, 2011 through December 31, 2011	Predecessor Period from January 1, 2011 through June 27, 2011	Year Ended December 31, 2010
Other Data								
Funds from operations (1)	$ 241,183	$ 464,157	$ 181,442	$ 169,612	$ 355,000	$ 449,742	$ 138,885	$ 380,637
Funds from operations as adjusted (1)	$ 242,153	$ 464,201	$ 183,791	$ 169,562	$ 355,040	$ 162,278	$ 144,532	$ 385,569
Same property NOI (2)	$ 406,012	$ 787,573	$ 387,542	$ 373,935	$ 756,401	$ 371,901	$ 357,388	$ 735,577
EBITDA (3)	$ 398,114	$ 782,792	$ 337,857	$ 368,325	$ 741,642	$ 662,014	$ 336,151	$ 476,813
Adjusted EBITDA (3)	$ 399,084	$ 783,126	$ 378,075	$ 370,053	$ 750,202	$ 374,580	$ 350,406	$ 779,489

(1) Funds From Operations (FFO) is a supplemental non-GAAP measure utilized to evaluate the operating performance of real estate companies. The National Association of Real Estate Investment Trusts (NAREIT) defines FFO as net income/(loss) computed in accordance with GAAP, excluding (i) gains or losses from sales of operating real estate assets and (ii) extraordinary items, plus (iii) depreciation and amortization of operating properties, (iv) impairment of depreciable real estate and in substance real estate equity investments and (v) after adjustments for unconsolidated partnerships and joint ventures calculated to reflect funds from operations on the same basis.

We present FFO as we consider it an important supplemental measure of our operating performance and we believe it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting results. Comparison of our presentation of FFO to similarly titled measures for other REITs may not necessarily be meaningful due to possible differences in the application of the NAREIT definition used by such REITs.

We also present FFO as adjusted as an additional supplemental measure as we believe it is more reflective of our core operating performance. We believe FFO as adjusted provides investors and analysts an additional measure in comparing our performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. FFO as adjusted is generally calculated by us as FFO excluding certain transactional income and expenses and non-operating impairments and non-operating gains which management believes are not reflective of the results within our operating real estate portfolio.

FFO is a supplemental non-GAAP financial measure of real estate companies operating performances, which does not represent cash generated from operating activities in accordance with GAAP and therefore should not be considered an alternative for net income as a measure of liquidity. Our method of calculating FFO and FFO as adjusted may be different from methods used by other REITs and, accordingly, may not be comparable to such other REITs.

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The following table provides a reconciliation of net income (loss) to FFO and FFO as adjusted for the periods presented (in thousands, except per share data):

			Successor				Predecessor	
	Pro Forma Six Months Ended June 30, 2013	Pro Forma Year Ended December 31, 2012	Six Months Ended June 30, 2013	2012	Year Ended December 31, 2012	Period from June 28, 2011 through December 31, 2011	Period from January 1, 2011 through June 27, 2011	Year Ended December 31, 2010
Net income (loss)	$ 2,907	$ (60,332)	$ (82,291)	$ (94,569)	$ (160,713)	$ 153,136	$ (47,091)	$ (319,987)
Gain on disposition of operating properties			(2,631)	(1,229)	(5,369)			
(Gain) loss on disposition of unconsolidated joint venture operating properties		(24)		96	(24)	30		3,303
Depreciation and amortization real estate related-continuing operations	238,830	524,840	225,497	258,950	501,831	291,978	172,393	387,103
Depreciation and amortization real estate related-discontinued operations			878	3,580	5,851	4,775	4,819	13,390
Depreciation and amortization unconsolidated joint ventures	117	665	160	525	817	476	908	3,787
Impairment of operating properties			40,500	2,911	13,599		8,608	292,707
Impairment of unconsolidated joint ventures		314			314			1,734
Net loss attributable to non controlling interests not convertible into common stock	(671)	(1,306)	(671)	(652)	(1,306)	(653)	(752)	(1,400)
FFO	241,183	464,157	181,442	169,612	355,000	449,742	138,885	380,637
Gain from development/land sales	(561)	(497)	(722)	(50)	(501)			111
Impairment of development/land parcels	1,531		3,071					
Acquisition-related costs		541			541	41,362	5,647	4,821
Gain on bargain purchase						(328,826)		
Total adjustments	970	44	2,349	(50)	40	(287,464)	5,647	4,932
FFO as adjusted	$ 242,153	$ 464,201	$ 183,791	$ 169,562	$ 355,040	$ 162,278	$ 144,532	$ 385,569
FFO per common share/unit basic	$ 0.81	$ 1.56						
FFO per common share/unit diluted	$ 0.81	$ 1.56						
	$ 0.81	$ 1.56						

FFO as adjusted per common share/unit diluted		
Weighted-average shares/units outstanding basic	298,033	298,033
Weighted-average shares/units outstanding diluted	298,033	298,033

(2) Same property NOI, a non-GAAP measure, is often used by real estate companies as a supplemental measure of operating performance. Although same property NOI is not presented in accordance with GAAP, we believe it assists investors in understanding our business and operating results by providing useful supplemental data regarding the

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underlying economics of our business operations. Management uses same property NOI to review our operating results for comparative purposes with respect to previous periods or forecasts, and also to evaluate future prospects. Our same property NOI is not intended to be a performance measure that should be regarded as an alternative to, or more meaningful than, our GAAP financial measures. Non-GAAP financial measures have limitations as they do not include all items of income and expense that affect our operations, and, accordingly, should always be considered as supplemental to our financial results presented in accordance with GAAP.

We believe that same property NOI is helpful to investors as a measure of our operational performance because it includes only the net operating income of properties owned for the full period presented, which eliminates disparities in net income due to the acquisition or disposition of properties during the period presented, and, therefore, provides a more consistent metric for comparing the performance of our properties. Same property NOI should not be considered as an alternative to net income (determined in accordance with GAAP) as an indicator of our financial performance. In addition, our computation of same property NOI may differ from similarly titled measures reported by other companies and, therefore, may not be comparable to such other companies.

We calculate same property NOI as total property revenues (minimum rent, percentage rents, and recoveries from tenants and other income) less direct property operating expenses (operating and maintenance and real estate taxes) from the properties owned by us. Same property NOI excludes corporate level income (including transaction and other fees), lease termination income, straight-line rent, amortization of above-/below-market leases of the same property pool from the prior year reporting period to the current year reporting period. Same property NOI includes all properties in the IPO Portfolio that were owned as of the end of both the current and prior year reporting periods and for the entirety of both periods, excluding properties classified as discontinued operations.

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The following table provides a reconciliation of net income (loss) attributable to Brixmor Property Group Inc. to same property NOI and same property NOI of our Same Property Portfolio for the periods presented (in thousands):

			Successor				Predecessor	
	Pro Forma Six Months Ended June 30, 2013	Pro Forma Year Ended December 31, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012	Year Ended December 31, 2012	Period from June 28, 2011 through December 31, 2011	Period from January 1, 2011 through June 27, 2011	Year Ended December 31, 2010
Net income (loss) attributable to Brixmor Property Group Inc.	$ 1,509	$ (46,549)	$ (62,760)	$ (72,034)	$ (122,567)	$ 115,351	$ (47,843)	$ (321,387)
Adjustments:								
Revenue adjustments (a)	(37,651)	(81,543)	(33,923)	(35,808)	(72,779)	(42,793)	(41,960)	(85,740)
Depreciation and amortization	239,838	527,592	226,505	260,455	504,583	293,924	174,554	391,170
Impairment of real estate assets	1,531		36,060					249,286
Acquisition-related costs		541			541	41,362	5,647	4,821
General and administrative	44,882	89,686	44,343	48,256	88,870	50,437	57,443	94,644
Other expenses	154,832	311,578	191,243	192,747	385,248	(126,866)	194,835	366,746
Equity in income (loss) of unconsolidated joint ventures	(699)	(690)	(754)	(568)	(687)	160	381	2,116
Impairment of investment in unconsolidated joint ventures		314			314			1,734
Income tax benefit								(16,494)
Non-same property NOI	394	574	394	290	574	120	2,644	1,305
Pro rata share of same property NOI of unconsolidated joint ventures	524	954	1,277	1,085	2,243	956	1,320	2,690
Loss on discontinued operations			4,688	2,047	8,207	1,465	9,615	43,286
Net (income) loss attributable to non-controlling interests	1,398	(13,783)	(19,531)	(22,535)	(38,146)	37,785	752	1,400
Same property NOI	406,012	787,573	387,542	373,935	756,401	371,901	357,388	$ 735,577
NOI attributable to Non-Core Properties			(9,575)	(11,279)	(22,030)	(10,959)	(10,568)	
Same property NOI of Same Property Portfolio	$ 406,012	$ 787,573	$ 377,967	$ 362,656	$ 734,371	$ 360,942	$ 346,820	

(a) Includes adjustments for lease settlement income, straight-line rent, amortization of above and below market leases and fee income from unconsolidated joint ventures.

(3) EBITDA is calculated as the sum of net income (loss) before interest expense, income taxes, depreciation and amortization. Adjusted EBITDA represents EBITDA as adjusted for (i) acquisition-related costs, (ii) gain on bargain purchase, (iii) gain (loss) on sales of operating properties, (iv) impairment of real estate assets and related investments, (v) gain on disposition of operating properties, (vi) gain or loss from development/land sales, (vii) gain or loss on disposition of unconsolidated joint venture operating properties and (viii) impairments of operating properties, real estate held for sale and unconsolidated joint ventures.

Given the nature of our business as a real estate owner and operator, we believe that the use of EBITDA and Adjusted EBITDA in various financial ratios is helpful to investors as a measure of its operational performance because EBITDA and Adjusted EBITDA exclude various items that do not relate to or are not indicative of its operating performance such as gains (losses) from sales of real estate and depreciation and amortization on real estate assets, and includes the results of operations of real estate properties that have been sold or classified as real estate held for sale at the end of the reporting period. Accordingly, we believe that the use of EBITDA and Adjusted EBITDA in various ratios provides a meaningful performance measure as it relates to its ability to meet various coverage tests for the stated period. EBITDA and Adjusted EBITDA should not be considered as alternatives to net income (determined in accordance with GAAP) as indicators of our financial performance and are not alternatives to cash flow from operating activities (determined in accordance with GAAP) as a measure of our liquidity. In addition, our computation of EBITDA and Adjusted EBITDA may differ in certain respects from the methodology utilized by other REITS to calculate EBITDA and Adjusted EBITDA and, therefore, may not be comparable to such other REITS. Investors are cautioned that items excluded from EBITDA and Adjusted EBITDA are significant components in understanding and addressing our financial performance.

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The following table provides a reconciliation of EBITDA and Adjusted EBITDA to net income (loss) for the periods presented (in thousands):

			Successor				Predecessor	
	Pro Forma Six Months Ended June 30, 2013	Pro Forma Year Ended December 31, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012	Year Ended December 31, 2012	Period from June 28, 2011 through December 31, 2011	Period from January 1, 2011 through June 27, 2011	Year Ended December 31, 2010
Net income (loss)	$ 2,907	$ (60,332)	$ (82,291)	$ (94,569)	$ (160,713)	$ 153,136	$ (47,091)	$ (319,987)
Interest expense continuing operations	152,943	311,191	190,262	193,569	386,380	204,714	191,922	374,388
Interest expense discontinued operations			(3)	666	963	723	449	3,681
Interest expense unconsolidated joint ventures	413	1,504	450	880	1,589	852		
Federal and state taxes	1,896	2,172	1,896	3,219	2,172	3,414	10,590	10,384
Depreciation and amortization continuing operations	239,838	527,592	226,505	260,455	504,583	293,924	174,554	391,170
Depreciation and amortization discontinued operations			878	3,580	5,851	4,775	4,819	13,390
Depreciation and amortization real estate joint ventures	117	665	160	525	817	476	908	3,787
EBITDA	398,114	782,792	337,857	368,325	741,642	662,014	336,151	476,813
Acquisition-related costs		541			541	41,362	5,647	4,821
Gain on bargain purchase						(328,826)		
Gain on disposition of operating properties			(2,631)	(1,229)	(5,369)			
Gain from development/land sales	(561)	(497)	(722)	(50)	(501)			111
(Gain) loss on disposition of unconsolidated joint venture operating properties		(24)		96	(24)	30		3,303
Impairment of operating properties	1,531		36,060					249,286
Impairment of real estate held for sale			7,511	2,911	13,599		8,608	43,421
Impairment of investment in unconsolidated joint ventures		314			314			1,734
Total adjustments	970	334	40,218	1,728	8,560	(287,434)	14,255	302,676
Adjusted EBITDA	$ 399,084	$ 783,126	$ 378,075	$ 370,053	$ 750,202	$ 374,580	$ 350,406	$ 779,489

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RISK FACTORS

An investment in our shares involves risks. You should carefully consider the following information about these risks, together with the other information contained in this prospectus, before investing in our shares.

Risks Related to Our Properties and Our Business

Adverse global, national and regional economic, market and real estate conditions may adversely affect our performance.

Properties in our portfolio consist of community and neighborhood shopping centers. Our performance is, therefore, subject to risks associated with owning and operating these types of real estate assets, including: (1) changes in national, regional and local economic climates; (2) local conditions, including an oversupply of space in, or a reduction on demand for, properties similar to those in our portfolio; (3) the attractiveness of properties in our portfolio to tenants; (4) the financial stability of tenants, including the ability of tenants to pay rent; (5) competition from other available properties; (6) changes in market rental rates; (7) changes in demographics (including number of households and average household income) surrounding our properties; (8) the need to periodically fund the costs to repair, renovate and re-lease space; (9) changes in operating costs, including costs for maintenance, utilities, insurance and real estate taxes; (10) earthquakes, tornados, hurricanes and other natural disasters, civil unrest, terrorist acts or acts of war, which may result in uninsured or underinsured losses; (11) the fact that the expenses of owning and operating properties are not necessarily reduced when circumstances such as market factors and competition cause a reduction in income from the properties; and (12) changes in laws and governmental regulations, including those governing usage, zoning, the environment and taxes.

Additionally, because properties in our portfolio consist of shopping centers, our performance is linked to general economic conditions in the market for retail space. The market for retail space has been and may continue to be adversely affected by weakness in the national, regional and local economies, the adverse financial condition of some large retailing companies, the consolidation in the retail sector, the excess amount of retail space in certain markets and increasing consumer purchases via the internet. To the extent that any of these conditions worsen, they are likely to affect market rents and overall demand for retail space. In addition, we may face challenges in property management and maintenance or incur increased operating costs, such as real estate taxes, insurance and utilities, which may make properties unattractive to tenants. The loss of rental revenues from a number of our tenants and our inability to replace such tenants may adversely affect our profitability and ability to meet our debt and other financial obligations.

We face considerable competition in the leasing market and may be unable to renew leases or re-lease space as leases expire. Consequently, we may be required to make rent or other concessions and/or significant capital expenditures to improve our properties in order to retain and attract tenants, which could adversely affect our financial condition and results of operations.

We compete with a number of other companies in providing leases to prospective tenants and in re-leasing space to current tenants upon expiration of their respective leases. If our tenants decide not to renew or extend their leases upon expiration, we may not be able to re-lease the space. Even if the tenants do renew or we can re-lease the space, the terms of renewal or re-leasing, including the cost of required renovations or concessions to tenants, may be less favorable or more costly than current lease terms or than expectations for the space. As of June 30, 2013, leases are scheduled to expire on a total of approximately 5% of leased GLA at our properties in our IPO Portfolio during the remainder of 2013 and on an additional 12% of leased GLA during 2014. We may be unable to promptly renew the leases or re-lease this space, or the rental rates upon renewal or re-leasing may be significantly lower than expected rates, which could adversely affect our financial condition and results of operations.

We face considerable competition for the tenancy of our lessees and the business of retail shoppers.

There are numerous shopping venues that compete with our properties in attracting retailers to lease space and shoppers to patronize their properties. In addition, tenants at our properties face continued competition from retailers at regional malls, outlet malls and other shopping centers, catalog companies and internet sales. In order to maintain our attractiveness to retailers and shoppers, we are required to reinvest in our properties in the form of tenant improvements. If we fail to reinvest in and redevelop our properties so as to maintain their attractiveness to retailers and shoppers, our revenue and profitability may suffer. If retailers or shoppers perceive that shopping at other venues, online or by phone is more convenient, cost-effective or otherwise more attractive, our revenues and profitability may also suffer.

Our performance depends on the collection of rent from the tenants at the properties in our portfolio, those tenants financial condition and the ability of those tenants to maintain their leases.

A substantial portion of our income is derived from rental income from real property. As a result, our performance depends on the collection of rent from tenants at the properties in our portfolio. Our income would be negatively affected if a significant number of the tenants at the properties in our portfolio or any major tenants, among other things: (1) decline to extend or renew leases upon expiration; (2) renew leases at lower rates; (3) fail to make rental payments when due; (4) experience a downturn in their business; or (5) become bankrupt or insolvent.

Any of these actions could result in the termination of the tenant s lease and our loss of rental income. In addition, under certain lease agreements, lease terminations by an anchor tenant or a failure by that anchor tenant to occupy the premises could also result in lease terminations or reductions in rent by other tenants in such shopping centers. In these events, we cannot be certain that any tenant whose lease expires will renew or that we will be able to re-lease space on economically advantageous terms. The loss of rental revenues from a number of tenants and difficulty replacing such tenants, particularly in the case of a substantial tenant with leases in multiple locations, may adversely affect our profitability and our ability to meet debt and other financial obligations.

