

Brixmor Property Group Inc.
Form DEF 14A
April 14, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant
Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

BRIXMOR PROPERTY GROUP INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)
Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)

Title of each class of securities to which transaction applies:

(2)

Aggregate number of securities to which transaction applies:

(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4)

Proposed maximum aggregate value of transaction:

(5)

Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1)

Amount Previously Paid:

(2)

Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

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April 14, 2015

Dear Fellow Stockholders:

Please join us for Brixmor Property Group Inc.'s Annual Meeting of Stockholders on Wednesday, June 3, 2015, at 10:00 a.m. (Eastern Daylight Time) at the offices of Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017.

As permitted by the rules of the Securities and Exchange Commission, we are pleased to be furnishing our proxy materials to stockholders primarily over the Internet. We believe this process expedites the stockholders' receipt of the materials, lowers the costs of the Annual Meeting and conserves natural resources. We sent to stockholders of record at the close of business on April 9, 2015 a Notice of Internet Availability of Proxy Materials. The notice contains instructions on how to access our proxy statement, annual report to stockholders and annual report on Form 10-K and vote online. If you would like to receive a printed copy of our proxy materials instead of downloading a printable version from the Internet, please follow the instructions for requesting such materials included in the notice.

The matters to be acted upon at the Annual Meeting are described in detail in the accompanying notice of the Annual Meeting and the proxy statement. We also will report on matters of current interest to our stockholders.

Please use this opportunity to contribute to our company by voting on the matters to come before this Annual Meeting. Stockholders who hold shares in their own name through our transfer agent, Computershare, can vote online or by telephone. To vote online or by telephone, follow the instructions for online voting contained within your Annual Meeting materials. In addition, if you have requested or received a paper copy of the proxy materials, you can vote by completing, dating, signing and returning the proxy card sent to you in the envelope accompanying the proxy materials. Voting online, by telephone or by returning the proxy card does not deprive you of your right to attend the Annual Meeting and to vote your shares in person. If you do attend the Annual Meeting and wish to vote in person, you may revoke your proxy at or prior to the Annual Meeting.

Thank you for your continued support of Brixmor Property Group Inc.

Sincerely,

Michael A. Carroll	John G. Schreiber
Chief Executive Officer	Chairman of the Board

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PROXY VOTING METHODS

If at the close of business on April 9, 2015, you were a stockholder of record, you may authorize a proxy to vote in accordance with your instructions through the Internet, by telephone or, if you have requested or received a paper copy of the proxy materials by mail, by mail, or you may vote in person at the Annual Meeting. For shares held through a broker, bank or other nominee, you may authorize a proxy by submitting voting instructions to your broker, bank or other nominee. To reduce our administrative and postage costs, we ask that you authorize a proxy through the Internet or by telephone, both of which are available 24 hours a day. You may revoke your proxies at the times and in the manners described on page 3 of the Proxy Statement.

If you are a stockholder of record or hold shares through a broker or bank and are voting by proxy, your proxy must be received by 11:59 p.m. on June 2, 2015 to be counted.

To authorize a proxy if you are a stockholder of record:

BY INTERNET

•

Go to the website www.cesvote.com and follow the instructions, 24 hours a day, seven days a week.

•

You will need the control number included on your Notice of Internet Availability or proxy card to obtain your records and to create an electronic voting instruction form.

BY TELEPHONE

•

From a touch-tone telephone, dial 1-888-693-8683 and follow the recorded instructions, 24 hours a day, seven days a week.

•

You will need the control number included on your Notice of Internet Availability or proxy card in order to vote by telephone.

BY MAIL

•

Mark your selections on the proxy card.

•

Date and sign your name exactly as it appears on your proxy card form.

•

Mail the proxy card in the enclosed postage-paid envelope.

YOUR VOTE IS IMPORTANT TO US. THANK YOU FOR VOTING.

If you hold your shares in street name, you may also submit voting instructions to your broker, bank or other nominee. In most instances, you will be able to do this over the Internet, by telephone or by mail. Please refer to information from your broker, bank, or other nominee on how to submit voting instructions.

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BRIXMOR PROPERTY GROUP INC.

Notice of Annual Meeting of Stockholders

TIME 10:00 a.m. (Eastern Daylight Time) on Wednesday, June 3, 2015

PLACE Simpson Thacher & Bartlett LLP

425 Lexington Avenue
New York, New York 10017

ITEMS OF BUSINESS 1.
To elect nine directors to serve until our next annual meeting of stockholders and until their successors are duly elected and qualify.

