

REGENCY CENTERS CORP
Form SC 13D/A
February 09, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Regency Centers Corporation

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share
(Title of Class of Securities)

758849103
(CUSIP Number)

Gazit-Globe Ltd.
Nissim Aloni 10,
Tel-Aviv, 62919, Israel
Tel: (03) 694-8000
Fax: (03) 696-1910
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 30, 2018
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("**Act**") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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| | |
|-----------|---|
| | NAME OF REPORTING PERSON |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Chaim Katzman |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) |
| 2 | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable |
| | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION United States and Israel |
| | SOLE VOTING POWER |
| 7 | 167,204 (1) |
| | SHARED VOTING POWER |
| 8 | 17,738,118 |
| | SOLE DISPOSITIVE POWER |
| 9 | 167,204 |
| | SHARED DISPOSITIVE POWER |
| 10 | 17,738,118 |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH PERSON
17,905,322

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
10.5% (2)

14 TYPE OF REPORTING
PERSON
IN

(1) All Shareholdings throughout this filing have been rounded to the nearest whole number of shares.
The aggregate percentage of shares throughout this filing is based upon 170,110,464 shares issued and outstanding
(2) as of November 2, 2017, as reported in the Quarterly Report on Form 10-Q filed by the Issuer on November 6, 2017.

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| | |
|-----------|---|
| | NAME OF REPORTING PERSON |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Gazit-Globe Ltd. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) |
| 2 | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable |
| | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION Israel |
| | SOLE VOTING POWER |
| 7 | 0 |
| | SHARED VOTING POWER |
| 8 | 17,738,118 |
| | SOLE DISPOSITIVE POWER |
| 9 | 0 |
| | SHARED DISPOSITIVE POWER |
| 10 | 17,738,118 |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH PERSON

17,738,118

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

10.4%

14 TYPE OF REPORTING
PERSON
CO

CUSIP NO. 758849103 Page 4

| | |
|-----------|---|
| | NAME OF REPORTING PERSON |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON M G N (USA) INC. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) |
| 2 | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable |
| | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION Nevada |
| | SOLE VOTING POWER |
| 7 | 0 |
| | SHARED VOTING POWER |
| 8 | 11,312,092 |
| | SOLE DISPOSITIVE POWER |
| 9 | 0 |
| | SHARED DISPOSITIVE POWER |
| 10 | 11,312,092 |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH PERSON

11,312,092

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

6.6%

14 TYPE OF REPORTING
PERSON
CO

CUSIP NO. 758849103 Page 5

| | |
|----|--|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON GAZIT (1995), INC. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) |
| 2 | (a) |
| 3 | (b) SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION Nevada |
| 7 | SOLE VOTING POWER 0 |
| 8 | SHARED VOTING POWER 3,109,257 |
| 9 | SOLE DISPOSITIVE POWER 0 |
| 10 | SHARED DISPOSITIVE POWER 3,109,257 |

**NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH
 REPORTING
 PERSON
 WITH**

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH PERSON

3,109,257

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

1.8%

14 TYPE OF REPORTING
PERSON
CO

CUSIP NO. 758849103 Page 6

| | |
|-----------|---|
| | NAME OF REPORTING PERSON |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Gazit First Generation LLC |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) |
| 2 | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable |
| | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION Delaware |
| | SOLE VOTING POWER |
| 7 | 0 |
| | SHARED VOTING POWER |
| 8 | 3,109,257 |
| | SOLE DISPOSITIVE POWER |
| 9 | 0 |
| | SHARED DISPOSITIVE POWER |
| 10 | 3,109,257 |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH PERSON

3,109,257

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

1.8%

14 TYPE OF REPORTING
PERSON
CO

CUSIP NO. 758849103 Page 7

| | |
|-----------|---|
| | NAME OF REPORTING PERSON |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON MGN America, LLC |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) |
| 2 | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable |
| | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION Delaware |
| | SOLE VOTING POWER |
| 7 | 0 |
| | SHARED VOTING POWER |
| 8 | 5,769,966 |
| | SOLE DISPOSITIVE POWER |
| 9 | 0 |
| | SHARED DISPOSITIVE POWER |
| 10 | 5,769,966 |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH PERSON

5,769,966

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

3.4%

14 TYPE OF REPORTING
PERSON
CO

CUSIP NO. 758849103 Page 8

| | |
|-----------|---|
| | NAME OF REPORTING PERSON |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON MGN (USA) 2016, LLC |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) |
| 2 | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable |
| | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION Delaware |
| | SOLE VOTING POWER |
| 7 | 0 |
| | SHARED VOTING POWER |
| 8 | 2,432,869 |
| | SOLE DISPOSITIVE POWER |
| 9 | 0 |
| | SHARED DISPOSITIVE POWER |
| 10 | 2,432,869 |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH PERSON

2,432,869

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

1.4%

14 TYPE OF REPORTING
PERSON
CO

CUSIP NO. 758849103 Page 9

| | |
|----|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON MGN America 2016, LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) |
| 3 | (b) SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION Delaware |
| 7 | SOLE VOTING POWER 0 |
| 8 | SHARED VOTING POWER 5,769,966 |
| 9 | SOLE DISPOSITIVE POWER 0 |
| 10 | SHARED DISPOSITIVE POWER 5,769,966 |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH PERSON