We may be unable to collect balances due from tenants that file for bankruptcy protection.

If a tenant or lease guarantor files for bankruptcy, we may not be able to collect all pre-bankruptcy amounts owed by that party. In addition, a tenant that files for bankruptcy protection may terminate its lease with us, in which event we would have a general unsecured claim against such tenant that would likely be worth less than the full amount owed to us for the remainder of the lease term, which could adversely affect our financial condition and results of operations.

Real estate property investments are illiquid, and it may not be possible to dispose of assets when appropriate or on favorable terms.

Real estate property investments generally cannot be disposed of quickly, and a return of capital and realization of gains, if any, from an investment generally occur upon the disposition or refinancing of the underlying property. Our ability to dispose of properties on advantageous terms depends on factors beyond our control, including competition from other sellers and the availability of attractive financing for potential buyers of our properties, and we cannot predict the various market conditions affecting real estate investments that will exist at any particular time in the future. Furthermore, we may be required to expend funds to correct defects or to make improvements before a property can be sold. We cannot assure our stockholders that we will have funds available to correct such defects or to make such improvements and, therefore, we may be unable to sell the property or may have to sell it at a reduced cost. As a result of these real estate market characteristics, we may be unable to realize our investment objectives by sale, other disposition or refinancing at attractive prices or within any desired period of time. The ability to sell assets in our portfolio may also be restricted by certain covenants in our debt agreements and the credit agreement governing our Unsecured Credit Facility. As a result, we may be required to dispose of assets on less than favorable terms, if at all, and we may be unable to vary our portfolio in response to economic or other conditions, which could adversely affect our financial position.

Our expenses may remain constant or increase, even if income from our properties decreases, causing our financial condition and results of operations to be adversely affected.

Costs associated with our business, such as mortgage payments, real estate and personal property taxes, insurance, utilities and corporate expenses, are relatively inflexible and generally do not decrease, and may increase, when a property is not fully occupied, rental rates decrease, a tenant fails to pay rent or other circumstances cause our revenues to decrease. If we are unable to decrease our operating costs when our revenue declines, our financial condition, results of operations and ability to make distributions to our stockholders may be adversely affected. In addition, inflationary price increases could result in increased operating costs for us and our tenants and, to the extent we are unable to pass along those price increases or are unable to recover operating expenses from tenants, our operating expenses may increase, which could adversely affect our financial condition, results of operations and ability to make distributions to our stockholders. Conversely, deflation can result in a decline in general price levels caused by a decreased in the supply of money or credit. The predominant effects of deflation are high unemployment, credit contraction and weakened consumer demand.

Our cash flows and operating results could be adversely affected by required payments of debt or related interest and other risks of our debt financing.

We are generally subject to risks associated with debt financing. These risks include: (1) our cash flow may not be sufficient to satisfy required payments of principal and interest; (2) we may not be able to refinance existing indebtedness on our properties as necessary or the terms of the refinancing may be less favorable to us than the terms of existing debt; (3) required debt payments are not reduced if the economic performance of any property declines; (4) debt service obligations could reduce funds available for distribution to our stockholders and funds available for capital investment; (5) any default on our indebtedness could result in acceleration of those obligations and possible loss of property to foreclosure; and (6) the risk that necessary capital expenditures for purposes such as re-leasing space cannot be financed on favorable terms. The aggregate principal amount of our existing indebtedness that will mature in 2013 and 2014 was $831 million and $356 million, respectively, at June 30, 2013. It is expected that these maturities will be primarily addressed through borrowings under the Unsecured Credit Facility. If a property is mortgaged to secure payment of indebtedness and we cannot make the mortgage payments, we may have to surrender the property to the lender with a consequent loss of any prospective income and equity value from such property. Any of these risks could place strains on our cash flows, reduce our ability to grow and adversely affect our results of operations.

We utilize a significant amount of indebtedness in the operation of our business.

At June 30, 2013, as adjusted for completion of this offering and the IPO Property Transfers, we would have had approximately $6,319.4 million aggregate principal amount of indebtedness outstanding. Our leverage could have important consequences to us. For example, it could (1) result in the acceleration of a significant amount of debt for non-compliance with the terms of such debt or, if such debt contains cross default or cross-acceleration provisions, other debt; (2) result in the loss of assets, including our shopping centers, due to foreclosure or sale on unfavorable terms, which could create taxable income without accompanying cash proceeds; (3) materially impair our ability to borrow unused amounts under existing financing arrangements or to obtain additional financing or refinancing on favorable terms or at all; (4) require us to dedicate a substantial portion of our cash flow to paying principal and interest on our indebtedness, reducing the cash flow available to fund our business, to pay dividends, including those necessary to maintain our REIT qualification, or to use for other purposes; (5) increase our vulnerability to an economic downturn; (6) limit our ability to withstand competitive pressures; or (7) reduce our flexibility to respond to changing business and economic conditions.

If any of the foregoing occurs, our business, financial condition, liquidity, results of operations and prospects could be materially and adversely affected, and the trading price of our common stock or other securities could decline significantly.

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We may be unable to obtain financing through the debt and equity markets, which would have a material adverse effect on our growth strategy and our financial condition and results of operations.

We cannot assure you that we will be able to access the capital and credit markets to obtain additional debt or equity financing or that we will be able to obtain financing on terms favorable to us. Our inability to obtain financing could have negative effects on our business. Among other things, we could have great difficulty acquiring, re-developing or maintaining our properties, which would materially and adversely affect our business strategy and portfolio, and may result in our (1) liquidity being adversely affected; (2) inability to repay or refinance our indebtedness on or before its maturity; (3) making higher interest and principal payments or selling some of our assets on terms unfavorable to us to service our indebtedness; or (4) issuing additional capital stock, which could further dilute the ownership of our existing stockholders.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

Borrowings under our Unsecured Credit Facility bear interest at variable rates and expose us to interest rate risk. If interest rates were to increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income and cash flows will correspondingly decrease. Assuming all loans under our Unsecured Credit Facility were fully drawn, each quarter point change in interest rates would result in a $6.9 million change in annual interest expense on our indebtedness under our new Unsecured Credit Facility. In the future, we may enter into interest rate swaps that involve the exchange of floating for fixed rate interest payments in order to reduce interest rate volatility. However, we may not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk.

Mortgage debt obligations expose us to the possibility of foreclosure, which could result in the loss of our investment in a property or group of properties subject to mortgage debt.

Upon completion of this offering, we anticipate that our pro forma mortgage debt outstanding will be approximately $4,060.7 million, excluding the impact of unamortized premiums. If a property or group of properties is mortgaged to secure payment of debt and we are unable to meet mortgage payments, the holder of the mortgage or lender could foreclose on the property, resulting in a loss of our investment. Alternatively, if we decide to sell assets in the current market to raise funds to repay matured debt, it is possible that these properties will be disposed of at a loss. Also, certain of the mortgages contain customary negative covenants which, among other things, limit our ability, without the prior consent of the lender, to further mortgage the property, to enter into new leases or materially modify existing leases with respect to the property.

Covenants in our debt agreements may restrict our operating activities and adversely affect our financial condition.

Our debt agreements contain financial and/or operating covenants, including, among other things, certain coverage ratios, as well as limitations on the ability to incur secured and unsecured debt. These covenants may limit our operational flexibility and acquisition and disposition activities. Moreover, if any of the covenants in these debt agreements are breached and not cured within the applicable cure period, we could be required to repay the debt immediately, even in the absence of a payment default. As a result, a default under applicable debt covenants could have an adverse effect on our financial condition or results of operations.

Current and future redevelopment or real estate property acquisitions may not yield expected returns.

We are involved in several redevelopment projects and may invest in additional redevelopment projects and property acquisitions in the future. Redevelopment and property acquisitions are subject to a number of risks, including: (1) abandonment of redevelopment or acquisition activities after expending resources to determine feasibility; (2) construction and/or lease-up delays; (3) cost overruns, including construction costs that exceed

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original estimates; (4) failure to achieve expected occupancy and/or rent levels within the projected time frame, if at all; (5) inability to operate successfully in new markets where new properties are located; (6) inability to successfully integrate new properties into existing operations; (7) difficulty obtaining financing on acceptable terms or paying operating expenses and debt service costs associated with redevelopment properties prior to sufficient occupancy; (8) delays or failures to obtain necessary zoning, occupancy, land use and other governmental permits; (9) exposure to fluctuations in the general economy due to the significant time lag between commencement and completion of redevelopment projects; and (10) changes in zoning and land use laws. If any of these events occur, overall project costs may significantly exceed initial cost estimates, which could result in reduced returns or losses from such investments. In addition, we may not have sufficient liquidity to fund such projects, and delays in the completion of a redevelopment project may provide various tenants the right to withdraw from a property.

An uninsured loss on properties or a loss that exceeds the limits of our insurance policies could result in a loss of our investment or related revenue in our portfolio.

We carry comprehensive liability, fire, extended coverage, rental loss and acts of terrorism insurance with policy specifications and insured limits customarily carried for similar properties. There are, however, certain types of losses, such as from hurricanes, tornados, floods, terrorism, wars or earthquakes, which may be uninsurable, or the cost of insuring against such losses may not be economically justifiable. In addition, tenants generally are required to indemnify and hold us harmless from liabilities resulting from injury to persons or damage to personal or real property, on the premises, due to activities conducted by tenants or their agents on the properties (including without limitation any environmental contamination), and at the tenant s expense, to obtain and keep in full force during the term of the lease, liability and property damage insurance policies. However, tenants may not properly maintain their insurance policies or have the ability to pay the deductibles associated with such policies. In addition, if the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged. Should a loss occur that is uninsured or in an amount exceeding the combined aggregate limits for the policies noted above, or in the event of a loss that is subject to a substantial deductible under an insurance policy, we could lose all or part of our capital invested in, and anticipated revenue from, one or more of the properties, which could have a material adverse effect on our operating results and financial condition.

Environmental conditions that exist at some of our properties could result in significant unexpected costs.

We are subject to federal, state and local environmental regulations that apply generally to the ownership of real property and the operations conducted on real property. Under various federal, state and local laws, ordinances and regulations, we may be considered an owner or operator of real property or may have arranged for the disposal or treatment of hazardous or toxic substances or petroleum product releases at a property and, therefore, may become liable for the costs of removal or remediation of certain hazardous substances released on or in our property or disposed of by us or our tenants, as well as certain other potential costs which could relate to hazardous or toxic substances (including governmental fines and injuries to persons and property). Such liability may be imposed whether or not we knew of, or were responsible for, the presence of these hazardous or toxic substances. As is common with community and neighborhood shopping centers, many of our properties had or have on-site dry cleaners and/or on-site gasoline retailing facilities. These operations could potentially result in environmental contamination at the properties. The cost of investigation, remediation or removal of such substances may be substantial, and the presence of such substances, or the failure to properly remediate such substances, may adversely affect our ability to sell or rent such property or to borrow using such property as collateral.

We are aware that soil and groundwater contamination exists at some of our properties. The primary contaminants of concern at these properties include perchloroethylene and trichloroethylene (associated with the operations of on-site dry cleaners) and petroleum hydrocarbons (associated with the operations of on-site gasoline retailing facilities). There may also be asbestos-containing materials at some of our properties. While we do not expect the environmental conditions at our properties, considered as a whole, to have a material adverse effect on us, there can be no assurance that this will be the case. Further, no assurance can be given that any environmental studies performed have identified or will identify all material environmental conditions that may exist with respect to any of the properties in our portfolio.

Further information relating to recognition of remediation obligation in accordance with GAAP is provided in the consolidated financial statements and notes thereto included in this prospectus.

Compliance with the Americans with Disabilities Act and fire, safety and other regulations may require us to make expenditures that adversely affect our cash flows.

All of the properties in our portfolio are required to comply with the Americans with Disabilities Act (ADA). The ADA has separate compliance requirements for public accommodations and commercial facilities, but generally requires that buildings be made accessible to people with disabilities. Compliance with the ADA requirements could require removal of access barriers, and non-compliance could result in imposition of fines by the United States government or an award of damages to private litigants, or both. Although we believe the properties in our portfolio substantially comply with present requirements of the ADA, we have not conducted an audit or investigation of all of our properties to determine our compliance. While the tenants to whom our properties are leased are obligated by law to comply with the ADA provisions, and typically under tenant leases are obligated to cover costs associated with compliance, if required changes involve greater expenditures than anticipated, or if the changes must be made on a more accelerated basis than anticipated, the ability of these tenants to cover costs could be adversely affected. As a result, we could be required to expend funds to comply with the provisions of the ADA, which could adversely affect our results of operations and financial condition. In addition, we are required to operate the properties in compliance with fire and safety regulations, building codes and other land use regulations, as they may be adopted by governmental agencies and bodies and become applicable to the properties. We may be required to make substantial capital expenditures to comply with, and we may be restricted in our ability to renovate the properties subject to, those requirements. The resulting expenditures and restrictions could have a material adverse effect on our ability to meet our financial obligations.

We have experienced losses in the past, and we may experience similar losses in the future.

For each of the year ended December 31, 2010, the period from January 1, 2011 through June 27, 2011, the year ended December 31, 2012 and the six months ended June 30, 2013, we experienced net losses. Our losses are primarily attributable to non-cash items, such as depreciation, amortization and impairments. Please see the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the notes thereto included elsewhere in this prospectus for a discussion of our operational history and the factors accounting for such losses. We cannot assure you that, in the future, we will be profitable or that we will realize growth in the value of our assets.

Our real estate assets may be subject to impairment charges.

On a periodic basis, we assess whether there are any indicators that the value of our real estate assets and other investments may be impaired. A property s value is considered to be impaired only if the estimated aggregate future cash flows (undiscounted and without interest charges) to be generated by the property are less than the carrying value of the property. In our estimate of cash flows, we consider factors such as expected future operating income, trends and prospects, the effects of demand, competition and other factors. If we are evaluating the potential sale of an asset or development alternatives, the undiscounted future cash flows considers the most likely course of action at the balance sheet date based on current plans, intended holding periods and available market information. We are required to make subjective assessments as to whether there are impairments in the value of our real estate assets and other investments. These assessments may have a direct impact on our earnings because recording an impairment charge results in an immediate negative adjustment to earnings. There can be no assurance that we will not take additional charges in the future related to the impairment of our assets. Any future impairment could have a material adverse effect on our results of operations in the period in which the charge is taken.

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We face risks relating to cybersecurity attacks that could cause loss of confidential information and other business disruptions.

We rely extensively on computer systems to process transactions and manage our business, and our business is at risk from and may be impacted by cybersecurity attacks. These could include attempts to gain unauthorized access to our data and computer systems. Attacks can be both individual and/or highly organized attempts organized by very sophisticated hacking organizations. We employ a number of measures to prevent, detect and mitigate these threats, which include password protection, frequent password change events, firewall detection systems, frequent backups, a redundant data system for core applications and annual penetration testing; however, there is no guarantee such efforts will be successful in preventing a cyber attack. A cybersecurity attack could compromise the confidential information of our employees, tenants and vendors. A successful attack could disrupt and affect the business operations.

We are highly dependent upon senior management, and failure to attract and retain key members of senior management could have a material adverse effect on us.

We are highly dependent on the performance and continued efforts of the senior management team. Our future success is dependent on our ability to continue to attract and retain qualified executive officers and senior management. Any inability to manage our operations effectively could have a material adverse effect on our business, financial condition, results of operations, cash flow, capital resources and liquidity.

We face competition in pursuing acquisition opportunities that could increase our costs.

We continue to evaluate the market for available properties and may acquire properties when we believe strategic opportunities exist. Our ability to acquire properties on favorable terms and successfully operate or re-develop them is subject to a number of risks. We may be unable to acquire a desired property because of competition from other real estate investors with substantial capital, including from other REITs and institutional investment funds. Even if we are able to acquire a desired property, competition from other potential acquirers may significantly increase the purchase price.

Risks Related to Our Organization and Structure

We are controlled by our Sponsor.

Immediately following this offering, affiliates of our Sponsor will beneficially own shares of our common stock providing them with an aggregate 72.3% of the total voting power of Brixmor Property Group Inc., or 70.3% if the underwriters exercise in full their option to purchase additional shares. Moreover, under our bylaws and the stockholders agreement with our Sponsor and its affiliates that will be in effect by the completion of this offering, while our pre-IPO owners and their affiliates retain significant ownership of us, we will agree to nominate to our board individuals designated by our Sponsor, whom we refer to as the Sponsor Directors. Even when our Sponsor and its affiliates cease to own shares of our stock representing a majority of the total voting power, for so long as our Sponsor continues to own a significant percentage of our stock our Sponsor will still be able to significantly influence the composition of our board of directors and the approval of actions requiring stockholder approval. Accordingly, until such time, our Sponsor will have significant influence with respect to our management, business plans and policies, including the appointment and removal of our officers. In particular, for so long as our Sponsor continues to own a significant percentage of our stock, our Sponsor will be able to cause or prevent a change of control of our company or a change in the composition of our board of directors and could preclude any unsolicited acquisition of our company. The concentration of ownership could deprive you of an opportunity to receive a premium for your shares of common stock as part of a sale of our company and ultimately might affect the market price of our common stock.

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Upon the listing of our shares on the NYSE, we will be a controlled company within the meaning of the NYSE rules and, as a result, will qualify for, and intend to rely on, exemptions from certain corporate governance requirements. You will not have the same protections afforded to stockholders of companies that are subject to such requirements.