2.
To consider and vote on a proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2015.

3.
To consider and vote on, on a non-binding advisory basis, a resolution to approve the compensation paid to our named executive officers, as described in the enclosed proxy statement.

4.
To transact such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

RECORD DATE You may vote at the Annual Meeting, or any adjournments or postponements thereof, if you were a stockholder of record at the close of business on April 9, 2015.

VOTING BY PROXY To ensure your votes are cast, you may authorize a proxy over the Internet, by telephone or, if you have requested or received a paper copy of the proxy materials by mail, by completing, signing and returning your paper proxy card by mail. Internet and telephone voting procedures are described on the preceding page, in the General Information section beginning on page 1 of the Proxy Statement and on the proxy card.

By Order of the Board of Directors,

Steven F. Siegel

Executive Vice President, General Counsel & Secretary

This Notice of Annual Meeting and Proxy Statement are being distributed or made available, as the case may be, on or about April 20, 2015.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on June 3, 2015: Our proxy statement, annual report to shareholders and annual report on Form 10-K will be available

at www.viewproxy.com/Brixmor/2015 beginning on April 20, 2015.

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BRIXMOR PROPERTY GROUP INC.

420 Lexington Avenue
New York, New York 10170
Telephone: (212) 869-3000

PROXY STATEMENT

Annual Meeting of Stockholders June 3, 2015 10:00 a.m. (Eastern Daylight Time)

This proxy statement is being furnished by and on behalf of the board of directors of Brixmor Property Group Inc. in connection with the solicitation of proxies to be voted at the 2015 annual meeting of stockholders. This proxy statement and our 2014 annual report to stockholders will be available at [www.viewproxy.com/ Brixmor/2015](http://www.viewproxy.com/Brixmor/2015) beginning on April 20, 2015.

General Information

Why am I being provided with these materials?

We have made these proxy materials available to you via the Internet or, upon your request, have delivered printed versions of these proxy materials to you by mail in connection with the solicitation by the Board of Directors (the “Board”) of Brixmor Property Group Inc., a Maryland corporation (the “Company”), of proxies to be voted at our Annual Meeting of Stockholders to be held on June 3, 2015 (“Annual Meeting”), and at any postponements or adjournments of the Annual Meeting. Directors, officers and other Company employees also may solicit proxies by telephone or otherwise. Brokers and other nominees will be requested to solicit proxies or authorizations from beneficial owners and will be reimbursed for their reasonable expenses. You are invited to attend the Annual Meeting and vote your shares in person. The Annual Meeting will be held at 10:00 a.m. Eastern Daylight Time at the offices of Simpson Thacher & Bartlett LLP at 425 Lexington Avenue, New York, New York 10017. For directions to the Annual Meeting you may contact our Secretary at Brixmor Property Group Inc., 420 Lexington Avenue, New York, New York 10170.

What am I voting on?

There are three proposals to be considered and voted on at the Annual Meeting:

- Proposal No. 1: Election of nine directors to serve until our next annual meeting and until their successors are duly elected and qualify.
- Proposal No. 2: Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2015.
- Proposal No. 3: Approval, on a non-binding advisory basis, of the compensation paid to our named executive officers, as described in this proxy statement.

Who is entitled to vote?

Stockholders as of the close of business on April 9, 2015 (the “Record Date”), may vote at the Annual Meeting, or any postponement or adjournment thereof. As of that date, there were 297,342,656 shares of common stock outstanding. You have one vote for each share of common stock held by you as of the Record Date, including shares:

- Held directly in your name as “stockholder of record” (also referred to as “registered stockholder”);
- Held for you in an account with a broker, bank or other nominee (shares held in “street name”)— Street name holders generally cannot vote their shares directly and instead must instruct the brokerage firm, bank or nominee how to vote their shares; and
- Held for you by us as restricted shares (whether vested or non-vested) under any of our stock incentive plans.

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What constitutes a quorum?

The presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at the Annual Meeting will constitute a quorum to transact business at the Annual Meeting. Stockholders who properly authorize a proxy but who instruct their proxy holder to abstain from voting on one or more matters are counted as present and entitled to vote for purposes of determining a quorum. Shares represented by “broker non-votes,” described below, also are counted as present and entitled to vote for purposes of determining a quorum. However, as described below under “How are votes counted?,” if you hold your shares in street name and do not provide voting instructions to your broker, your shares will not be voted on any proposal on which your broker does not have discretionary authority to vote (a “broker non-vote”).