5,769,966

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

3.4%

14 TYPE OF REPORTING
PERSON
CO

CUSIP NO. 758849103 Page 10

| | |
|-----------|---|
| | NAME OF REPORTING PERSON |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Gazit America, Inc. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) |
| 2 | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable |
| | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION Ontario, Canada |
| | SOLE VOTING POWER |
| 7 | 0 |
| | SHARED VOTING POWER |
| 8 | 6,426,026 |
| | SOLE DISPOSITIVE POWER |
| 9 | 0 |
| | SHARED DISPOSITIVE POWER |
| 10 | 6,426,026 |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH PERSON

6,426,026

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

3.8%

14 TYPE OF REPORTING
PERSON
CO

CUSIP NO. 758849103 Page 11

| | |
|-----------|---|
| | NAME OF REPORTING PERSON |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Silver Maple (2001), Inc. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) |
| 2 | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable |
| | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION Nevada |
| | SOLE VOTING POWER |
| 7 | 0 |
| | SHARED VOTING POWER |
| 8 | 4,001,942 |
| | SOLE DISPOSITIVE POWER |
| 9 | 0 |
| | SHARED DISPOSITIVE POWER |
| 10 | 4,001,942 |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|-----------|---|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 4,001,942 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.4% |
| 14 | TYPE OF REPORTING PERSON CO |

CUSIP NO. 758849103 Page 12

| | |
|----|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Ficus, Inc. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) |
| 3 | (a) (b) SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION Delaware |
| 7 | SOLE VOTING POWER 0 |
| 8 | SHARED VOTING POWER 2,424,084 |
| 9 | SOLE DISPOSITIVE POWER 0 |
| 10 | SHARED DISPOSITIVE POWER 2,424,084 |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH PERSON

2,424,084

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

1.4%

14 TYPE OF REPORTING
PERSON
CO

CUSIP NO. 758849103 Page 13

| | |
|----|--|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Silver Maple 2018, LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) |
| 3 | (b) SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION Delaware |
| 7 | SOLE VOTING POWER 0 |
| 8 | SHARED VOTING POWER 1,501,942 |
| 9 | SOLE DISPOSITIVE POWER 0 |
| 10 | SHARED DISPOSITIVE POWER 1,501,942 |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH PERSON

1,501,942

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

0.9%

14 TYPE OF REPORTING
PERSON
CO

CUSIP NO. 758849103 Page 14

| | |
|-----------|---|
| | NAME OF REPORTING PERSON |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Ficus 2018, LLC |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) |
| 2 | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable |
| | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION Delaware |
| | SOLE VOTING POWER |
| 7 | 0 |
| | SHARED VOTING POWER |
| 8 | 2,424,084 |
| | SOLE DISPOSITIVE POWER |
| 9 | 0 |
| | SHARED DISPOSITIVE POWER |
| 10 | 2,424,084 |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH PERSON

2,424,084

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

1.4%

14 TYPE OF REPORTING
PERSON
CO

CUSIP NO. 758849103 Page 15

Item 1. Security and Issuer.

This Amendment No. 2 (this “*Statement*”) amends the Schedule 13D filed with the Securities and Exchange Commission (“*SEC*”) on March 6, 2017, as amended by Amendment No. 1 thereto filed with the SEC on September 13, 2017, with respect to the shares of common stock, par value \$0.01 per share (“*Common Stock*”), of Regency Centers Corporation, a Florida corporation (the “*Issuer*”). The Issuer’s principal executive offices are located at One Independent Drive, Suite 114, Jacksonville, Florida 32202. The aggregate percentage of shares throughout this filing is based upon 170,110,464 shares issued and outstanding as of November 2, 2017, as reported in the Quarterly Report on Form 10-Q filed by the Issuer on November 6, 2017.

This Amendment No. 2 reflects the following changes:

the sale by First Generation (as defined below) of shares of Common Stock effected pursuant to a Rule 10b5-1 trading plan adopted by First Generation;

the contribution by Silver Maple (as defined below) of 1,501,942 shares of Common Stock to its wholly-owned subsidiary, Silver Maple 2018 (as defined below); and

the contribution by Ficus (as defined below) of 2,424,084 shares of Common Stock to its wholly-owned subsidiary, Ficus 2018 (as defined below).

Item 2. Identity and Background

Item 2 is amended and restated in its entirety as follows:

This Schedule 13D is filed by the Reporting Persons set forth in the table below pursuant to Rule 13d-1(k)(2) under the Securities Exchange Act of 1934, as amended.