After completion of this offering, affiliates of Blackstone will continue to control a majority of the combined voting power of all classes of our stock entitled to vote generally in the election of directors. As a result, we will be a controlled company within the meaning of the corporate governance standards of the NYSE. Under these rules, a company of which more than 50% of the voting power in the election of directors is held by an individual, group or another company is a controlled company and may elect not to comply with certain corporate governance requirements, including the requirements that, within one year of the date of the listing of our common stock:

- we have a board that is comprised of a majority of independent directors, as defined under the rules of such exchange;
- we have a compensation committee that is comprised entirely of independent directors; and
- we have a nominating and corporate governance committee that is comprised entirely of independent directors.

Following this offering, we intend to utilize these exemptions. As a result, a majority of the directors on our board will not be independent. In addition, the Compensation Committee and the Nominating and Corporate Governance Committee of our board of directors will not consist entirely of independent directors or be subject to annual performance evaluations. Accordingly, you will not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the NYSE.

Our Sponsor exercised influence with respect to the terms of the IPO Property Transfers.

Although we intend for the value of the OP Units to be received by our Sponsor for the Acquired Properties to equal the fair market value of these properties, we did not obtain independent third-party appraisals, valuations or fairness opinions or conduct arm s-length negotiations with our Sponsor with respect to the terms of our IPO Property Transfers.

We will assume existing liabilities of the Acquired Properties acquired in conjunction with the IPO Property Transfers.

As part of the IPO Property Transfers, we will assume existing liabilities of the Acquired Properties and of the legal entities that own these properties. Although we currently manage these properties for our Sponsor and are generally aware of their liabilities, as well as the insurance in place to address such risks, our recourse against our Sponsor will be limited by the terms of the agreements entered into with our Sponsor in connection with the IPO Property Transfers. Because many liabilities, including tax liabilities, may not be identified within such period, we may have no recourse against our Sponsor for our assumed liabilities. In addition, such indemnification is capped and may not be sufficient to cover all liabilities assumed. Moreover, we may choose not to enforce, or to enforce less vigorously, our rights under these indemnification agreements due to our ongoing relationship with our Sponsor. We are not entitled to indemnification from any other sources in connection with the IPO Property Transfers.

Our board of directors may approve the issuance of stock, including preferred stock, with terms that may discourage a third party from acquiring us.

Our charter will permit our board of directors to authorize the issuance of stock in one or more classes or series. Our board of directors may also classify or reclassify any unissued stock and establish the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption of any such stock, which rights may be superior to those of our common stock. Thus, our

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board of directors could authorize the issuance of shares of a class or series of stock with terms and conditions which could have the effect of discouraging a takeover or other transaction in which holders of some or a majority of our outstanding common stock might receive a premium for their shares over the then current market price of our common stock. See Description of Stock Power to Reclassify and Issue Stock.

Certain provisions in the organizational documents of BPG Subsidiary and the partnership agreement for our Operating Partnership may delay or prevent unsolicited acquisitions of us.

Provisions in the organizational documents of BPG Subsidiary and the partnership agreement for our Operating Partnership may delay, defer or prevent a transaction or a change of control that might involve a premium price for our common stock. These provisions could discourage third parties from making proposals involving an unsolicited acquisition of us or change of our control, although some stockholders might consider such proposals, if made, desirable. These provisions include, among others:

- redemption or exchange rights of qualifying parties;
- transfer restrictions on the BPG Subsidiary Shares held by Brixmor Property Group Inc. and OP Units held directly or indirectly by Brixmor Property Group Inc. or BPG Subsidiary;
- our inability in some cases to amend the charter documents of BPG Subsidiary or the partnership agreement of our Operating Partnership without the consent of the holders of the Outstanding BPG Subsidiary Shares or the Outstanding OP Units;
- the right of the holders of the Outstanding BPG Subsidiary Shares or the Outstanding OP Units to consent to mergers involving us under specified circumstances; and
- the right of the holders of the Outstanding OP Units to consent to transfers of the general partnership interest.

Any potential change of control transaction may be further limited as a result of provisions of the partnership unit designation for the OP Units, which require us to preserve the rights of OP Unit holders and may restrict us from amending the partnership agreement of our Operating Partnership in a manner that would have an adverse effect on the rights of our Sponsor or other OP Unit holders. In addition, the charter and bylaws of BPG Subsidiary require us to preserve the rights of the holders of BPG Subsidiary Shares and these provisions may prevent us from amending the charter or bylaws for BPG Subsidiary in a manner that would have an adverse effect on the rights of the holders of BPG Subsidiary Shares.

Our bylaws generally may be amended only by our board of directors, which could limit your control of certain aspects of our corporate governance.

Our board of directors will have the sole power to amend our bylaws, except that, so long as the stockholders agreement remains in effect, certain amendments to our bylaws will require the consent of our Sponsor and amendments to our bylaws that would allow our board of directors to repeal its exemption of any transaction between us and any other person from the business combination provisions of the Maryland General Corporation Law (the MGCL) or the exemption of any acquisition of our stock from the control share provisions of the MGCL must be approved by our stockholders. Thus, our board may amend the bylaws in a way that may be detrimental to your interests.

Our board of directors may change significant corporate policies without stockholder approval.

Our investment, financing, borrowing and dividend policies and our policies with respect to all other activities, including growth, debt, capitalization and operations, will be determined by our board of directors. These policies may be amended or revised at any time and from time to time at the discretion of our board of directors without a vote of our stockholders. Our charter will also provide that our board of directors may revoke or otherwise terminate our REIT election without approval of our stockholders, if it determines that it is no

longer in our best interests to attempt to qualify, or to continue to qualify, as a REIT. In addition, our board of directors may change our policies with respect to conflicts of interest provided that such changes are consistent with applicable legal requirements. A change in these policies or the termination of our REIT election could have an adverse effect on our financial condition, our results of operations, our cash flow, the per share trading price of our common stock and our ability to satisfy our debt service obligations and to pay dividends to our stockholders.

Our rights and the rights of our stockholders to take action against our directors and officers are limited.

Our charter will eliminate the liability of our directors and officers to us and our stockholders for money damages to the maximum extent permitted under Maryland law. Under current Maryland law and our charter, our directors and officers will not have any liability to us or our stockholders for money damages other than liability resulting from:

- actual receipt of an improper benefit or profit in money, property or services; or

- active and deliberate dishonesty by the director or officer that was established by a final judgment and is material to the cause of action adjudicated.

Our charter will authorize us and our bylaws will require us to indemnify each of our directors or officers who is or is threatened to be made a party to or witness in a proceeding by reason of his or her service in those or certain other capacities, to the maximum extent permitted by Maryland law, from and against any claim or liability to which such person may become subject or which such person may incur by reason of his or her status as a present or former director or officer of us. In addition, we may be obligated to pay or reimburse the expenses incurred by our present and former directors and officers without requiring a preliminary determination of their ultimate entitlement to indemnification. As a result, we and our stockholders may have more limited rights to recover money damages from our directors and officers than might otherwise exist absent these provisions in our charter and bylaws or that might exist with other companies, which could limit your recourse in the event of actions that are not in our best interests.

Our charter will contain a provision that expressly permits our Sponsor, our non-employee directors and certain of our pre-IPO owners, and their affiliates, to compete with us.

Our Sponsor may compete with us for investments in properties and for tenants. There is no assurance that any conflicts of interest created by such competition will be resolved in our favor. Moreover, Blackstone is in the business of making investments in companies and acquires and holds interests in businesses that compete directly or indirectly with us. Our charter will provide that, to the maximum extent permitted from time to time by Maryland law, we renounce any interest or expectancy that we have in, or any right to be offered an opportunity to participate in, any business opportunities that are from time to time presented to or developed by our directors or their affiliates, other than to those directors who are employed by us or our subsidiaries, unless the business opportunity is expressly offered or made known to such person in his or her capacity as a director, and none of our Sponsor or Centerbridge, one of our pre-IPO owners, or any of their respective affiliates, or any director who is not employed by us or any of his or her affiliates, will have any duty to refrain from engaging, directly or indirectly, in the same business activities or similar business activities or lines of business in which we or our affiliates engage or propose to engage or to refrain from otherwise competing with us or our affiliates. Our Sponsor also may pursue acquisition opportunities that may be complementary to our business, and, as a result, those acquisition opportunities may not be available to us.

Our charter will provide that, to the maximum extent permitted from time to time by Maryland law, our Sponsor, Centerbridge and each of our non-employee directors (including those designated by our Sponsor), and any of their affiliates, may:

- acquire, hold and dispose of shares of our stock, the BPG Subsidiary Shares or OP Units for his or her own account or for the account of others, and exercise all of the rights of a stockholder of Brixmor

Property Group Inc. or BGP Subsidiary, or a limited partner of our Operating Partnership, to the same extent and in the same manner as if he, she or it were not our director or stockholder; and

in his, her or its personal capacity or in his, her or its capacity as a director, officer, trustee, stockholder, partner, member, equity owner, manager, advisor or employee of any other person, have business interests and engage, directly or indirectly, in business activities that are similar to ours or compete with us, that involve a business opportunity that we could seize and develop or that include the acquisition, syndication, holding, management, development, operation or disposition of interests in mortgages, real property or persons engaged in the real estate business.

Our charter will also provide that, to the maximum extent permitted from time to time by Maryland law, in the event that our Sponsor, Centerbridge, any non-employee director, or any of their respective affiliates, acquires knowledge of a potential transaction or other business opportunity, such person will have no duty to communicate or offer such transaction or business opportunity to us or any of our affiliates and may take any such opportunity for itself, himself or herself or offer it to another person or entity unless the business opportunity is expressly offered to such person in his or her capacity as our director. These provisions may limit our ability to pursue business or investment opportunities that we might otherwise have had the opportunity to pursue, which could have an adverse effect on our financial condition, our results of operations, our cash flow, the per share trading price of our common stock and our ability to satisfy our debt service obligations and to pay dividends to our stockholders.

Conflicts of interest could arise in the future between the interests of our stockholders and the interests of holders of OP Units.

After the consummation of this offering, because we control the general partner of our Operating Partnership, we will have fiduciary duties to the other limited partners in the operating partnership, the discharge of which may conflict with the interests of our stockholders. The limited partners of our Operating Partnership have agreed that, in the event of a conflict between the duties owed by our directors to us and, in our capacity as the controlling stockholder of the sole member of the general partner of our Operating Partnership, the fiduciary duties owed by the general partner of our Operating Partnership to such limited partners, we are under no obligation to give priority to the interests of such limited partners. However, those persons holding OP Units will have the right to vote on certain amendments to the operating partnership agreement (which require approval by a majority in interest of the limited partners, including BPG Subsidiary) and individually to approve certain amendments that would adversely affect their rights. These voting rights may be exercised in a manner that conflicts with the interests of our stockholders. For example, we are unable to modify the rights of limited partners to receive distributions as set forth in the operating partnership agreement in a manner that adversely affects their rights without their consent, even though such modification might be in the best interest of our stockholders.

We will be required to disclose in our periodic reports filed with the Securities and Exchange Commission specified activities engaged in by our affiliates.

In August 2012, Congress enacted the Iran Threat Reduction and Syria Human Rights Act of 2012 (ITRSHRA), which expands the scope of U.S. sanctions against Iran. More specifically, Section 219 of the ITRSHRA amended the Securities Exchange Act of 1934, as amended (the Exchange Act) to require companies subject to Securities and Exchange Commission (SEC) reporting obligations under Section 13 of the Exchange Act to disclose in their periodic reports specified dealings or transactions involving Iran or other individuals and entities targeted by certain Office of Foreign Assets Control sanctions engaged in by the reporting company or any of its affiliates during the period covered by the relevant periodic report. In some cases, ITRSHRA requires companies to disclose these types of transactions even if they would otherwise be permissible under U.S. law. These companies are required to separately file with the SEC a notice that such activities have been disclosed in the relevant periodic report, and the SEC is required to post this notice of disclosure on its website and send the report to the U.S. President and certain U.S. Congressional committees. The U.S. President thereafter is required to initiate an investigation and, within 180 days of initiating such an investigation, to determine whether sanctions should be

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imposed. Under ITRSHRA, we would be required to report if we or any of our affiliates knowingly engaged in certain specified activities during the period covered by the report. Because the SEC defines the term affiliate broadly, it includes any entity controlled by us as well as any person or entity that controls us or is under common control with us. Because we may be deemed to be a controlled affiliate of our Sponsor, affiliates of our Sponsor may also be considered our affiliates. Disclosure of such activity, even if such activity is not subject to sanctions under applicable law, and any sanctions actually imposed on us or our affiliates as a result of these activities, could harm our reputation and have a negative impact on our business.

Risks Related to our REIT Status and Certain Other Tax Items

If we do not maintain our qualification as a REIT, we will be subject to tax as a regular corporation and could face a substantial tax liability.

We expect to continue to operate so as to qualify as a REIT under the Code. However, qualification as a REIT involves the application of highly technical and complex Code provisions for which only a limited number of judicial or administrative interpretations exist. Notwithstanding the availability of cure provisions in the Code, we could fail to meet various compliance requirements, which could jeopardize our REIT status. Furthermore, new tax legislation, administrative guidance or court decisions, in each instance potentially with retroactive effect, could make it more difficult or impossible for us to qualify as a REIT. If we fail to qualify as a REIT in any tax year, then:

- we would be taxed as a regular domestic corporation, which under current laws, among other things, means being unable to deduct distributions to stockholders in computing taxable income and being subject to federal income tax on our taxable income at regular corporate income tax rates;

- any resulting tax liability could be substantial and could have a material adverse effect on our book value;

- unless we were entitled to relief under applicable statutory provisions, we would be required to pay taxes, and thus, our cash available for distribution to stockholders would be reduced for each of the years during which we did not qualify as a REIT and for which we had taxable income; and

- we generally would not be eligible to requalify as a REIT for the subsequent four full taxable years.

REITs, in certain circumstances, may incur tax liabilities that would reduce our cash available for distribution to you.

Even if we qualify and maintain our status as a REIT, we may become subject to U.S. federal income taxes and related state and local taxes. For example, net income from the sale of properties that are dealer properties sold by a REIT (a prohibited transaction under the Code) will be subject to a 100% tax. We may not make sufficient distributions to avoid excise taxes applicable to REITs. Similarly, if we were to fail an income test (and did not lose our REIT status because such failure was due to reasonable cause and not willful neglect) we would be subject to tax on the income that does not meet the income test requirements. We also may decide to retain net capital gain we earn from the sale or other disposition of our investments and pay income tax directly on such income. In that event, our stockholders would be treated as if they earned that income and paid the tax on it directly. However, stockholders that are tax-exempt, such as charities or qualified pension plans, would have no benefit from their deemed payment of such tax liability unless they file U.S. federal income tax returns and thereon seek a refund of such tax. We also may be subject to state and local taxes on our income or property, including franchise, payroll, mortgage recording and transfer taxes, either directly or at the level of the other companies through which we indirectly own our assets, such as our TRSs, which are subject to full U.S. federal, state, local and foreign corporate-level income taxes. Any taxes we pay directly or indirectly will reduce our cash available for distribution to you.

Complying with REIT requirements may cause us to forego otherwise attractive opportunities and limit our expansion opportunities.

In order to qualify as a REIT for U.S. federal income tax purposes, we must continually satisfy tests concerning, among other things, our sources of income, the nature of our investments in commercial real estate

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and related assets, the amounts we distribute to our stockholders and the ownership of our stock. We may also be required to make distributions to stockholders at disadvantageous times or when we do not have funds readily available for distribution. Thus, compliance with REIT requirements may hinder our ability to operate solely on the basis of maximizing profits.

Complying with REIT requirements may force us to liquidate or restructure otherwise attractive investments.

In order to qualify as a REIT, we must also ensure that at the end of each calendar quarter, at least 75% of the value of our assets consists of cash, cash items, government securities and qualified REIT real estate assets. The remainder of our investments in securities cannot include more than 10% of the outstanding voting securities of any one issuer or 10% of the total value of the outstanding securities of any one issuer unless we and such issuer jointly elect for such issuer to be treated as a taxable REIT subsidiary under the Code. The total value of all of our investments in taxable REIT subsidiaries cannot exceed 25% of the value of our total assets. In addition, no more than 5% of the value of our assets can consist of the securities of any one issuer other than a taxable REIT subsidiary. If we fail to comply with these requirements, we must dispose of a portion of our assets within 30 days after the end of the calendar quarter in order to avoid losing our REIT status and suffering adverse tax consequences.

Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities.

The REIT provisions of the Code substantially limit our ability to hedge our liabilities. Any income from a hedging transaction we enter into to manage risk of interest rate changes with respect to borrowings made or to be made to acquire or carry real estate assets, if not clearly identified under applicable Treasury Regulations, does not constitute gross income for purposes of the 75% or 95% gross income tests that we must satisfy in order to maintain our qualification as a REIT. To the extent that we enter into other types of hedging transactions, the income from those transactions is likely to be treated as non-qualifying income for purposes of both of the gross income tests. See Material United States Federal Income Tax Considerations Income Tests. As a result of these rules, we intend to limit our use of advantageous hedging techniques or implement those hedges through a domestic TRS. This could increase the cost of our hedging activities because our TRS would be subject to tax on gains or expose us to greater risks associated with changes in interest rates than we would otherwise want to bear. In addition, losses in our TRS will generally not provide any tax benefit, except for being carried forward against future taxable income in the TRS.