What is a “broker non-vote”?

A broker non-vote occurs when shares held by a broker are not voted with respect to a proposal because (1) the broker has not received voting instructions from the stockholder who beneficially owns the shares and (2) the broker lacks the authority to vote the shares at his/her discretion. Under current New York Stock Exchange interpretations that govern broker non-votes, Proposal Nos. 1 and 3 are considered non-discretionary matters and a broker will lack the authority to vote shares at his/her discretion on such proposals. Proposal No. 2 is considered a discretionary matter and a broker will be permitted to exercise his/her discretion.

How many votes are required to approve each proposal?

The election of directors will be determined by a plurality of the votes cast. A plurality vote requirement means that the nine nominees with the greatest number of votes cast, even if less than a majority, will be elected. There is no cumulative voting in the election of our directors.

The affirmative vote of a majority of the votes cast on each other proposal at the Annual Meeting will be required to approve the proposal. While the vote on executive compensation (Proposal 3) is advisory in nature and non-binding, the Board will review the voting results and expects to take them into consideration when making future decisions regarding executive compensation.

How are votes counted?

With respect to the election of directors (Proposal No. 1), you may instruct your proxy to vote “FOR” or “WITHHOLD” with respect to each nominee. Votes that are withheld will be excluded entirely from the vote with respect to the nominee from which they are withheld and will have the same effect as an abstention. Votes that are withheld will not have any effect on the outcome of the election of directors. Broker non-votes will have no effect on the election of directors.

You may instruct your proxy to vote “FOR” or “AGAINST” or to “ABSTAIN” with respect to the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2015 (Proposal No. 2) and the advisory vote on the compensation paid to our named executive officers (Proposal No. 3). Abstentions will have no effect on the outcome of Proposals Nos. 2 and 3.

If you properly authorize a proxy (whether by internet, telephone or mail) without specifying voting instructions on any matter to be considered at the Annual Meeting, the proxy holders will vote your shares according to the Board’s recommendation on that matter and in accordance with the discretion of the holders of the proxy with respect to any other matters that may be brought before the Annual Meeting. The Board has recommended a vote “FOR” each nominee listed herein and “FOR” Proposals Nos. 2 and 3.

Who will count the vote?

Representatives of Alliance Advisors will tabulate the votes, and representatives of Alliance Advisors will serve as inspectors of election.

How does the Board recommend that I vote?

Our Board recommends that you vote your shares:

- “FOR” each of the nominees for election as directors set forth in this Proxy Statement.

- “FOR” the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2015.

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- “FOR” the approval, on a non-binding, advisory basis, of the compensation paid to our named executive officers, as described in this proxy statement.

How do I authorize a proxy to vote my shares without attending the Annual Meeting?

If you are a stockholder of record, you may authorize a proxy to vote on your behalf at the Annual Meeting.

Specifically, you may authorize a proxy:

- By Internet—If you have Internet access, you may authorize your proxy by going to www.cesvote.com and by following the instructions on how to complete an electronic proxy card. You will need the control number included on your Notice of Internet Availability or proxy card in order to vote by Internet.

- By Telephone—If you have access to a touch-tone telephone, you may authorize your proxy by dialing 1-888-693-8683 and by following the recorded instructions. You will need the control number included on your Notice of Internet Availability or proxy card in order to vote by telephone.

- By Mail—If you have requested or received a paper copy of the proxy materials by mail, you may authorize your proxy by mail by completing, signing and dating the enclosed proxy card where indicated and by mailing or otherwise returning the card in the envelope that has been provided to you. You should sign your name exactly as it appears on the proxy card. If you are signing in a representative capacity (for example, as guardian, executor, trustee, custodian, attorney or officer of a corporation), indicate your name and title or capacity.

If you hold your shares in street name, you may also submit voting instructions to your broker, bank or other nominee. In most instances, you will be able to do this over the Internet, by telephone or by mail. Please refer to information from your broker, bank, or other nominee on how to submit voting instructions.

Internet and telephone voting facilities will close at 11:59 p.m. on June 2, 2015 for the voting of shares held by stockholders of record or held in street name.

Mailed proxy cards with respect to shares held of record or in street name must be received no later than June 2, 2015.

How do I vote my shares in person at the Annual Meeting?