Complying with REIT requirements may force us to borrow to make distributions to stockholders.

From time to time, our taxable income may be greater than our cash flow available for distribution to stockholders. If we do not have other funds available in these situations, we may be unable to distribute substantially all of our taxable income as required by the REIT provisions of the Code. Thus, we could be required to borrow funds, sell a portion of our assets at disadvantageous prices or find another alternative. These options could increase our costs or reduce our equity.

Our charter will not permit any person to own more than 9.8% of our outstanding common stock or of our outstanding stock of all classes or series, and attempts to acquire our common stock or our stock of all other classes or series in excess of these 9.8% limits would not be effective without an exemption from these limits by our board of directors.

For us to qualify as a REIT under the Code, not more than 50% of the value of our outstanding stock may be owned directly or indirectly, by five or fewer individuals (including certain entities treated as individuals for this purpose) during the last half of a taxable year. For the purpose of assisting our qualification as a REIT for federal income tax purposes, among other purposes, our charter will prohibit beneficial or constructive ownership by any person of more than a certain percentage, currently 9.8%, in value or by number of shares, whichever is more restrictive, of the outstanding shares of our common stock or 9.8% in value of the outstanding shares of our stock, which we refer to as the ownership limit. The constructive ownership rules under the Code and our charter are complex and may cause shares of the outstanding common stock owned by a group of related persons to be deemed to be constructively owned by one person. As a result, the acquisition of less than 9.8% of our outstanding common stock or our stock by a person could cause a person to own constructively in excess of 9.8% of our outstanding common stock or our stock, respectively, and thus violate the ownership limit. There can be no assurance that our board of directors, as permitted in the charter, will not decrease this ownership limit in the future. Any attempt to own or transfer shares of our common stock in excess of the ownership limit without the consent of our board of directors will result either in the shares in excess of the limit being transferred by operation of the charter to a charitable trust, and the person who attempted to acquire such excess shares will not have any rights in such excess shares, or in the transfer being void.

The ownership limit may have the effect of precluding a change in control of us by a third party, even if such change in control would be in the best interests of our stockholders or would result in receipt of a premium to the price of our common stock (and even if such change in control would not reasonably jeopardize our REIT status). The exemptions to the ownership limit granted to date may limit our board of directors power to increase the ownership limit or grant further exemptions in the future.

We may choose to make distributions in our own stock, in which case you may be required to pay income taxes without receiving any cash dividends.

In connection with our qualification as a REIT, we are required to annually distribute to our stockholders at least 90% of our REIT taxable income (which does not equal net income, as calculated in accordance with GAAP), determined without regard to the deduction for dividends paid and excluding net capital gain. In order to satisfy this requirement, we may make distributions that are payable in cash and/or shares of our common stock (which could account for up to 90% of the aggregate amount of such distributions) at the election of each stockholder. Taxable stockholders receiving such distributions will be required to include the full amount of such distributions as ordinary dividend income to the extent of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. As a result, U.S. stockholders may be required to pay income taxes with respect to such distributions in excess of the cash portion of the distribution received. Accordingly, U.S. holders receiving a distribution of our shares may be required to sell shares received in such distribution or may be required to sell other stock or assets owned by them, at a time that may be disadvantageous, in order to satisfy any tax imposed on such distribution. If a U.S. stockholder sells the stock that it receives as part of the distribution in order to pay this tax, the sales proceeds may be less than the amount it must include in income with respect to the distribution, depending on the market price of our stock at the time of the sale. Furthermore, with respect to certain non-U.S. holders, we may be required to withhold U.S. tax with respect to such distribution, including in respect of all or a portion of such distribution that is payable in stock, by withholding or disposing of part of the shares included in such distribution and using the proceeds of such disposition to satisfy the withholding tax imposed. In addition, if a significant number of our stockholders determine to sell shares of our common stock in order to pay taxes owed on dividend income, such sale may put downward pressure on the market price of our common stock.

Various tax aspects of such a taxable cash/stock distribution are uncertain and have not yet been addressed by the Internal Revenue Service (IRS). No assurance can be given that the IRS will not impose requirements in the future with respect to taxable cash/stock distributions, including on a retroactive basis, or assert that the requirements for such taxable cash/stock distributions have not been met.

Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.

The maximum tax rate applicable to qualified dividend income payable to certain non-corporate U.S. stockholders has been reduced by legislation to 20%. Dividends payable by REITs, however, generally are not eligible for the reduced rates. Although this legislation does not adversely affect the taxation of REITs or dividends payable by REITs, the more favorable rates applicable to regular corporate qualified dividends could

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cause certain non-corporate investors to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs, including our common stock.

We will be dependent on external sources of capital to finance our growth.

As with other REITs, but unlike corporations generally, our ability to finance our growth must largely be funded by external sources of capital because we generally will have to distribute to our stockholders 90% of our taxable income in order to qualify as a REIT, including taxable income where we do not receive corresponding cash. Our access to external capital will depend upon a number of factors, including general market conditions, the market s perception of our growth potential, our current and potential future earnings, cash distributions and the market price of our common stock.

We may be subject to adverse legislative or regulatory tax changes that could increase our tax liability, reduce our operating flexibility and reduce the price of our common stock.

In recent years, numerous legislative, judicial and administrative changes have been made in the provisions of U.S. federal income tax laws applicable to investments similar to an investment in shares of our common stock. Additional changes to the tax laws are likely to continue to occur, and we cannot assure you that any such changes will not adversely affect the taxation of a stockholder. Any such changes could have an adverse effect on an investment in our shares or on the market value or the resale potential of our assets. You are urged to consult with your tax advisor with respect to the impact of recent legislation on your investment in our shares and the status of legislative, regulatory or administrative developments and proposals and their potential effect on an investment in our shares. Although REITs generally receive certain tax advantages compared to entities taxed as regular corporations, it is possible that future legislation would result in a REIT having fewer tax advantages, and it could become more advantageous for a company that invests in real estate to elect to be treated for U.S. federal income tax purposes as a corporation. As a result, our charter provides our board of directors with the power, under certain circumstances, to revoke or otherwise terminate our REIT election and cause us to be taxed as a regular corporation, without the approval of our stockholders.

Liquidation of assets may jeopardize our REIT qualification.

To qualify as a REIT, we must comply with requirements regarding our assets and our sources of income. If we are compelled to liquidate our investments to repay obligations to our lenders, we may be unable to comply with these requirements, ultimately jeopardizing our qualification as a REIT, or we may be subject to a 100% tax on any resultant gain if we sell assets that are treated as dealer property or inventory.

Our ownership of and relationship with any TRS will be restricted, and a failure to comply with the restrictions would jeopardize our REIT status and may result in the application of a 100% excise tax.

A REIT may own up to 100% of the stock of one or more TRSs. A TRS may earn income that would not be qualifying income if earned directly by the parent REIT. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 25% of the value of a REIT s assets may consist of stock or securities of one or more TRSs. The value of our interests in and thus the amount of assets held in a TRS may also be restricted by our need to qualify for an exclusion from regulation as an investment company under the Investment Company Act. A TRS will pay federal, state and local income tax at regular corporate rates on any income that it earns. In addition, the TRS rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. The rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm s-length basis.

Any TRS we own, as a domestic TRS, will pay federal, state and local income tax on its taxable income, and its after-tax net income is available for distribution to us but is not required to be distributed to us. The aggregate value of the TRS stock and securities owned by us cannot exceed 25% of the value of our total assets (including the TRS stock and securities). Although we plan to monitor our investments in TRSs, there can be no assurance that we will be able to comply with the 25% limitation discussed above or to avoid application of the 100% excise tax discussed above.

Risks Related to this Offering and Ownership of Our Common Stock

The cash available for distribution to stockholders may not be sufficient to pay dividends at expected levels, nor can we assure you of our ability to make distributions in the future. We may use borrowed funds to make distributions.

Our expected annual distributions for the 12 months following the consummation of this offering of $0.80 per share are expected to be approximately 98.4% of estimated cash available for distribution (or 100.4% of estimated cash available for distribution if the underwriters exercise their option to purchase additional shares in full). We expect that our initial estimated annual distributions will not exceed cash available from operations. If cash available for distribution generated by our assets for such twelve month period is less than our estimate, or if such cash available for distribution decreases in future periods from expected levels, our inability to make the expected distributions could result in a decrease in the market price of our common stock. See Distribution Policy. All distributions will be made at the discretion of our board of directors and will depend on our earnings, our financial condition, maintenance of our REIT qualification and other factors as our board of directors may deem relevant from time to time. We may not be able to make distributions in the future. In addition, some of our distributions may include a return of capital. To the extent that we decide to make distributions in excess of our current and accumulated earnings and profits, such distributions would generally be considered a return of capital for federal income tax purposes to the extent of the holder s adjusted tax basis in their shares. A return of capital is not taxable, but it has the effect of reducing the holder s adjusted tax basis in its investment. To the extent that distributions exceed the adjusted tax basis of a holder s shares, they will be treated as gain from the sale or exchange of such stock. See Material United States Federal Income Tax Considerations Taxation of United States Holders of Our Common Stock Distributions Generally. If we borrow to fund distributions, our future interest costs would increase, thereby reducing our earnings and cash available for distribution from what they otherwise would have been.

No public market for our shares currently exists, an active trading market for our shares may not develop and the market price of our shares may decline substantially and quickly.

Prior to this offering, there has been no public market for our shares. Although we intend to apply to list our shares on the NYSE, we cannot predict the extent to which a trading market will develop or how liquid that market might become. The estimated initial public offering price for our shares was determined by negotiations between us and the representative of the underwriters and may not be indicative of prices that will prevail in the trading market. An active trading market may not develop following the closing of this offering or, if developed, may not be sustained. The lack of an active market may impair your ability to sell your shares at the time you wish to sell them or at a price that you consider reasonable. The lack of an active market may also reduce the market price of your shares. An inactive market may also impair our ability to raise capital by selling shares and may impair our ability to acquire additional properties or other businesses by using our shares as consideration, which in turn could materially adversely affect our business. In addition, the stock market in general, and the NYSE and REITs in particular, have recently experienced extreme price and volume fluctuations. These broad market and industry factors may decrease the market price of our shares, regardless of our actual operating performance. For these reasons, among others, the market price of the shares you purchase in this offering may decline substantially and quickly.

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Our share price may decline due to the large number of our shares eligible for future sale.

The market price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market after this offering or the perception that such sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell shares of our common stock in the future at a time and at a price that we deem appropriate. Upon completion of this offering we will have a total of 223,492,460 shares of our common stock outstanding, or 229,679,960 shares of our common stock assuming the underwriters exercise in full their option to purchase additional shares of our common stock. All of the 41,250,000 shares of our common stock sold in this offering, or 47,437,500 shares of our common stock assuming the underwriters exercise in full their option to purchase additional shares of our common stock, will be freely tradable without restriction or further registration under the Securities Act of 1933, as amended (the Securities Act), by persons other than our affiliates. See Shares Eligible for Future Sale.

The remaining 182,242,460 shares of our common stock outstanding held by our pre-IPO owners will be restricted securities within the meaning of Rule 144 under the Securities Act and may not be sold in the absence of registration under the Securities Act unless an exemption from registration is available, including the exemptions contained in Rule 144. In addition, we and our directors and executive officers and each of our pre-IPO owners have agreed, subject to certain exceptions, not to dispose of or hedge any shares of our common stock or securities convertible into or exchangeable for shares of our common stock for 180 days from the date of this prospectus, except with the underwriters prior written consent. As a result of the registration rights agreement, however, all of these shares of our common stock will, subject to applicable lock-up arrangements, be eligible for future sale. From and after the first anniversary of the date of the closing of this offering, the 58,663,007 BPG Subsidiary Shares held by our pre-IPO owners will be exchangeable at the option of the holder for an equivalent number of shares of our common stock or, at our option, cash based upon the value of an equivalent number of shares of our common stock, subject to the ownership limit and other restrictions on ownership and transfer set forth in our charter and described under the section entitled Description of Stock Restrictions on Ownership and Transfer. In addition, from and after the first anniversary of the date of the closing of this offering, limited partners of our Operating Partnership will have the right to require our Operating Partnership to redeem part or all of their 15,877,791 OP Units for cash, based upon the value of an equivalent number of shares of our common stock at the time of the election to redeem, or, at our election, exchange them for an equivalent number of shares of our common stock, subject to the ownership limit and other restrictions on ownership and transfer set forth in our charter and described under the section entitled Description of Stock Restrictions on Ownership and Transfer. Notwithstanding the foregoing, our Sponsor and Centerbridge are generally permitted to exchange BPG Subsidiary Shares and redeem their OP Units at any time. Any shares we issue upon such exchanges would be restricted securities as defined in Rule 144 unless we register such issuances. However, we will enter into a registration rights agreement that will require us to register under the Securities Act these shares. See Shares Eligible For Future Sale Registration Rights and Certain Relationships and Related Person Transactions Registration Rights Agreement.

We intend to file one or more registration statements on Form S-8 under the Securities Act to register shares of our common stock or securities convertible into or exchangeable for shares of our common stock issued pursuant to our 2013 Omnibus Incentive Plan. Any such Form S-8 registration statements will automatically become effective upon filing. Accordingly, shares registered under such registration statements will be available for sale in the open market. We expect that the initial registration statement on Form S-8 will cover 15,000,000 shares of our common stock. However, shares issued to our directors and officers and each of our pre-IPO owners are subject to lock-up arrangements, described above, and generally may not be sold for 180 days from the date of this prospectus, except with the underwriters prior written consent.

Upon completion of this offering, our charter will provide that we may issue up to 3,000,000,000 shares of common stock, and 300,000,000 shares of preferred stock, $0.01 par value per share. Moreover, under Maryland law and our charter, our board of directors has the power to increase the aggregate number of shares of stock or the number of shares of stock of any class or series that we are authorized to issue without stockholder approval.

See Description of Stock. Similarly, the agreement of limited partnership of our Operating Partnership authorizes us to issue an unlimited number of additional OP Units of our Operating Partnership, which may be exchangeable for shares of our common stock. In addition, the charter of BPG Subsidiary authorizes BPG Subsidiary to issue additional BPG Subsidiary Shares, which may be exchangeable for shares of our common stock, or, at our option, cash based on the value of an equivalent number of shares of our common stock, and 1,000 shares of preferred stock.

The market price of our common stock could be adversely affected by market conditions and by our actual and expected future earnings and level of cash dividends.

Securities markets worldwide experience significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions, could reduce the market price of shares without regard to our operating performance. For example, the trading prices of equity securities issued by REITs have historically been affected by changes in market interest rates. One of the factors that may influence the market price of our common stock is the annual yield from distributions on our common stock as compared to yields on other financial instruments. An increase in market interest rates, or a decrease in our distributions to stockholders, may lead prospective purchasers of shares of our common stock to demand a higher distribution rate or seek alternative investments. As a result, if interest rates rise, it is likely that the market price of our common stock will decrease as market rates on interest-bearing securities increase. In addition, our operating results could be below the expectations of public market analysts and investors, and in response the market price of our shares could decrease significantly. The market value of the equity securities of a REIT is also based upon the market s perception of the REIT s growth potential and its current and potential future cash distributions, whether from operations, sales or refinancings, and is secondarily based upon the real estate market value of the underlying assets. For that reason, our common stock may trade at prices that are higher or lower than our net asset value per share. To the extent we retain operating cash flow for investment purposes, working capital reserves or other purposes, these retained funds, while increasing the value of our underlying assets, may not correspondingly increase the market price of our common stock. Our failure to meet the market s expectations with regard to future earnings and cash distributions likely would adversely affect the market price of our common stock and, in such instances, you may be unable to resell your shares at or above the initial public offering price.

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FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements, which reflect our current views with respect to, among other things, our operations and financial performance. You can identify these forward-looking statements by the use of words such as outlook, believes, expects, potential, continues, may, will, should, seeks, approximately, projects, predicts, intends, plans, estimates, anticipates or the negati or other comparable words. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. We believe these factors include but are not limited to those described under Risk Factors. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this prospectus. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

MARKET AND INDUSTRY DATA

We have obtained the information under Summary Industry Overview and Industry Overview from the market study prepared for us by Rosen Consulting Group (RCG), a nationally recognized real estate consulting firm, and such information is included in this prospectus in reliance on RCG s authority as an expert in such matters. See Experts. In addition, this prospectus includes market and industry data and forecasts that we have derived from independent consultant reports, publicly available information, various industry publications, other published industry sources and our internal data and estimates. Independent consultant reports, industry publications and other published industry sources generally indicate that the information contained therein was obtained from sources believed to be reliable.

Our internal data and estimates are based upon information obtained from trade and business organizations and other contacts in the markets in which we operate and our management s understanding of industry conditions.

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ORGANIZATIONAL STRUCTURE

IPO Property Transfers

In connection with this offering, we will acquire interests in 43 properties (the Acquired Properties) from our Sponsor in exchange for OP Units having a value equivalent to the value of these interests. The precise number of OP Units to be issued in connection with our acquisition of the Acquired Properties will be determined at the time that the initial public offering price per share in this offering is determined. More specifically, because we have determined that the Acquired Properties are of comparable quality to the Same Property Portfolio, we intend to utilize the capitalization rate for the IPO Portfolio implied by the initial price to the public in this offering to assign values to the properties comprising the Same Property Portfolio and the Acquired Properties and then, after taking in to account the differing levels of indebtedness related to these different asset pools, determine the relative equity value contributed by the owners of the Acquired Properties. This calculation will permit us to determine the appropriate percentage ownership of the Operating Partnership to be issued in exchange for the Acquired Properties. Because the Acquired Properties are somewhat more highly leveraged than the Same Property Portfolio, the proportion of the equity value contributed by the owners of the Acquired Properties is correlated to the initial public offering price and the overall value implied to the IPO Portfolio by that price. Based on the initial public offering price of $20.00 per share, we will issue 15,877,791 OP Units in exchange for interests in the Acquired Properties. In connection with the acquisition of the Acquired Properties, we will repay approximately $74.1 million of indebtedness to our Sponsor attributable to certain of the Acquired Properties, approximately $66.6 million of which will be repaid with a portion of the net proceeds of this offering and approximately $7.5 million of which will be repaid approximately one year following this offering.

Also in connection with this offering, we will distribute to our pre-IPO owners interests (except to the extent that we dispose of any such interest prior to such distribution) in 45 properties that we have historically held in our portfolio (the Non-Core Properties). Certain of the Non-Core Properties are subject to transfer restrictions under the indentures governing unsecured notes issued by our subsidiary, Brixmor LLC, until January 15, 2014. Accordingly, we intend to effect the distribution of the Non-Core Properties to our pre-IPO owners in two steps. First, at the time of this offering we will issue to our pre-IPO owners a separate series of interest in our Operating Partnership that allocates to them all of the economic consequences of ownership of the Non-Core Properties. This separate series of interest in our Operating Partnership will be redeemable by us at our option at any time by transferring to the holders of such series the underlying Non-Core Properties. Second, following the expiration of the applicable transfer restrictions on January 15, 2014, we intend to transfer to our pre-IPO owners the Non-Core Properties in redemption of the separate series of interest in our Operating Partnership relating to these properties. We will not be required to redeem the separate series of interests after the transfer restrictions expire, nor do we have the option to redeem the separate series of interests with cash or any other form of consideration. However, we do not anticipate any circumstances in which we would not redeem the separate series of interests after the transfer restrictions expire, and because the economic consequences of ownership of the Non-Core Properties will be attributable to the holders of the separate series of interests, which will be reflected as a noncontrolling interest in Brixmor Property Group Inc. s consolidated financial statements, the net income attributable to Brixmor Property Group Inc. would be unaffected by any decision not to redeem these interests. Following this offering and the IPO Property Transfers, we will continue to manage the Non-Core Properties for which we expect to receive customary management, leasing and other fees.

We refer to the above-described contributions and distributions as the IPO Property Transfers. For additional information, see Unaudited Pro Forma Financial Information IPO Property Transfers.

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Management Interests in Acquired Properties

Certain members of our management team, including our executive officers, purchased, or received as compensation for services such executives provided with respect to the Acquired Properties, interests in affiliated entities that presently own the Acquired Properties. Following the IPO Property Transfers, the interests of our management in these entities will be converted into OP Units in a manner intended to replicate the respective economic benefit provided by such units based upon the valuation derived from the initial public offering price relative to the specific assets of that affiliated entity that comprise the Acquired Properties. We will recognize additional compensation expense in respect of the conversion that will be included in general and administrative expense at the time we complete the IPO Property Transfers. The amount of the expense recognized will be the difference between the accumulated amounts previously recognized by us for the interests in the Acquired Properties and the fair value of the OP Units issued in the conversion.

The following table sets forth the type and number of such interests prior to the conversion and the number of OP Units into which such interests will be converted, in each case based on the initial public offering price of $20.00 per share.

	BRE Southeast Retail		**BRE Throne**	
	BRE Units(1)	Class A-2 Units(2)	Throne Units(3)	Class A-2 Units(4)
Management interests outstanding prior to conversion	6,166,539	150,000	2,813,447	100,000
Conversion ratio	0.02152	0.07886	0.06832	0.13240
OP Units to be issued	132,687	11,830	192,204	13,240

(1) Class B Units (BRE Units) in BRE Southeast Retail Holdings LLC (BRE Southeast Retail). The BRE Units are profits interests having economic characteristics similar to stock appreciation rights and representing the right to share in any increase in the equity value of BRE Southeast Retail that exceeds a specified threshold.

(2) Class A-2 Units in BRE Southeast Retail. Class A-2 Units are equity interests that have economic characteristics that are similar to those of shares of common stock in a corporation.

(3) Class B Units (the Throne Units) in BRE Throne Parent HoldCo LLC and BRE Throne REIT HoldCo LLC (collectively, BRE Throne). The Throne Units are profits interests having economic characteristics similar to stock appreciation rights and representing the right to share in any increase in the equity value of BRE Throne that exceeds a specified threshold.

(4) Class A-2 Units in BRE Throne. Class A-2 Units are equity interests that have economic characteristics that are similar to those of shares of common stock in a corporation.

See Management Compensation Discussion and Analysis Compensation Elements Long-Term Equity Compensation Equity Awards in the Acquired Properties We Manage and Management Compensation Discussion and Analysis Compensation Elements Long-Term Equity Compensation Compensation Actions Taken During 2013 Equity Awards in the Acquired Properties We Manage.

Our Organizational Structure

All of our assets are held, and our operations conducted, by our Operating Partnership. We own and control our Operating Partnership indirectly through our ownership in BPG Subsidiary. Brixmor OP GP LLC, a wholly-owned subsidiary of BPG Subsidiary, serves as the sole general partner of our Operating Partnership.

In addition to owning shares of our common stock, our Pre-IPO owners also own Outstanding BPG Subsidiary Shares and, following the IPO Property Transfers, Outstanding OP Units. We have entered into an exchange agreement with the holders of the Outstanding BPG Subsidiary Shares so that these holders may, from and after the first anniversary of the date of the closing of this offering (subject to the terms of the exchange agreement), exchange their BPG Subsidiary Shares for shares of our common stock on a one-for-one basis subject to customary conversion rate adjustments for splits, share dividends and reclassifications, or, at our election, for cash. In addition, holders of Outstanding OP Units may, from and after the first anniversary of the date of the closing of this offering (subject to the terms of the partnership agreement of our Operating Partnership), redeem their OP Units for cash or, at our election, exchange their OP Units for shares of our common stock on a one-for-one basis subject to customary conversion rate adjustments for splits, unit distributions and reclassifications. Notwithstanding the foregoing, our Sponsor and Centerbridge are generally permitted to exchange BPG Subsidiary Shares and redeem their OP Units at any time.

We refer to shares of our common stock, the BPG Subsidiary Shares and the OP Units, collectively, as Brixmor Interests. We use the term Outstanding BPG Subsidiary Shares to refer to the BPG Subsidiary Shares held by persons other than Brixmor Property Group Inc. and the term Outstanding OP Units to refer to the OP Units not held by Brixmor Property Group Inc., BPG Subsidiary or its wholly-owned subsidiary. We use the term Outstanding Brixmor Interests to refer, collectively, to the outstanding shares of our common stock, the Outstanding BPG Subsidiary Shares and the Outstanding OP Units.

Brixmor Property Group Inc. owns a majority of the BPG Subsidiary Shares outstanding. Accordingly, through its power to elect all of BPG Subsidiary s directors, Brixmor Property Group Inc. operates and controls all of the business and affairs of BPG Subsidiary and consolidates the financial results of BPG Subsidiary and its consolidated subsidiaries, including our Operating Partnership. The ownership interest of the minority stockholders of BPG Subsidiary is reflected as a non-controlling interest in Brixmor Property Group Inc. s consolidated financial statements.

After the completion of this offering and the IPO Property Transfers, BPG Subsidiary will own a majority of the OP Units of our Operating Partnership outstanding, and its wholly-owned subsidiary, Brixmor OP GP LLC, will serve as the sole general partner of our Operating Partnership. Accordingly, BPG Subsidiary will operate and control all of the business and affairs of our Operating Partnership and consolidate the financial results of our Operating Partnership and its consolidated subsidiaries. The ownership interest of the holders of OP Units to be held by our pre-IPO owners will also be reflected as a non-controlling interest in Brixmor Property Group Inc. s consolidated financial statements.

As of June 30, 2013, Brixmor Property Group Inc. had outstanding 125 shares of Series A Redeemable Preferred Stock (the Existing Preferred Stock) held by 125 holders, having a liquidation preference of $10,000 per share. We intend to redeem for cash all outstanding shares of our Existing Preferred Stock shortly before the completion of this offering.

As of June 30, 2013, BPG Subsidiary Inc. had outstanding 125 shares of Series A Redeemable Preferred Stock, par value $0.01 per share, held by 125 holders, having a liquidation preference of $10,000 per share. The outstanding preferred stock of BPG Subsidiary Inc. will remain outstanding after this offering.

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The following diagram depicts our organizational structure and equity ownership immediately following this offering. This chart is provided for illustrative purposes only and does not show all of our legal entities or ownership percentages of such entities.

(1) BPG Subsidiary owns a portion of its interest in our Operating Partnership through Brixmor OP GP LLC, a wholly-owned subsidiary of BPG Subsidiary that serves as the sole general partner of our Operating Partnership.

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USE OF PROCEEDS

We estimate that the net proceeds we will receive from this offering, after deducting estimated underwriting discounts and estimated offering expenses payable by us, will be approximately $773.7 million, or approximately $891.3 million if the underwriters exercise in full their option to purchase additional shares from us.

Brixmor Property Group Inc. will contribute the net proceeds of this offering to BPG Subsidiary in exchange for a number of BPG Subsidiary Shares that is equal to the number of shares that we issue to investors in this offering. BPG Subsidiary will in turn contribute this amount to our Operating Partnership in exchange for a number of OP Units that is equal to the number of BPG Subsidiary Shares that BPG Subsidiary so issues to Brixmor Property Group Inc.

Our Operating Partnership will primarily use the net proceeds from this offering to repay $699.7 million of outstanding borrowings under the revolving portion of the Unsecured Credit Facility, which will mature in 2017. Borrowings under the revolving facility currently bear interest at LIBOR plus 1.70%. The borrowings under the revolving credit facility to be repaid with proceeds from this offering will have been used to repay indebtedness of our Operating Partnership and its subsidiaries and for general corporate purposes. See Description of Indebtedness. Affiliates of certain of the underwriters are lenders under our Unsecured Credit Facility, which we intend to repay in part with the net proceeds of this offering, and accordingly will receive a portion of the net proceeds of this offering. See Underwriting. We will also use the net offering proceeds to repay $66.6 million of indebtedness to our Sponsor attributable to certain of the Acquired Properties, to pay approximately $2.0 million of transaction costs related to the IPO Property Transfers, which relate to, among other things, transfer taxes and loan consent fees, and to pay approximately $5.4 million of transfer fees due to lenders on several of our outstanding mortgage loans that are payable in connection with this offering.

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DISTRIBUTION POLICY

We intend to continue to qualify as a REIT for U.S. federal income tax purposes. The Code generally requires that a REIT annually distribute at least 90% of its REIT taxable income, determined without regard to the deduction for dividends paid and excluding any net capital gain, and imposes tax on any taxable income retained by a REIT, including capital gains.

We intend to make a pro rata distribution with respect to the quarter during which this offering occurs, based on a distribution rate of $0.20 per share of our common stock for a full quarter. On an annualized basis, this would be $0.80 per share of our common stock, or an annualized distribution rate of 4.0%. We estimate that this initial annual distribution rate will represent approximately 98.4% of estimated cash available for distribution for the 12 months ending June 30, 2014. We do not intend to reduce the annualized distribution per share of our common stock if the underwriters exercise their option to purchase additional shares. Our intended initial annual distribution rate has been established based on our estimate of cash available for distribution for the 12 months ending June 30, 2014, which we have calculated based on adjustments to our pro forma net income for the 12 months ended June 30, 2013. This estimate was based on our pro forma operating results and does not take into account our long-term business and growth strategies, nor does it take into account any unanticipated expenditures that we may have to make or any financings for such expenditures. In estimating our cash available for distribution for the 12 months ending June 30, 2014, we have made certain assumptions reflected in the table and footnotes below, including that there will be no terminations of existing leases in our portfolio after June 30, 2013 (other than scheduled lease expirations) or lease renewals or new leases (other than month-to-month leases) after June 30, 2013 unless a new or renewal lease has been entered into prior to the date of this prospectus.

Our estimate of cash available for distribution does not reflect the effect of any changes in our working capital after June 30, 2013, other than the amount of cash estimated to be used for tenant improvement and leasing commission costs related to leases that may be entered into prior to the date of this prospectus. It also does not reflect the amount of cash estimated to be used for investing activities for acquisition and other activities, other than estimated capital expenditures, or the amount of cash estimated to be used for financing activities, other than scheduled mortgage loan principal repayments on mortgage indebtedness that will be outstanding upon consummation of this offering. Although we have included all material investing and financing activities that we have commitments to undertake as of June 30, 2013, we may undertake other investing and/or financing activities in the future. Any such investing and/or financing activities may have a material effect on our estimate of cash available for distribution. Because we have made the assumptions set forth above in estimating cash available for distribution, we do not intend this estimate to be a projection or forecast of our actual results of operations or liquidity. Our estimate of cash available for distribution should not be considered as an alternative to cash flow from operating activities (computed in accordance with GAAP) or as an indicator of our liquidity or ability to pay dividends or make distributions. In addition, the methodology upon which we made the adjustments described below is not necessarily intended to be a basis for calculating cash available for distribution.

Notwithstanding the estimate set forth below, our future distributions will be at the sole discretion of our board of directors. When determining the amount of future distributions, we expect that our board of directors will consider, among other factors, (1) the amount of cash generated from our operating activities, (2) our expectations of future cash flows, (3) our determination of near-term cash needs for debt repayments, existing or future share repurchases, and selective acquisitions of new properties, (4) the timing of significant redevelopment and re-leasing activities and the establishment of additional cash reserves for anticipated tenant improvements and general property capital improvements, (5) our ability to continue to access additional sources of capital, (6) the amount required to be distributed to maintain our status as a REIT and to reduce any income and excise taxes that we otherwise would be required to pay, (7) any limitations on our distributions contained in our credit or other agreements, including, without limitation, in our Unsecured Credit Facility, and (8) the sufficiency of legally-available assets.

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If our operations do not generate sufficient cash flow to allow us to satisfy the REIT distribution requirements, we may be required to fund distributions from working capital, borrow funds, sell assets or reduce such distributions. Our board of directors reviews the alternative funding sources available to us from time to time. Our actual results of operations will be affected by a number of factors, including the revenues we receive from our properties, our operating expenses, interest expense, the ability of our tenants to meet their obligations and unanticipated expenditures. For more information regarding risk factors that could materially adversely affect our actual results of operations, please see Risk Factors.

Because Brixmor Property Group Inc. is a holding company and has no material assets other than its ownership of the BPG Subsidiary Shares and no material operations other than those conducted by BPG Subsidiary, we will fund any distributions from legally-available assets authorized by our board of directors in three steps:

- first, our Operating Partnership will make distributions to those of its partners which are holders of OP Units, including BPG Subsidiary. If our Operating Partnership makes such distributions, then in addition to BPG Subsidiary and its wholly-owned subsidiary, the other partners of our Operating Partnership will also be entitled to receive equivalent distributions pro rata based on their partnership interests in our Operating Partnership;

- second, BPG Subsidiary will distribute to Brixmor Property Group Inc. its share of such distributions. If BPG Subsidiary makes such distributions, then in addition to Brixmor Property Group Inc., the other stockholders of BPG Subsidiary will also be entitled to receive equivalent distributions pro rata based on their interests in BPG Subsidiary; and

- third, Brixmor Property Group Inc. will distribute the amount authorized by its board of directors and declared by Brixmor Property Group Inc. to its common stockholders on a pro rata basis.

We did not pay any dividends to the holders of our common stock or Outstanding BPG Subsidiary Shares during the period from June 28, 2011 to December 31, 2011. During 2012 and to date in 2013 we have paid an aggregate of $25.0 million and $37.5 million, respectively, of dividends to the holders of our common stock and Outstanding BPG Subsidiary Shares. We anticipate that we will pay an additional aggregate of $25.0 million of dividends to the holders of our common stock and Outstanding BPG Subsidiary Shares prior to the consummation of this offering.

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The following table describes Brixmor Property Group Inc. s pro forma net income/(loss) from continuing operations for the 12 months ended December 31, 2012 and June 30, 2013, and the adjustments it has made thereto in order to estimate its initial cash available for distribution for the 12 months ending June 30, 2014 (amounts in thousands except share and per share data, square footage data and percentages). Pro forma net income/(loss) from continuing operations reflects adjustments for certain transactions, as described in Unaudited Pro Forma Financial Information. Other than such adjustments, these calculations do not assume any changes to Brixmor Property Group Inc. s operations or any acquisitions or dispositions or other developments or occurrences which could affect operating results and cash flows, or changes in outstanding shares of our common stock. We cannot assure you that actual results will be the same as or comparable to the calculations below.