First, you must satisfy the requirements for admission to the Annual Meeting (see below). Then, if you are a stockholder of record and prefer to vote your shares at the Annual Meeting, you must bring proof of identification along with your Notice of Internet Availability or proof of ownership. You may vote shares held in street name at the Annual Meeting only if you obtain a signed proxy from the record holder (broker, bank or other nominee) giving you the right to vote the shares.

Even if you plan to attend the Annual Meeting, we encourage you to vote in advance by Internet, telephone or mail so that your vote will be counted even if you later decide not to attend the Annual Meeting.

What does it mean if I receive more than one Notice on or about the same time?

It generally means you hold shares registered in more than one account. To ensure that all your shares are voted, please sign and return each proxy card or, if you authorize a proxy by Internet or telephone, vote once for each Notice you receive.

May I change my vote or revoke my proxy?

Yes. Whether you have authorized a proxy by Internet, telephone or mail, if you are a stockholder of record, you may change your voting instructions or revoke your proxy by:

- Sending a written statement to that effect to our Corporate Secretary, provided such statement is received no later than June 2, 2015;

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Authorizing a proxy again by Internet or telephone at a later time before the closing of those voting facilities at 11:59 p.m. on June 2, 2015;

•

Submitting a properly signed proxy card with a later date that is received no later than June 2, 2015; or

•

Attending the Annual Meeting, revoking your proxy and voting in person.

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If you hold shares in street name, you may submit new voting instructions by contacting your bank, broker or other nominee. You may also change your vote or revoke your proxy in person at the Annual Meeting if you obtain a signed proxy from the record holder (broker, bank or other nominee) giving you the right to vote the shares.

Do I need a ticket to be admitted to the Annual Meeting?

You will need your proof of identification along with either your Notice or proof of stock ownership to enter the Annual Meeting. If your shares are held beneficially in the name of a bank, broker or other holder of record and you wish to be admitted to attend the Annual Meeting, you must present proof of your ownership of Brixmor Property Group Inc. stock, such as a bank or brokerage account statement.

Do I also need to present identification to be admitted to the Annual Meeting?

Yes, all stockholders must present a form of personal identification in order to be admitted to the Annual Meeting. No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the Annual Meeting.

Could other matters be decided at the Annual Meeting?

At the date this Proxy Statement went to press, we did not know of any matters that may be properly presented at the Annual Meeting other than those referred to in this Proxy Statement.

If other matters are properly presented at the Annual Meeting for consideration and you are a stockholder of record and have submitted a proxy card, the persons named in your proxy card will have the discretion to vote on those matters for you.

Who will pay for the cost of this proxy solicitation?

We will pay the cost of soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees (for no additional compensation) in person or by telephone, electronic transmission and facsimile transmission. Brokers and other nominees will be requested to solicit proxies or authorizations from beneficial owners and will be reimbursed for their reasonable expenses.

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PROPOSAL NO. 1—ELECTION OF DIRECTORS

On January 16, 2015, in connection with the sale of shares of our common stock by certain investment funds affiliated with The Blackstone Group L.P. (“Blackstone”), Blackstone ceased to own a majority of the shares of our common stock. As a result, Nadeem Meghi resigned from our Board and the size of our Board was reduced to eight directors. On April 1, 2015, Thomas W. Dickson was appointed to our Board of Directors. In connection with his appointment, our Board was expanded to nine directors. Upon the recommendation of the Nominating and Corporate Governance Committee, nine nominees will be proposed for election as directors at the Annual Meeting to hold office until our next annual meeting of stockholders and until their successors are duly elected and qualify. Our nominees were selected by the Board, based on the recommendation of the Nominating and Corporate Governance Committee. All nine nominees currently serve on our board of directors.

All of the nominees are willing to serve as directors but, if any of them should decline or be unable to act as a director, the individuals designated in the proxy cards as proxies will exercise the discretionary authority provided to vote for the election of such substitute nominee selected by our board of directors, unless the board alternatively acts to reduce the size of the board or maintain a vacancy on the board in accordance with our bylaws. The board of directors has no reason to believe that any such nominees will be unable or unwilling to serve.

Nominees for Election to the Board of Directors in 2015

The following information describes the offices held, other business directorships and the term of service of each director nominee. Beneficial ownership of equity securities of the director nominees is shown under “Ownership of Securities” below.