Pro forma net (loss) from continuing operations for the 12 months ended December 31, 2012	$ (60,332)
Less: Pro forma net loss from continuing operations for the six months ended June 30, 2012	43,821
Add: Pro forma net income from continuing operations for the six months ended June 30, 2013	2,907
Pro forma net income / (loss) from continuing operations for the 12 months ended June 30, 2013	$ (13,604)
Add: Pro forma real estate depreciation and amortization	495,926
Add: Pro forma impairment charges from continuing operations and unconsolidated joint ventures	1,845
Less: Pro forma gain on sale of real estate	(1,012)
Add: Net increases in contractual rent income (1)	48,413
Less: Net decreases in contractual rent income (2)	(41,946)
Less: Net effects of straight-line rent adjustments to tenant leases (3)	(17,356)
Less: Net effects of above- and below-market rent adjustments (4)	(54,982)
Add: Non-cash compensation expense (5)	4,815
Less: Net effects of non-cash amortization of debt premium, debt discount and debt issuance costs	(11,459)
Estimated cash flow from operating activities for the 12 months ending June 30, 2014	$ 410,640
Estimated cash flows from investing activities	
Less: Contractual obligations for tenant improvements costs, leasing commissions and redevelopment costs (6)	(115,314)
Less: Estimated annual provision for recurring property capital expenditures (7)	(17,329)
Total estimated cash flows used in investing activities	(132,643)
Estimated cash flow used in financing activities scheduled mortgage loan principal repayments (8)	(34,301)
Estimated cash available for distribution for the 12 months ending June 30, 2014	$ 243,696
Less: Non-controlling interests (other) share of estimated cash available for distribution	(1,326)
Estimated cash available to our Operating Partnership for distribution for the 12 months ended June 30, 2014	$ 242,370
Share of estimated cash available to our Operating Partnership for distribution attributable to holders of Outstanding OP units	5.33%
Share of estimated cash available to our Operating Partnership for distribution attributable to holders of Outstanding BPG Subsidiary Shares	19.68%
Share of estimated cash available to our Operating Partnership for distribution attributable to Brixmor Property Group Inc.	74.99%
Total estimated initial annual distribution to our stockholders and to holders of Outstanding BPG Subsidiary Shares and Outstanding OP Units	$ 238,427
Total estimated initial annual distribution to holders of Outstanding OP Units	$ 12,702
Total estimated initial annual distribution to holders of Outstanding BPG Subsidiary Shares	$ 46,931
Total estimated initial annual distribution to our stockholders	$ 178,794
Estimated initial annual distributions per share of our common stock (9)	$ 0.80
Payout ratio based on the company s share of estimated cash available for distribution (10)	98.4%

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(1) Represents the net increases in contractual rental income from (i) existing leases (ii) new leases that were not in effect for the entire 12 month period ended June 30, 2013 (iii) new leases that were signed prior to the date of this prospectus but that will go into effect during the 12 months ending June 30, 2014 and (iv) projected lease renewals based on the retention rate for our IPO Portfolio of 83%, which is the average retention rate experienced over the period from January 1, 2010 to June 30, 2013 and the retention rate for the period from July 1, 2012 to June 30, 2013.

(2) Represents the net decrease in contractual rent from (i) lease expirations including leases that are not projected to be renewed and (ii) leases that expired during the twelve month period ended June 30, 2013.

(3) Represents the conversion of estimated rental revenues for the 12 months ending June 30, 2014 from a straight-line accrual basis to a cash basis of revenue recognition.

(4) Represents the elimination of non-cash adjustments for above-market and below-market leases for the 12 months ended June 30, 2013.

(5) Represents the stock based compensation expense for long term awards granted in 2011 and 2013.

(6) For purposes of calculating the distribution in the above table, we have assumed we will incur between July 1, 2013 and June 30, 2014 (i) approximately $45.9 million of tenant improvements and leasing commissions costs for new and renewal leases related solely to tenant improvements and leasing commissions incurred or expected to be incurred in such period that we are contractually obligated to provide pursuant to the terms of the leases and (ii) approximately $69.4 million of capital expenditures related to redevelopment projects. All tenant improvements and leasing costs will be funded entirely from cash flow from operations. Our redevelopment projects are tenant-driven and are focused on renovating, re-tenanting and repositioning for existing and new tenants or properties. We may occasionally seek to acquire non-owned anchor spaces and land parcels at, or adjacent to, our shopping centers to facilitate redevelopment projects.

(7) For purposes of calculating the distribution in the above table, we have assumed we will incur approximately $17.3 million of recurring capital expenditures, calculated based on a historical four year average of $0.20 PSF. Recurring capital expenditures are costs to maintain properties and their common areas including new roofs, paving of parking lots and other general upkeep items. The historical recurring capital expenditures PSF for each of the last four years were as follows: 2012 $0.28, 2011 $0.28, 2010 $0.18 and 2009 $0.07. During 2009 and 2010, while under Centro s control, there were capital constraints which reduced our ability to incur normal, recurring capital expenditures at our properties. Accordingly, in 2011 and 2012, once under our Sponsor s ownership, we were able to increase our spending for capital expenditures that were deferred in the earlier years. The properties have now been updated and we believe spending is back at a normal, recurring rate of approximately $0.20 PSF. The historical recurring expenditures for the previous ten years including 2003 through 2012 were $0.19 PSF.

(8) Represents scheduled payments of mortgage loan principal due during the 12 months ending June 30, 2014. Does not include $1,133.9 million of debt maturities during the 12 months ending June 30, 2014 based on the assumptions that we will be able to fund these amounts under our Unsecured Credit Facility. The $1,133.9 million of debt maturities includes unsecured notes of $104.6 million that have stated maturity dates of August 2026 to February 2028 and that have a one-time repurchase right that requires us to offer to repurchase the notes if tendered by holders (but does not require the holders to tender) for an amount equal to the principal amount plus accrued and unpaid interest on January 15, 2014. As of September 23, 2013, we have repaid $700.0 million of the outstanding debt maturities. Of the remaining $433.9 million, the maturities of $80.0 million were extended on July 1, 2013 to a new maturity date of June 30, 2014 (the Company has two additional one year options through June 30, 2016) and the remaining $353.9 million will be repaid with borrowings under our Unsecured Credit Facility. The balance available on the Unsecured Credit Facility after the above repayments and after giving effect to this offering and the use of a portion of the proceeds therefrom to repay $699.7 million of outstanding borrowings under the Unsecured Credit Facility as described under Use of Proceeds, will be approximately $712.7 million.

(9) Based on a total of 223,492,460 shares of our common stock, 58,663,007 Outstanding BPG Subsidiary Shares and 15,877,791 Outstanding OP Units to be outstanding after this offering.

(10) Calculated as estimated initial annual distribution per share divided by the Brixmor Property Group Inc. s share of estimated cash available for distribution per share for the 12 months ending June 30, 2014.

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CAPITALIZATION

The following table sets forth our cash and cash equivalents and capitalization as of June 30, 2013:

- on an actual basis; and
- on a pro forma basis giving effect to the transactions described in Unaudited Pro Forma Financial Information, including this offering and the intended application of the net proceeds therefrom as described in Use of Proceeds.

You should read this table together with the other information contained in this prospectus, including Our Organizational Structure, Use of Proceeds, Unaudited Pro Forma Financial Information, Management s Discussion and Analysis of Financial Condition and Results of Operations and the historical financial statements and related notes that appear elsewhere in this prospectus.

	June 30, 2013	
(amounts in thousands, except shares and per share data)	**Actual**	**Pro forma**
Cash and cash equivalents	$ 142,006	$ 136,192
Restricted cash	104,021	86,044
Total cash	$ 246,027	$ 222,236
Debt:		
Mortgage and secured loans (1)	$ 6,093,002	$ 4,165,215
Unsecured Credit Facility (2)		1,683,362
Brixmor LLC unsecured notes (3)	387,367	387,367
Financing liabilities (4)	173,231	173,231
Total debt	6,653,600	6,409,175
Stockholders equity:		
Common stock, par value $0.01 per share; 200,000 shares authorized, actual; 75,649 shares issued and outstanding, actual; 3,000,000,000 shares authorized, as adjusted; 223,492,460 shares issued and outstanding, as adjusted;	1	2,235
Preferred stock, par value $0.01 per share; 1,000 shares authorized, actual; 300,000,000 shares authorized, as adjusted; 125 shares issued and outstanding, actual; no shares issued and outstanding, as adjusted;		
Additional paid in capital	1,749,305	2,633,011
Accumulated other comprehensive loss	(49)	(49)
Distributions in excess of accumulated loss	(108,232)	(345,040)
Total stockholders equity (5)	1,641,025	2,290,157
Non-controlling interests	528,987	765,227
Total equity	2,170,012	3,055,384
Total capitalization (5)	$ 8,823,612	$ 9,464,559

(1) Actual amount includes unamortized premium of $101.2 million.

(2) On July 16, 2013, we entered into the Unsecured Credit Facility, which consists of a $1,250.0 million revolving credit facility, which will mature on July 31, 2017, with a one-year extension option and a $1,500.0 million term loan facility, which will mature on July 31, 2018.

(3) Actual amount includes unamortized discount of $17.2 million.

(4) Actual amount includes unamortized premium of $2.5 million.

(5) If the underwriters option to purchase additional shares is exercised in full, the pro forma amount of each of cash, total cash, additional paid-in capital, total stockholders equity, total equity and total capitalization would increase by approximately $117.6 million, after deducting underwriting discounts and estimated operating expenses, and we would have 229,679,960 shares of our common stock issued and outstanding, as adjusted.

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DILUTION

If you invest in our shares, your interest will be diluted to the extent of the difference between the initial public offering price per share and the pro forma net tangible book value per share immediately after the completion of this offering.

Our pro forma net tangible book value as of June 30, 2013 was approximately $1.995 billion or $7.77 per share. Pro forma net tangible book value represents the amount of total tangible assets less total liabilities, after giving effect to the IPO Property Transfers, and pro forma net tangible book value per share represents pro forma net tangible book value divided by the number of shares outstanding, after giving effect to the IPO Property Transfers and the transactions described in Unaudited Pro Forma Financial Information and assuming that all of the Outstanding BPG Subsidiary Shares and the Outstanding OP Units are exchanged for newly-issued shares of our common stock on a one-for-one basis.

After giving effect to the IPO Property Transfers, including this offering and the intended application of the net proceeds therefrom as described in Use of Proceeds, our pro forma net tangible book value as of June 30, 2013 would have been $2.767 billion, or $9.28 per share. This represents an immediate increase in the net tangible book value of $1.51 per share and an immediate dilution of $10.72 per share to new investors purchasing shares in this offering. The following table illustrates this dilution per share:

Initial offering price per share		$ 20.00
Pro forma net tangible book value per share as of June 30, 2013 (1)	$ 7.77	
Increase in pro forma net tangible book value per share attributable to investors in this offering	1.51	
Pro forma net tangible book value per share after this offering (1)		9.28
Dilution in pro forma net tangible book value per share to investors in this offering		$ 10.72

(1) Pro forma net tangible book value consists of our pro forma total assets less our pro forma intangible lease related assets net of liabilities to be assumed, excluding our pro forma intangible lease liabilities, redeemable non-controlling interest and certain non-redeemable non-controlling interests and is calculated as follows.
($ in thousands)

Pro forma total assets	$10,139,277
Less: pro forma intangible assets	(680,798)
Pro forma tangible assets	9,458,479
Less: pro forma total liabilities	(7,833,974)
Plus: pro forma intangible lease liabilities	396,058
Less: Redeemable and certain non-controlling interests	(25,364)
Pro forma net tangible assets after the effects of the IPO Property Transfers, but before the effects of this offering	1,995,199
Plus: change in equity from this offering net of costs associated with this offering	771,547
Pro forma net tangible assets after the effects of the IPO Property Transfers, after the effects of this offering	$ 2,766,747

Pro forma intangible assets of $680.8 million consist of $618.5 million of lease intangibles included in Real estate, net and $62.3 million in Deferred charges and prepaid expenses, net. Pro forma intangible lease liabilities of $396.1 million included in Accounts payable, accrued expenses and other liabilities. Redeemable and certain non-controlling interests consists $21.5 million included in Redeemable non-controlling interests in partnership and non-controlling interests of $3.9 million included with non-controlling interests.

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The following table summarizes, on the same pro forma basis as of June 30, 2013, the total number of shares purchased from us, the total cash consideration paid to us and the average price per share paid by our pre-IPO owners and by new investors purchasing shares in this offering, assuming that all of the Outstanding BPG Subsidiary Shares and the Outstanding OP Units are exchanged for newly-issued shares of our common stock on a one-for-one basis.

	Shares Purchased		Total Consideration		Average Price
	Number	Percentage	Amount ($ in thousands)	Percentage	Per Share
Pre-IPO owners	256,783,258	86.16%	$ 1,995,199	70.75%	$ 7.77
Investors in this offering	41,250,000	13.84%	825,000	29.25%	$ 20.00
Total	298,033,258	100.00%	$ 2,820,199	100.00%	$ 9.46

If the underwriters option to purchase additional shares is exercised in full, the following will occur:

- the number of shares purchased by investors in this offering will increase to 47,437,500, or approximately 15.59% of the total number of shares outstanding; and

- the immediate dilution experienced by investors in this offering will be $10.52 per share and the pro forma net tangible book value per share will be $9.48 per share.

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UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated financial statements reflect the pro forma financial condition and results of operations of Brixmor Property Group Inc. after giving effect to (i) the IPO Property Transfers (as described below), (ii) the acquisition of the interests we did not already hold in Arapahoe Crossings, L.P. (as described below), (iii) borrowings under the Unsecured Credit Facility, including use thereof, (as described below) and (iv) the estimated net proceeds, including use thereof, expected to be received from this offering. The pro forma adjustments associated with these transactions assume that each transaction was completed as of June 30, 2013 for purposes of the unaudited pro forma condensed consolidated balance sheet and as of January 1, 2012 for purposes of the unaudited pro forma condensed consolidated statements of operations.

Our pro forma condensed consolidated financial statements are presented for informational purposes only and are based on information and assumptions that we consider appropriate and reasonable. These pro forma condensed consolidated financial statements do not purport to (i) represent our financial position had this offering, and the other transactions described in these pro forma condensed consolidated financial statements, occurred on June 30, 2013, (ii) represent the results of our operations had this offering, and the other transactions described in these pro forma condensed consolidated financial statements, occurred on January 1, 2012 or (iii) project or forecast our financial position or results of operations as of any future date or for any future period, as applicable.

You should read the information below along with all other financial information and analysis presented in this prospectus, including the sections captioned Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations, and our historical financial statements and related notes included elsewhere in this prospectus.

IPO Property Transfers

In connection with this offering, certain investment funds affiliated with our Sponsor will contribute their ownership interests in 43 properties (the Acquired Properties) to us, and we will distribute 45 properties that we have historically held in our portfolio (the Non-Core Properties) to our pre-IPO owners. We refer to our Sponsor, funds affiliated with Centerbridge and the members of our management who own shares of our common stock and shares of the common stock of our majority-owned subsidiary, BPG Subsidiary Inc., and who will receive units in Brixmor Operating Partnership LP as part of the IPO Property Transfers as our pre-IPO owners.

Our acquisition of the Acquired Properties will be accounted for as a business combination resulting in the consideration exchanged for the Acquired Properties being allocated to the acquired assets and assumed liabilities based on their fair values on the date of acquisition, including identifiable intangible assets and liabilities.

The distribution of our ownership interests in the Non-Core Properties to our pre-IPO owners is expected to be effected through the consummation of two separate transactions due to the existence of transfer restrictions governing certain of our unsecured notes that are in effect through January 15, 2014. The first transaction, which will occur at the time of this offering, will consist of our Operating Partnership issuing a special class of units to our pre-IPO owners thereby providing our pre-IPO owners with all economic rights and obligations associated with ownership of the Non-Core Properties. The second transaction, expected to be consummated following the expiration of the aforementioned transfer restrictions, will consist of our Operating Partnership redeeming the special class of units in exchange for the Non-Core Properties pursuant to certain redemption provisions providing us with the right to redeem such units at any time. The distribution of the Non-Core Properties will be accounted for at fair value with any resulting gain or loss recognized in earnings. Following this offering and the IPO Property Transfers, we will continue to manage the Non-Core Properties for which we will receive customary management, leasing and other fees from our Sponsor.

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Acquisition of Arapahoe Crossings, L.P.

As of June 30, 2013, we owned a 30% ownership interest in Arapahoe Crossings, L.P. (Arapahoe), an unconsolidated real estate joint venture, which owns a single shopping center in the Denver, Colorado region having 466,363 sq. ft. of GLA. On May 15, 2013, we entered into an agreement with our joint venture partner to acquire the remaining 70% interest not owned by us in exchange for $20.0 million in cash, subject to a $41.9 million mortgage encumbering the asset. The transaction closed on July 31, 2013 and will be accounted for as a business combination with any resulting gain or loss associated with our previously held equity interest being recognized in earnings.

Unsecured Credit Facility

On July 16, 2013, we entered into a new $2,750.0 million Unsecured Credit Facility with a syndicate of lenders consisting of a $1,500.0 million term loan and a $1,250.0 million revolving credit facility. We expect to use the $1,500.0 million term loan and approximately $883.1 million of borrowings under the revolving credit facility to repay an equal amount of our existing indebtedness.

Offering Proceeds

We estimate that the gross proceeds to us from this offering will be approximately $825.0 million and that proceeds to us net of underwriting discounts and estimated offering expenses will be $773.7 million, or $891.3 million if the underwriters exercise their option to purchase additional shares in full after deducting underwriting discounts and other estimated expenses of this offering. Net proceeds of this offering will be used (i) to repay outstanding borrowings under the Unsecured Credit Facility, (ii) to repay indebtedness owed to our Sponsor that is attributable to certain of the Acquired Properties, (iii) to pay transaction costs associated with the IPO Property Transfers and (iv) to pay transfer fees associated with our outstanding mortgage loans.

Brixmor Property Group Inc. and Subsidiaries

Pro Forma Condensed Consolidated Balance Sheet

June 30, 2013

(Unaudited and in thousands)

		Acquisitions and Distributions									
	Brixmor Property Group Inc. and Subsidiaries	Acquired Properties (A)	Arapahoe Acquisition (B)	Non-Core Properties Distribution (C)	Other Pro Forma Adjustments & Eliminations		Pro Forma Before Offering	Proceeds from Offering (F)	Use of Proceeds (G)	Other Equity Adjustments (H)	Pro Forma
Assets											
Real estate, net	$ 8,855,876	$ 861,102	$ 70,706	$ (196,776)	$		$ 9,590,908	$	$	$	$ 9,590,908
Investments in and advances to unconsolidated real estate joint ventures	16,446		(7,397)	(3,937)			5,112				5,112
Cash and cash equivalents	142,006	7,903	(19,108)	(473)	5,864	**(D)**	136,192	773,750	(773,750)		136,192
Restricted cash	104,021	8,307	1,444	(2,388)	(25,340)	**(D)**	86,044				86,044
Marketable securities	23,593						23,593				23,593
Receivables, net	181,554	4,057	1,051	(10,479)	(385)	**(E)**	175,798				175,798
Deferred charges and prepaid expenses, net	101,956	3,585	53	(4,134)	(4,060)	**(D)**	97,400		5,247		102,647
Other assets	24,509	1,431	11	(1,720)			24,231				24,231
Total assets	$ 9,449,961	$ 886,385	$ 46,760	$ (219,907)	$ (23,921)		$ 10,139,278	$ 773,750	$ (768,503)	$	$ 10,144,525
Liabilities											
Debt obligations, net	$ 6,480,369	$ 492,100	$ 41,924	$ (25,792)	$ 8,098	**(D)**	$ 6,996,699	$	$ (760,755)	$	$ 6,235,944
Financing liabilities, net	173,231						173,231				173,231
Accounts payable, accrued expenses and other liabilities	604,882	76,728	3,662	(9,207)	(11,636)	**(D)**	664,044		(5,545)		658,499
					(385)	**(E)**					
Total liabilities	$ 7,258,482	$ 568,828	$ 45,586	$ (34,999)	$ (3,923)		$ 7,833,974	$	$ (766,300)	$	$ 7,067,674
Redeemable noncontrolling interests in partnership	21,467						21,467				21,467
Equity:											
Preferred stock	$	$	$	$	$		$	$	$	$	$

Common stock	1						1			2,234	2,235
Additional paid in capital	1,749,305						1,749,305	773,750		109,956	2,633,011
Accumulated other comprehensive (loss) income	(49)						(49)				(49)
Distributions in excess of accumulated loss (income)	(108,232)		1,174	(184,908)	(19,998)	**(D)**	(311,964)		(2,203)	(30,873)	(345,040)
Total stockholders equity	1,641,025		1,174	(184,908)	(19,998)		1,437,293	773,750	(2,203)	81,317	2,290,157
Non controlling interests	528,987	317,557					846,544			(81,317)	765,227
Total equity	2,170,012	317,557	1,174	(184,908)	(19,998)		2,283,837	773,750	(2,203)		3,055,384
Total liabilities and equity	$ 9,449,961	$ 886,385	$ 46,760	$ (219,907)	$ (23,921)		$ 10,139,278	$ 773,750	$ (768,503)	$	$ 10,144,525

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Brixmor Property Group Inc. and Subsidiaries

Pro Forma Condensed Consolidated Statement of Operations

For the Six Months Ended June 30, 2013

(Unaudited and in thousands, except per share data)

	Brixmor Property Group Inc. and Subsidiaries	Acquired Properties (AA)	Arapahoe Acquisition (BB)	Non-Core Properties Distribution (CC)	Other Pro Forma Adjustments & Eliminations		Pro Forma
Revenue							
Rental income	$ 443,772	$ 30,887	$ 2,721	$ (12,916)	$		$ 464,464
Expense reimbursements	122,898	7,034	1,020	(3,983)			126,969
Other revenues	6,001	109		(241)	118	**(DD)**	5,987
Total revenues	572,671	38,030	3,741	(17,140)	118		597,420
Operating expenses							
Operating costs	60,971	5,104	591	(3,458)	(1,149)	**(DD)**	62,059
Real estate taxes	86,541	3,871	864	(3,843)			87,433
Depreciation and amortization	226,505	18,148	1,291	(6,106)			239,838
Impairment of real estate assets	36,060			(34,529)			1,531
Provision for doubtful accounts	5,365	269	6	(457)			5,183
Acquisition related costs							
General and administrative	44,343	452	97	(10)			44,882
Total operating expenses	459,785	27,844	2,849	(48,403)	(1,149)		440,926
Other income (expense)							
Dividends and interest	420	4	2	(211)			215
Interest expense	(190,262)	(9,147)	(1,054)	1,265	46,255	**(EE)**	(152,943)
Gain (loss) on sale of real estate	722	(161)					561
Other	(2,123)			4			(2,119)
Total other income (expense), net	(191,243)	(9,304)	(1,052)	1,058	46,255		(154,286)
(Loss) income before equity in earnings of unconsolidated subsidiaries	(78,357)	882	(160)	32,321	47,522		2,208
Equity in (loss) income of unconsolidated joint ventures	754			(55)			699
Impairment of investment in unconsolidated joint ventures							
(Loss) income from continuing operations	$ (77,603)	$ 882	$ (160)	$ 32,266	$ 47,522		$ 2,907
Income from continuing operations attributable to non-controlling interests							(1,398)
							$ 1,509

Income from continuing operations attributable to common stockholders		
Pro forma income from continuing operations per share basic	$	0.01
Pro forma income from continuing operations per share diluted	$	0.01
Pro forma weighted average shares basic		223,492
Pro forma weighted average shares diluted		298,033

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Brixmor Property Group Inc. and Subsidiaries

Pro Forma Condensed Consolidated Statement of Operations

For the Year Ended December 31, 2012

(Unaudited and in thousands, except per share data)

	Brixmor Property Group Inc. and Subsidiaries	Acquired Properties (AA)	Arapahoe Acquisition (BB)	Non-Core Properties Distribution (CC)	Other Pro Forma Adjustments & Eliminations		Pro Forma
Revenue							
Rental income	$ 879,766	$ 61,309	$ 4,967	$ (28,110)	$		$ 917,932
Expense reimbursements	234,590	14,868	1,864	(8,726)			242,596
Other revenues	11,441	566	32	(213)	996	**(DD)**	12,822
Total revenues	1,125,797	76,743	6,863	(37,049)	996		1,173,350
Operating expenses							
Operating costs	124,673	11,477	1,299	(6,484)	(1,990)	**(DD)**	128,975
Real estate taxes	162,900	7,712	1,803	(7,681)			164,734
Depreciation and amortization	504,583	36,298	2,581	(15,870)			527,592
Provision for doubtful accounts	11,861	519	(16)	(311)			12,053
Acquisition related costs	541						541
General and administrative	88,870	543	310	(37)			89,686
Total operating expenses	893,428	56,549	5,977	(30,383)	(1,990)		923,581
Other income (expense)							
Dividends and interest	1,138	6	8	(428)			724
Interest expense	(386,380)	(16,898)	(2,311)	2,727	91,671	**(EE)**	(311,191)
Gain (loss) on sale of real estate	501			(4)			497
Other	(507)						(507)
Total other income (expense), net	(385,248)	(16,892)	(2,303)	2,295	91,671		(310,477)
(Loss) income before equity in earnings of unconsolidated subsidiaries	(152,879)	3,302	(1,417)	(4,371)	94,657		(60,708)
Equity income of unconsolidated joint ventures	687			3			690
Impairment of investment in unconsolidated joint ventures	(314)						(314)
(Loss) income from continuing operations	$ (152,506)	$ 3,302	$ (1,417)	$ (4,368)	$ 94,657		(60,332)
Loss from continuing operations attributable to non-controlling interests							13,783
Loss from continuing operations attributable to common stockholders							$ (46,549)

Pro forma loss from continuing operations per share basic	$	(0.21)
Pro forma loss from continuing operations per share diluted	$	(0.21)
Pro forma weighted average shares outstanding basic		223,492
Pro forma weighted average shares outstanding diluted		298,033

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1. Adjustments to the Pro Forma Condensed Consolidated Balance Sheet

(A) Reflects the acquisition by us of 100% of the ownership interests in 43 properties from our pre-IPO owners in exchange for 15.9 million OP Units with a value of $317.6 million based on the initial public offering price of $20.00 per share and the assumption of $485.4 million of related indebtedness.

The allocation of consideration exchanged to the assets acquired and liabilities assumed is based on our preliminary estimates and is subject to change based on the final determination of the fair value attributable to the acquired assets and assumed liabilities at the time the acquisition is consummated. The estimated fair value of Real estate, net includes the following components (in thousands):

Land	$ 208,246
Building and improvements	517,351
Above-market leases	26,789
In-place lease value	108,716
Total	$ 861,102

Accounts payable, accrued expenses and other liabilities includes $54.9 million to reflect the fair value attributed to below market leases.

These estimates were based on our preliminary analysis and comparable market transactions, which included a preliminary evaluation of the fair values ascribed to component assets relative to overall transaction value in comparable market transactions. Upon completion of the acquisition, the methodologies and significant inputs and assumptions used in deriving final estimates of fair value will vary based on the nature of the tangible or intangible asset. Our methodology for allocating the cost of the assets acquired and liabilities assumed is based upon estimating fair values. Fair values are determined based upon a consideration of all three generally accepted valuation approaches: (i) the income approach, (ii) the market approach and (iii) the cost approach.

We primarily relied upon the income approach to determine overall fair value of the real property assets acquired. The market approach was performed to corroborate the fair value derived under the income approach. The market approach was also relied upon to estimate the fair value of the land. Finally, we utilized the cost and the income approaches to estimate the fair value of building improvements for each of the Acquired Properties. The income approach methodology involved the lease-up of a vacant or dark building to the current occupancy as of the acquisition date of the acquired property while the cost approach detailed the replacement cost of the building with the application of appropriate physical, functional and external obsolescence/depreciation to arrive at a conclusion. We placed primary emphasis upon the income approach methodology with the cost approach as a secondary approach; however, both approaches generally reconciled to a similar value conclusion within a reasonable range. Estimates of fair value associated with identifiable intangible assets will likely be derived using generally accepted methodologies under the income approach. Significant inputs and assumptions associated with these approaches include estimates of future operating cash flows, as contemplated in deriving the acquisition consideration and discount and capitalization rates based on an evaluation of observable market data.

In connection with the acquisition, we expect to incur transaction costs of $2.0 million, which relate to, among other things, transfer taxes, title costs and advisor fees. These transactions costs will, for accounting purposes, be reflected as expenses except for those costs directly attributable to the issuance of the OP Units which will be accounted for as a reduction in the carrying value of the Non-controlling interest. Accordingly, for purposes of the pro forma condensed consolidated balance sheet, $2.0 million of transaction costs have been reflected as an addition to Distributions in excess of accumulated loss.

Debt obligations, net reflects the assumption of $485.4 million of debt with an estimated fair value of $492.1 million. No adjustments were made to the historical carrying value of Cash and cash equivalents;

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Restricted cash; Receivables, net; and Other assets; as the estimated fair values of such items were preliminarily determined to approximate their historical carrying values. These preliminary determinations were based on their short term nature and/or the stated terms approximating current market terms.

The pro forma adjustments shown below for the Acquired Properties are based on our preliminary estimates and are subject to change based on the final determination of the fair value of assets and liabilities acquired.

	As of June 30, 2013		
	Acquired Properties Historical	Pro Forma Adjustments	Acquired Properties Pro Forma
	(in thousands; unaudited)		
Assets			
Real estate, net	$ 599,424	$ 261,678(1)	$ 861,102
Investments in advances to unconsolidated real estate joint ventures			
Cash and cash equivalents	9,498	(1,595)	7,903
Restricted cash	8,307		8,307
Marketable securities			
Receivables, net	5,057	(1,000)(2)	4,057
Deferred charges and prepaid expenses, net	7,756	(4,171)(3)	3,585
Other assets	1,431		1,431
Total assets	$ 631,473	$ 254,912	$ 886,385
Liabilities			
Debt obligations, net	$ 448,381	$ 43,719(4)	$ 492,100
Financing liabilities, net			
Accounts payable, accrued expenses and other liabilities	49,713	27,015(5)	76,728
Total liabilities	$ 498,094	$ 70,734	$ 568,828
Redeemable noncontrolling interests in partnership			
Equity			
Preferred Stock			
Common Stock			
Additional paid in capital	76,845	(76,845)	
Accumulated other comprehensive (loss) income			
Distributions in excess of accumulated loss (income)	56,534	(56,534)	
Total stockholders equity	133,379	(133,379)	
Non controlling interests		317,557	317,557
Total equity	133,379	184,178	317,557
Total liabilities and equity	$ 631,473	$ 254,912	$ 886,385

(1) Includes allocation of purchase price to tangible assets and intangible assets, including acquired in place leases and above-market leases.
(2) Adjusts for removal of historical straight line rent receivable.
(3) Adjusts for removal of historical deferred leasing commissions and debt issuance costs and the addition for new loan consent fees.
(4) Adjusts assumed mortgages payable to their estimated fair value and reflects repayment of $13.5 million of debt.

(5) Includes allocation of purchase price to intangible liabilities, including below market leases and removes management fees payable to Brixmor Property Group Inc.

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(B) Reflects the acquisition by us on July 31, 2013 of the 70% ownership interest in Arapahoe in exchange for $20.0 million cash and the assumption of $41.9 million of related indebtedness which was repaid following the close of the acquisition using borrowings under the Unsecured Credit Facility as discussed in Note (D) below. For purposes of the pro forma condensed consolidated balance sheet, the $20.0 million of cash consideration, which was paid by us, is reflected as a reduction of Arapahoe s cash and cash equivalents balance and the $1.2 million gain resulting from remeasurement of our existing 30% equity interest is reflected as a reduction of Distributions in excess of accumulated loss (income).

The allocation of consideration exchanged to the assets acquired and liabilities assumed is based on our preliminary estimates of fair value and are subject to change based on the final determination of the fair value attributable to the acquired assets and assumed liabilities at the time the acquisition is consummated. The estimated fair value of real estate, net includes the following components (in thousands):

Land	$ 13,677
Building and improvements	50,274
Above-market leases	1,457
In-place lease value	5,298
Total	$ 70,706

Accounts payable, accrued expenses and other liabilities includes $1.0 million to reflect the fair value attributed to below market leases.

See clause (A) for additional information in respect of the methodologies used to derive these preliminary estimates and those methodologies expected to be utilized in connection with deriving final estimates of fair value, including significant inputs and assumptions.

No adjustments were made to the historical carrying value of Cash and cash equivalents; Restricted cash; Receivables, net; Other assets; and Debt obligations, net as the estimated fair values of such items were preliminarily determined to approximate their historical carrying values. These preliminary determinations were based on their short term nature and/or the stated terms approximating current market terms.

(C) Reflects the distribution by us, at historical basis, of the ownership interests in the Non-Core Properties subsequent to our redemption of the special class of units issued to our Sponsor which we have determined is probable. The redemption and distribution to our Sponsor will be recorded at fair value of the net assets distributed on the date of redemption and distribution. Any resulting gain or loss on the net assets distributed will be allocated to the special class of units as net income (loss) attributable to non-controlling interests.

(D) Reflects the closing of our $2,750.0 million Unsecured Credit Facility on July 16, 2013, which consists of a $1,500.0 million term loan and a $1,250.0 million revolving credit facility. Prior to the closing of this offering, we expect to use the $1,500.0 million term loan and $883.1 million of borrowings under the revolving credit facility to repay an equivalent amount of our existing indebtedness, including $11.6 million of accrued interest, which is reflected as a reduction of Accounts payable, accrued expenses and other liabilities; and $1.3 million of fees associated with the repaid debt, which is reflected as an addition to Distribution in excess of accumulated loss (income).

We incurred $19.5 million of issuance costs related to the Unsecured Credit Facility consisting of $19.2 million of fees paid to the lenders in the Unsecured Credit Facility and $0.3 million of fees paid to third parties for legal and advisory services. These costs have been capitalized within the pro forma condensed consolidated balance sheet and offset by $23.5 million of accelerated amortization attributable to capitalized costs related to the repaid indebtedness resulting in a $4.0 million net decrease to deferred charges and prepaid expenses, net. Capitalized issuance costs associated with the Unsecured Credit Facility will be amortized as additional interest expense over the Unsecured Credit Facility s term. The June 30, 2013 pro forma deferred charges and prepaid expenses, net balance includes $67.5 million of deferred leasing commissions and debt issuance costs, net.

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In connection with repaying this indebtedness, we accelerated the amortization of the related premium resulting in a $4.9 million reduction to Distributions in excess of accumulated loss (income). In addition, we expect $25.3 million of restricted cash to be released to us by the lenders which is reflected as a decrease to Restricted cash and a corresponding increase to Cash and cash equivalents.

The $19.9 million addition to Distributions in excess of accumulated loss (income) is comprised of the $23.5 million in accelerated issuance cost amortization and the $1.3 million of fees associated with the repaid debt, net of the $4.9 million in accelerated premium amortization attributable to the repaid indebtedness.

(E) Reflects the elimination of accounts receivable of $0.4 million comprised of $0.2 million of management and other fees due from the Acquired Properties and $0.2 million of management and other fees due from Arapahoe. The June 30, 2013 pro forma receivables, net balance includes $36.9 million of straight line rent receivables.