Name	Age	Principal Occupation and Other Information
Michael A. Carroll	46	Mr. Carroll has served as our Chief Executive Officer since February 2009. Mr. Carroll has served as a Director since 2013. From April 2007 through February 2009, Mr. Carroll was our Executive Vice President and Chief Operating Officer. From March 2005 through April 2007, Mr. Carroll was Executive Vice President, Real Estate Operations of New Plan Excel Realty Trust, Inc., the Company’s predecessor, and, from March 2002 to March 2005, was its Senior Vice President, Director of Redevelopment. Between November 1992 and March 2002, Mr. Carroll held various positions of increasing seniority at New Plan Excel Realty Trust, Inc., including Vice President, Asset Management, Vice President, Leasing and Senior Vice President, Director of Redevelopment. Mr. Carroll received a B.S.B.A. from Bowling Green State University and an M.B.A. from The University of Toledo.
John G. Schreiber	68	Mr. Schreiber has served as a Director since 2013. Mr. Schreiber is the President of Centaur Capital Partners, Inc. and a Partner and Co-Founder of Blackstone Real Estate Advisors. Mr. Schreiber has overseen all of Blackstone’s real estate investments since 1992. Previously, Mr. Schreiber served as Chairman and Chief Executive Officer of JMB Urban Development Co. and Executive Vice President of JMB Realty Corp. Mr. Schreiber currently serves on the board of JMB Realty Corp., Blackstone Mortgage Trust, Inc. and Hilton Worldwide Holdings Inc., is a Trustee of a number of mutual funds managed by T. Rowe Price Associates and is a past board member of General Growth Properties, Urban Shopping Centers, Inc., Host Hotels & Resorts, Inc., The Rouse Company and AMLI Residential Properties Trust, Inc. Mr. Schreiber graduated from Loyola University of Chicago and received an M.B.A. from Harvard Business School.
A.J. Agarwal	48	Mr. Agarwal has served as a Director since 2013. Mr. Agarwal is a Senior Managing Director in Blackstone’s Real Estate Group. Mr. Agarwal oversees the U.S. core plus real estate business for the Real Estate Group. Prior to

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Name	Age	Principal Occupation and Other Information
		joining the Real Estate Group in 2010, Mr. Agarwal was a member of Blackstone's Financial Advisory Group, leading the firm's advisory practice in a number of areas, including real estate and leisure/lodging. Mr. Agarwal graduated magna cum laude from Princeton University and received an M.B.A. from Stanford University Graduate School of Business. Mr. Agarwal serves on the Board of Directors of Extended Stay America, Inc.
Michael Berman	57	Mr. Berman has served as a Director since 2013. Mr. Berman is the Executive Vice President and Chief Financial Officer of General Growth Properties, Inc. ("GGP") and oversees its finance, accounting, capital markets and investor relations functions. He joined GGP in December 2011, and has over 25 years of combined experience in the real estate and financial industries. From December 2005 until he joined GGP, Mr. Berman served as Executive Vice President and Chief Financial Officer of Equity LifeStyle Properties, Inc. ("ELS"). From September 2003 until December 2005, Mr. Berman served as Vice President, Chief Financial Officer and Treasurer of ELS. During 2003, Mr. Berman was an associate professor at the New York University Real Estate Institute. From 1997 to 2002, he was a managing director in the investment banking department at Merrill Lynch & Co. Mr. Berman holds an M.B.A. from Columbia University Graduate School of Business, a J.D. from Boston University School of Law and a bachelor's degree from Binghamton University in New York. Mr. Berman is a member of the Columbia Business School Real Estate Advisory Board.
Anthony W. Deering	70	Mr. Deering has served as a Director since 2013. Mr. Deering has served as Chairman of Exeter Capital, LLC, a private investment firm, since November 2004. Prior thereto, Mr. Deering served as Chairman of the Board and Chief Executive Officer of The Rouse Company, a large publicly-traded national real estate company, from 1997 to November 2004. With The Rouse Company since 1972, Mr. Deering previously had served as Vice President and Treasurer, Senior Vice President and Chief Financial Officer and President and Chief Operating Officer. Mr. Deering serves as Lead Independent Director on the Boards of the T. Rowe Price Mutual Funds (includes 62 mutual funds), is a member of the Board of Directors of Under Armour, Inc. and is a member of the Deutsche Bank Americas Regional Client Advisory Board. Mr. Deering has served in the past as a director of Vornado Realty Trust and Mercantile Bank. He received a B.S. from Drexel University and an M.B.A. from the Wharton School, University of Pennsylvania.
Thomas W. Dickson	59	Mr. Dickson has served as a Director since April 2015. Mr. Dickson most recently served as Chief Executive Officer of Harris Teeter, which operates a regional chain of more than 200 supermarkets, primarily in the Southeastern and Mid-Atlantic United States, from February 1997 until January 2014, and also served as Chairman of the Board of Harris Teeter from March 2006 until January 2014. Prior to becoming Chief Executive Officer, Mr. Dickson served as President of Harris Teeter from February 1997 through March 2012 and as Executive Vice President of Harris Teeter from February 1996 to February 1997. From February 1994 to February 1996, Mr. Dickson served as President of American & Efird, Inc., Harris Teeter's former A&E subsidiary, and from February 1991 to February 1994 he served as Executive Vice President of American & Efird, Inc. He served as Chairman of the Board of The Pantry, Inc. from April 2014 until its sale in March 2015. Mr. Dickson attained a B.A. and M.B.A. from the University of Virginia.

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Name	Age	Principal Occupation and Other Information
Jonathan D. Gray	45	Claudio Cavazza is an Italian citizen.

(iii)

Sigma-Tau is an Italian corporation.

(iv)

Sigma-Tau International S.A. is a Luxembourg corporation.

(v)

Sigma-Tau America S.A. is a Luxembourg corporation.

(vi)

Sigma-Tau Pharmaceuticals, Inc. is a Nevada corporation ..

Item 2(d).

Title of Class of Securities:

Common Stock, par value \$0.001 (the "Shares")

Item 2(e).

CUSIP Number:

258094101

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person is a:

This Item 3 is not applicable

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Item 4.	Ownership:	
Paolo Cavazza		
(a)	Amount beneficially owned:	18,213,537
(b)	Percent of class:	15.4%
(c)	Number of shares as to which such person has:	
(i)	sole power to vote or to direct the vote:	1,190,770
(ii)	shared power to vote or to direct the vote:	17,022,767
(iii)	sole power to dispose or to direct the disposition of:	1,190,770
(iv)	shared power to dispose or to direct the disposition of:	17,022,767
Claudio Cavazza		
(a)	Amount beneficially owned:	16,666,667
(b)	Percent of class:	14.1%
(c)	Number of shares as to which such person has:	
(i)	sole power to vote or to direct the vote:	0
(ii)	shared power to vote or to direct the vote:	16,666,667
(iii)	sole power to dispose or to direct the disposition of:	0
(iv)	shared power to dispose or to direct the disposition of:	16,666,667
Sigma Tau		
(a)	Amount beneficially owned:	16,666,667
(b)	Percent of class:	14.1%
(c)	Number of shares as to which such person has:	
(i)	sole power to vote or to direct the vote:	0
(ii)	shared power to vote or to direct the vote:	16,666,667
(iii)	sole power to dispose or to direct the disposition of:	0
(iv)	shared power to dispose or to direct the disposition of:	16,666,667

Sigma-Tau International S.A.

(a) Amount beneficially owned:	16,666,667
(b) Percent of class:	14.1%
(c) Number of shares as to which such person has:	
(i) sole power to vote or to direct the vote:	0
(ii) shared power to vote or to direct the vote:	16,666,667
(iii) sole power to dispose or to direct the disposition of:	0
(iv) shared power to dispose or to direct the disposition of:	16,666,667

Sigma-Tau America S.A.

(a) Amount beneficially owned:	16,666,667
(b) Percent of class:	14.1%
(c) Number of shares as to which such person has:	
(i) sole power to vote or to direct the vote:	0
(ii) shared power to vote or to direct the vote:	16,666,667
(iii) sole power to dispose or to direct the disposition of:	0
(iv) shared power to dispose or to direct the disposition of:	16,666,667

Sigma-Tau Pharmaceuticals, Inc.