(F) Reflects gross proceeds in this offering of $825.0 million, which will be reduced by $51.3 million, net of amounts paid to date, to reflect underwriting discounts, legal and other costs payable by us, resulting in net proceeds of $773.7 million. These costs will be charged against the gross offering proceeds upon completion of this offering.

(G) In connection with this offering, we anticipate using the net proceeds as follows: (i) to repay $699.7 million of outstanding borrowings under the revolving portion of the Unsecured Credit Facility, (ii) to repay $66.6 million of indebtedness to our Sponsor attributable to certain of the Acquired Properties; (iii) to pay $2.0 million of transaction costs related to the IPO Property Transfers, which relate to, among other things, transfer taxes and loan consent fees (These transaction costs will be reflected as expenses except for those costs directly attributable to the issuance of the OP Units which will be accounted for as a reduction in the carrying value of the Non-controlling interest. Accordingly, $2.0 million of the transaction costs have been reflected as an addition to Distributions in excess of accumulated loss.); and (iv) to pay $5.4 million of transfer fees due to lenders on several of our outstanding mortgage loans that are payable in connection with this offering. Of the $5.4 million of consent and/or transfer fees, $5.2 million will be capitalized as an addition to Deferred charges and prepaid expense, net and amortized into interest expense over the remaining term of the underlying mortgage loans, and the remaining $0.2 million will be expensed as it relates to certain Non-Core Property mortgages distributed to our Sponsor. A summary is as followings (in thousands):

Repayment of Unsecured Credit Facility	$ 699,726
Repayment of indebtedness attributable to Acquired Properties	66,574
IPO Property Transfer transaction costs	2,000
Loan transfer and consent fees	5,450
	$ 773,750

(H) To reflect the allocation of pro forma total equity as of June 30, 2013 based on the issuance of 41.3 million shares of common stock in the Company and 15.9 million OP Units in the Operating Partnership in connection with this offering.

Prior to the IPO Property Transfers and the offering, certain employees of the Company were granted equity incentives which provided them with equity interests (Class B Units) in the Company s ultimate parent investors. The awards granted vested either solely on the satisfaction of the required service conditions (50% of the awards) or upon the achievement of the requisite service, performance and market conditions (50% of the awards). As part of the offering, and in order to align our employees interests with the investors in the offering, all of the awards will be modified to have the awards be either in the common stock of the Company or in BPG Subsidiary. In addition, certain of these awards vesting conditions were modified as discussed below.

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In connection with this offering, the awards subject to the performance and market vesting conditions will be further modified such that 75% of these awards will vest as of the effective date of the offering. The awards which solely have vesting service conditions and the remaining 25% of the awards with performance and market vesting conditions were also further modified to require the payment of non-forfeitable dividends during the period in which they are unvested.

Upon the effective date of the offering, we expect to record approximately $24.9 million of incentive-based compensation expense as a result of modifying the vesting conditions of 75% of the awards which had market and performance-based conditions. The adjustment is reflected on the June 30, 2013 pro forma balance sheet as an addition to our common stock and Additional paid in capital and a corresponding increase to our Distributions in excess of accumulated loss. Further, we do not anticipate that there will be a material impact to the amount of future compensation expense as a result of modifying the terms of the awards which solely vest upon achieving the service conditions or the remaining 25% of the awards that have performance and market vesting conditions. Accordingly, we have made no adjustment to our Pro Forma Consolidated Statement of Operations for any incremental compensation expense resulting from the modification of these awards.

Additionally, as a result of the anticipated distribution of the Non-Core Properties, the Company s ultimate parent investors intend to make a one-time payment of $6.0 million to the holders of the Class B units to reduce the number of fully vested shares of common stock of Brixmor and BPG Subsidiary that would otherwise be deliverable in the conversion and to provide liquidity to the holders of Class B units. The $6.0 million payment in cash is equal to the value of the shares of common stock that would have been issued in the conversion of the Class B units to shares of common stock. The Company s ultimate parent investors (and not Brixmor) will fund the cash payment. The $6.0 million has been reflected as increase to Additional paid in capital and an increase to our Distributions in excess of accumulated loss/Income on our pro forma balance sheet as of June 30, 2013. The payment will be reflected as compensation expense upon the effectiveness of the offering.

During the six months ended June 30, 2013 and year ended December 31, 2012 we recognized approximately $1.6 million and $6.4 million, respectively of compensation expense related to the awards subject to service vesting conditions. For the awards with performance and market conditions, as it was not deemed probable that will achieve the performance conditions, we have not recorded any compensation expense through June 30, 2013.

Certain of our employees have been granted equity incentive awards in the Acquired Properties. These awards were granted with service conditions and performance and market conditions. As the awards were granted to the employees under our management agreement with the owners of the Acquired Properties, we considered the amounts earned by the employees for the amortization of the awards at their fair value as measured at each reporting period to be a component of our management fees, and then recorded a corresponding amount for compensation expense. In connection with this offering, based on the terms of these awards, we expect that all of such awards granted to our employees will vest. In exchange for the vested incentive awards, the holders are expected to receive OP Units which will be vested. At the time of this offering, we expect to record approximately $6.2 million of additional management fee income and additional compensation expense based upon the face value of the OP Units issued at the date of grant, resulting in no net impact to our pro forma net income. Accordingly, we did not record an adjustment to our pro forma consolidated statement of operations. The $6.2 million has been included as an increase to Additional paid in capital and an increase to our Distributions in excess of accumulated loss / (income) on our pro forma balance sheet as of June 30, 2013.

2. Adjustments to the Pro Forma Condensed Consolidated Statement of Operations

(AA) Reflects the results of operations associated with the Acquired Properties as discussed in Note (A) above. The consideration allocated to (i) buildings and improvements will be depreciated over the estimated average remaining useful lives ranging from 4 to 40 years and (ii) above- and below-market leases and in-place lease value will be amortized over the weighted average lives of the related leases ranging from 3 to 9 years.

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The pro forma adjustments shown below for the Acquired Properties are based on our preliminary estimates and are subject to change based on the final determination of the fair value of assets and liabilities acquired.

	For the Six Months Ended June 30, 2013				For the Year Ended December 31, 2012			
	Acquired Properties Historical	Pro Forma Adjustments		Pro Forma	Acquired Properties Historical	Pro Forma Adjustments		Pro Forma
				(Unaudited and in thousands)				
Revenue								
Rental income	$ 27,513	$ 3,374	(1)	$ 30,887	$ 55,075	$ 6,234	(1)	$ 61,309
Expense reimbursements	7,034			7,034	14,868			14,868
Other revenues	109			109	566			566
Total revenues	34,656	3,374		38,030	70,509	6,234		76,743
Operating expenses								
Operating costs	5,104			5,104	11,477			11,477
Real estate taxes	3,871			3,871	7,712			7,712
Depreciation and amortization	16,426	1,722	(2)	18,148	31,894	4,404	(2)	36,298
Provision for doubtful accounts	269			269	519			519
Acquisition related costs					2,170	(2,170)	(3)	
General and administrative	452			452	543			543
Total operating expenses	26,122	1,722		27,844	54,315	2,234		56,549
Other income (expense)								
Dividends and interest	4			4	6			6
Interest expense	(8,771)	(376)	(4)	(9,147)	(15,896)	(1,002)	(4)	(16,898)
Gain on sale of real estate	(161)			(161)				
Other								
Total other income (expense), net	(8,928)	(376)		(9,304)	(15,890)	(1,002)		(16,892)
(Loss) income before equity in earnings of unconsolidated subsidiaries	(394)	1,276		882	304	2,998		3,302
Equity (loss) income of unconsolidated joint ventures								
Impairment of investment in unconsolidated joint ventures								
(Loss) income from continuing operations	$ (394)	$ 1,276		$ 882	$ 304	$ 2,998		$ 3,302

(1) Adjusts above/below market lease amortization and straight line rent.

(2) Adjusts depreciation and amortization based on the allocation of the fair value to tangible and identified intangible assets acquired.

(3) Removes acquisition related costs incurred by our Sponsor related to our Sponsor s acquisition in 2012 of certain of the Contributed Properties.

(4) Adjusts interest expense to reflect the following: (i) remove debt issuance costs for the acquired loans, (ii) assumption fees paid as part of the loan agreement are amortized and included as part of interest expense, and (iii) amortization of the fair value adjustment on assumed loans.

(BB) Reflects the results of operations associated with Arapahoe as discussed in Note (B) above. The consideration allocated to (i) buildings and improvements will be depreciated over the estimated useful lives of the respective assets which range from 1 to 40 years and (ii) above- and below-market leases and in-place lease value will be amortized over the weighted average lives of the related leases ranging from 3 to 9 years.

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The pro forma adjustments shown below are based on our preliminary estimates and are subject to change based on the final determination of the fair value of assets and liabilities acquired.

	For the Six Months Ended June 30, 2013				For the Year Ended December 31, 2012			
	Arapahoe Historical	Pro Forma Adjustments		Pro Forma	Arapahoe Historical	Pro Forma Adjustments		Pro Forma
	(Unaudited and in thousands)							
Revenue								
Rental income	$ 2,818	$ (97)	(1)	$ 2,721	$ 5,437	$ (470)	(1)	$ 4,967
Expense reimbursements	1,020			1,020	1,864			1,864
Other revenues					32			32
Total revenues	3,838	(97)		3,741	7,333	(470)		6,863
Operating expenses								
Operating costs	591			591	1,299			1,299
Real estate taxes	864			864	1,803			1,803
Depreciation and amortization	770	521	(2)	1,291	1,705	876	(2)	2,581
Provision for doubtful accounts	6			6	(16)			(16)
Acquisition related costs								
General and administrative	97			97	310			310
Total operating expenses	2,328	521		2,849	5,101	876		5,977
Other income (expense)								
Dividends and interest	2			2	8			8
Interest expense	(1,080)	26	(3)	(1,054)	(2,364)	53	(3)	(2,311)
Gain (loss) on sale of real estate								
Other								
Total other income (expense), net	(1,078)	26		(1,052)	(2,356)	53		(2,303)
(Loss) income before equity in earnings of unconsolidated subsidiaries	432	(592)		(160)	(124)	(1,293)		(1,417)
Equity (loss) income of unconsolidated joint ventures								
Impairment of investment in unconsolidated joint ventures								
(Loss) income from continuing operations	$ 432	$ (592)		$ (160)	$ (124)	$ (1,293)		$ (1,417)

(1) Adjusts above/below market lease amortization and straight line rent.
(2) Adjusts depreciation and amortization based on the allocation of the fair value to tangible and identified intangible assets acquired.
(3) Adjusts for the removal of amortization of debt issuance costs on acquired debt. There are no debt issuance costs associated with the acquired debt.

(CC) Reflects the elimination of the results of operations associated with the Non-Core Properties as discussed in Note (C) above. As of June 30, 2013 and December 31, 2012, one of the Non-Core Properties was classified as held for sale and its results from operations are included in discontinued operations on the Company s historical statements of operations. Therefore, the results of operations for this property are not reflected in this adjustment for both the six months ended June 30, 2013 and the year ended December 31, 2012.

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(DD) The adjustment reflects (i) additional estimated management and other fees that will be earned from our Sponsor for the management of the Non-Core Properties following the offering and (ii) the elimination of the historical management and other fees earned by us from the Acquired Properties summarized as follows:

	Six months ended June 30, 2013		Year ended December 31, 2012	
	Other Income	Operating Costs	Other Income	Operating Costs
Additions:				
Management fees and other fees earned on non-core properties	$ 1,267		$ 2,986	
Less:				
Elimination of management and other fees from the Acquired Properties	(1,149)	(1,149)	(1,990)	(1,990)
Net adjustment to Pro Forma	$ 118	$ (1,149)	$ 996	$ (1,990)

Management fees payable to us are equal to a percentage of gross rental revenues. Other fees include (1) leasing fees (commissions) which are equal to a percentage of ABR for any new and renewal lease signed and (2) overhead reimbursements for out of pocket expenses incurred.

(EE) Reflects the reduction of interest expense attributable to the following, (i) repayment of outstanding indebtedness with the proceeds of our Unsecured Credit Facility as discussed in Note (D) above resulting in a reduction to interest expense. Interest on the existing debt arrangements with principal balances of $2,383.1 million was approximately $69.4 million and $138.4 million, for the six months ended June 30, 2013 and the year ended December 31, 2012, respectively. The $2,383.1 million debt reduction will be repaid with proceeds from our Unsecured Credit Facility, comprised of a term loan with a balance of $1,500.0 million with an interest rate of 2.44% and a revolving credit line of approximately $883.1 million with an interest rate of 1.89%, resulting in interest expense of approximately $29.7 million and $59.9 million with a corresponding interest expense reduction of $39.7 million and $78.5 million for the six months ended June 30, 2013 and the year ended December 31, 2012, respectively, and (ii) partial repayment of the revolving credit line (see above) with the net proceeds of this offering resulting in a reduction of outstanding principal by $699.7 million and a corresponding decrease in interest expense of $6.5 million and $13.2 million for the six months ended June 30, 2013 and the year ended December 31, 2012, respectively.

Borrowings under the Unsecured Credit Facility bear interest, at our option, at a rate equal to a margin over either (a) a base rate determined by reference to the highest of (1) the administrative agent s prime lending rate, (2) the federal funds effective rate plus 0.5% and (3) the LIBOR rate that would be payable on such day for a LIBOR rate loan with a one-month interest period plus 1% or (b) a LIBOR rate determined by reference to the BBA LIBOR rate for the interest period relevant to such borrowing. The margin for the term loans is based on a total leverage based grid and ranges from 0.40% to 1.00%, in the case of base rate loans, and 1.40% to 2.00%, in the case of LIBOR rate loans. The margin for the revolving credit facility is also based on a total leverage based grid and ranges from 0.50% to 1.10%, in the case of base rate loans, and 1.50% to 2.10%, in the case of LIBOR rate loans. We have entered into several interest rate swaps with third parties whereby we have effectively locked the interest rate on the $1,500 million term loan at 2.44% through October 1, 2016. The interest rate on our LIBOR-based initial borrowings of the revolving credit facility is 1.89% which is comprised of a LIBOR rate of 0.19% plus a margin of 1.70% based on our current leverage ratio.

A 1/8% change to the variable interest rate on the revolving credit facility would change the pro forma interest expense by $0.1 million and $0.2 million for the six months ended June 30, 2013 and the year ended December 31, 2012, respectively.

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The following table summarizes the interest expense adjustment:

	Six months ended June 30, 2013		Year ended December 31, 2012	
	Principal Balance Increase/ (Decrease)	**Interest Expense Increase/ (Decrease)**	**Principal Balance Increase/ (Decrease)**	**Interest Expense Increase/ (Decrease)**
Repayment of outstanding indebtedness	$ (2,383,088)	$ (69,424)	$ (2,383,088)	$ (138,360)
Unsecured Credit Facility borrowings	2,383,088	29,718	2,383,088	59,897
Unsecured Credit Facility repayment using offering net proceeds	(699,726)	(6,549)	(699,726)	(13,207)
Net adjustment to Pro Forma interest expense		$ (46,255)		$ (91,670)

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SELECTED FINANCIAL INFORMATION

The selected consolidated financial and operating data set forth below as of December 31, 2012 and 2011 and for the year ended December 31, 2012, the period from June 28, 2011 through December 31, 2011, the period from January 1, 2011 through June 27, 2011 and the year ended December 31, 2010 has been derived from our audited consolidated financial statements included elsewhere in this prospectus. The audited consolidated financial statements as of December 31, 2012 and 2011 and for the year ended December 31, 2012, the period from June 28, 2011 through December 31, 2011, the period from January 1, 2011 through June 2011 and the year ended December 31, 2010 have been audited by Ernst & Young LLP, an independent registered public accounting firm. The selected condensed consolidated financial and operating data set forth below as of June 30, 2013 and for the six months ended June 30, 2013 has been derived from our unaudited condensed consolidated financial statements included elsewhere in this prospectus. Results for the six month period ended June 30, 2013 are not necessarily indicative of results that may be expected for the entire year. The selected consolidated financial and operating data set forth below as of December 31, 2010 have been derived from our audited consolidated financial statements not included in this prospectus. The selected consolidated financial and operating data set forth below as of December 31, 2009 and 2008 and for the years ended December 31, 2009 and 2008 have been derived from our unaudited consolidated financial statements not included in this prospectus.

Because the information presented below is only a summary and does not provide all of the information contained in our historical consolidated financial statements, including the related notes, you should read it in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations, Unaudited Pro Forma Financial Information and our historical consolidated financial statements, including the related notes, included elsewhere in this prospectus. The amounts in the table are dollars in thousands.

The Successor period in the following tables reflects our selected financial data for the periods following the acquisition of certain assets from the Acquisition and the Predecessor period in the following tables reflects our selected financial data for the periods prior to the Acquisition.

	Successor				Predecessor			
	Six Months Ended June 30,		Year Ended December 31,	Period from June 28, 2011 through December 31,	Period from January 1, 2011 through June 27,	Year Ended December 31,		
	2013	2012	2012	2011	2011	2010	2009	2008
(in thousands)	(unaudited)	(unaudited)					(unaudited)	(unaudited)
Revenue								
Rental income	$ 443,772	$ 435,336	$ 879,766	$ 443,537	$ 426,815	$ 871,508	$ 896,139	$ 948,431
Expense reimbursements	122,898							