(a) Amount beneficially owned:	16,666,667
(b) Percent of class:	14.1%
(c) Number of shares as to which such person has:	
(i) sole power to vote or to direct the vote:	0
(ii) shared power to vote or to direct the vote:	16,666,667
(iii) sole power to dispose or to direct the disposition of:	0
(iv) shared power to dispose or to direct the disposition of:	16,666,667

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

Not Applicable

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

Not Applicable

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

Not Applicable

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

Not Applicable

Item 9. Notice of Dissolution of Group:

Not Applicable

Item 10. Certification:

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

Dated: December 3, 2008

PAOLO CAVAZZA

By: /s/ Maurizio
Terenzi
Name: Maurizio
Terenzi
Title: Proxy-holder
authorized

Dated: December 3, 2008

CLAUDIO CAVAZZA

By: /s/ Maurizio
Terenzi
Name: Maurizio
Terenzi
Title: Proxy-holder
authorized

Dated: December 3, 2008

SIGMA-TAU
FINANZIARIA SPA

By: /s/ Maurizio
Terenzi
Name: Maurizio
Terenzi
Title: Proxy-holder
authorized

Dated: December 3, 2008

SIGMA-TAU
INTERNATIONAL
S.A.

By: /s/ Gregg
Lapointe
Name: Gregg Lapointe
Title: Attorney-in-fact

Dated: December 3, 2008

SIGMA-TAU
AMERICA S.A.

By: /s/ Gregg
Lapointe
Name: Gregg Lapointe
Title: Attorney-in-fact

Dated: December 3, 2008

SIGMA-TAU
PHARMACEUTICALS,
INC.

By: /s/ Gregg
Lapointe
Name: Gregg Lapointe
Title: Chief Executive
Officer

EXHIBIT INDEX

- A. Joint Filing Agreement dated December 3, 2008 by and among Paolo Cavazza, 16 Claudio Cavazza, Sigma Tau Finanziaria S.p.A., Sigma-Tau Pharmaceuticals, Inc., Sigma Tau America S.A. and Sigma Tau International S.A.
- B. Power of Attorney, dated January 9, 2007, granted by Messrs. Dominique Audia and Luca Checchinato, directors of Sigma-Tau International S.A., in favor of Messrs. Gregg Lapointe and Don DeLillo¹
- C. Power of Attorney, dated January 9, 2007, granted by Messrs. Dominique Audia and Luca Checchinato, directors of Sigma-Tau America S.A., in favor of Messrs. Gregg Lapointe and Don DeLillo²
- D. Power of Attorney, dated January 10, 2007, granted by Mr. Paolo Cavazza in favor of Messrs. Antonio Nicolai and Maurizio Terenzi³
- E. Power of Attorney, dated January 10, 2007, granted by Mr. Claudio Cavazza, President of Sigma-Tau Finanziaria S.p.A., in favour of Messrs. Antonio Nicolai and Maurizio Terenzi⁴
- F. Power of Attorney, dated January 10, 2007, granted by Mr. Claudio Cavazza in favor of Messrs. Antonio Nicolai and Maurizio Terenzi⁵

1Incorporated by reference to the Reporting Person's Schedule 13G filed with the SEC on January 12, 2007.

2Incorporated by reference to the Reporting Person's Schedule 13G filed with the SEC on January 12, 2007.

3Incorporated by reference to the Reporting Person's Schedule 13G filed with the SEC on January 12, 2007.

4Incorporated by reference to the Reporting Person's Schedule 13G filed with the SEC on January 12, 2007.

5Incorporated by reference to the Reporting Person's Schedule 13G filed with the SEC on January 12, 2007.

EXHIBIT A
JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of DOR BioPharma, Inc. dated as of December 3, 2008 is, and any amendments thereto signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934.

Dated: December 3, 2008

PAOLO CAVAZZA

By: /s/ Maurizio
Terenzi
Name: Maurizio
Terenzi
Title: Proxy-holder
authorized

Dated: December 3, 2008

CLAUDIO CAVAZZA

By: /s/ Maurizio
Terenzi
Name: Maurizio
Terenzi
Title: Proxy-holder
authorized

Dated: December 3, 2008

SIGMA-TAU
FINANZIARIA SPA

By: /s/ Maurizio
Terenzi
Name: Maurizio
Terenzi
Title: Proxy-holder
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Dated: December 3, 2008

SIGMA-TAU
INTERNATIONAL
S.A.

By: /s/ Gregg
Lapointe
Name: Gregg Lapointe
Title: Attorney-in-fact

Dated: December 3, 2008

SIGMA-TAU
AMERICA S.A.

By: /s/ Gregg
Lapointe
Name: Gregg Lapointe
Title: Attorney-in-fact

Dated: December 3, 2008

SIGMA-TAU
PHARMACEUTICALS,
INC.

By: /s/ Gregg
Lapointe
Name: Gregg Lapointe
Title: Chief Executive
Officer

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