The following table sets forth the name, address and citizenship for each of the *Reporting Persons*:

| Reporting Person | Address | Citizenship/Place of Organization |
|--|--|-----------------------------------|
| Chaim Katzman | 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | US/Israel |
| Gazit-Globe Ltd. (" Gazit ") | Nissim Aloni 10, Tel Aviv, 62919, Israel | Israel |
| M G N (USA) INC. (" MGN ") | 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | Nevada |
| GAZIT (1995), INC. (" 1995 ") | 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | Nevada |
| Gazit First Generation LLC (" First Generation ") | 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | Delaware |
| MGN America, LLC (" MGN-A ") | 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | Delaware |
| MGN (USA) 2016, LLC (" MGN USA ") | 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | Delaware |
| MGN America 2016, LLC (" MGN America ") | 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | Delaware |
| Gazit America, Inc. (" GAA ") | 86 Hanna Avenue, Suite 400 Toronto, ON M6K 353 Canada | Ontario, Canada |
| Silver Maple (2001), Inc. (" Silver Maple ") | 86 Hanna Avenue, Suite 400 Toronto, ON M6K 353 Canada | Nevada |
| Ficus, Inc. (" Ficus ") | 86 Hanna Avenue, Suite 400 Toronto, ON M6K 353 Canada | Delaware |
| Silver Maple 2018, LLC (" Silver Maple 2018 ") | 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | Delaware |
| Ficus 2018, LLC (" Ficus 2018 ") | 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | Delaware |

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The principal business of each of the Reporting Persons is set forth in the following table:

| Reporting Person | Principal Business |
|----------------------------|---|
| Chaim Katzman | Chaim Katzman is President and Chairman of the Board of Norstar Holdings Inc., Director and Chief Executive Officer (“ <i>CEO</i> ”) of Gazit, and a non-executive Vice Chairman of the Board of the Issuer. Gazit is a real estate investment company that trades on the Tel Aviv Stock Exchange (TASE), on the New York Stock Exchange (NYSE), and on the Toronto Stock Exchange (TSX) under the ticker symbol “GZT.” Gazit is engaged, directly and through subsidiaries and affiliates, in the acquisition, development and management of properties in North America, Europe, Brazil and Israel, including shopping centers. |
| Gazit-Globe Ltd. | |
| M G N (USA) INC. | MGN invests in real estate related businesses, including the businesses of its affiliates, engaged in the acquisition, development and management of income producing properties in the US and Brazil. MGN is a wholly-owned subsidiary of Gazit. |
| GAZIT (1995), INC. | 1995 invests in real estate related businesses, including the businesses of its affiliates. 1995 is a wholly-owned subsidiary of MGN. |
| Gazit First Generation LLC | First Generation invests in real estate related businesses, limited only to the businesses of its affiliates in United States. First Generation is a wholly-owned subsidiary of 1995. |
| MGN America, LLC | MGN-A invests in real estate related businesses, including the businesses of its affiliates. MGN-A is a subsidiary owned by MGN and 1995. |
| MGN (USA) 2016, LLC | MGN USA invests in real estate related businesses, including the businesses of its affiliates. MGN USA is a wholly-owned subsidiary of MGN. |
| MGN America 2016, LLC | MGN America invests in real estate related businesses, including the businesses of its affiliates. MGN America is a wholly-owned subsidiary of MGN-A. |
| Gazit America, Inc. | GAA invests in real estate related businesses, including the businesses of its affiliates and those of unrelated public companies. GAA is a wholly-owned subsidiary of Gazit. |
| Silver Maple (2001), Inc. | Silver Maple invests in real estate related businesses, including the businesses of its affiliates. Silver Maple is a wholly-owned subsidiary of GAA. |
| Ficus, Inc. | Ficus invests in real estate related businesses, including the businesses of its affiliates. Ficus is a wholly-owned subsidiary of GAA. |
| Silver Maple 2018, LLC | Silver Maple 2018 invests in real estate related businesses, including the businesses of its affiliates. Silver Maple 2018 is a wholly-owned subsidiary of Silver Maple. |
| Ficus 2018, LLC | Ficus 2018 invests in real estate related businesses, including the businesses of its affiliates. Ficus 2018 is a wholly-owned subsidiary of Ficus. |

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The information required by Instruction C to Schedule 13D with respect to (a) the executive officers and directors of the Reporting Persons, (b) each person controlling the Reporting Persons and (c) each executive officer and director of any corporation or other person ultimately in control of the Reporting Persons (collectively, the "Covered Persons"), is set forth below

Covered Persons with Respect to Gazit

| Name, Position with Gazit & Address | Present Principal Occupation | Name and Address of Employer | Citizenship |
|---|---|---|-----------------------|
| Chaim Katzman, Director and CEO | | | |
| 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 Dor J. Segal Director | Director and CEO of Gazit | c/o Gazit Group USA Inc. 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | US, Israel |
| 85 Hanna Avenue, Ste. 400 Toronto, Ontario M6K, Canada Haim Ben-Dor Director | Chairman of the Board of First Capital Realty | 85 Hanna Avenue, Suite 400 Toronto, Ontario M6K3S3, Canada | US, Canada, Israel |
| 14 Nili Street, Jerusalem, Israel Yair Orgler Director | Corporate Consultant | Haim Ben-Dor 14 Nili Street, Jerusalem, Israel | Israel |
| Mordechai Maier 7/19, Tel-Aviv, Israel | Professor Emeritus of the Management Faculty, Tel-Aviv University | Tel-Aviv University Department of Finance The Leon Recanati Graduate School of Business Administration Box 39010 Ramat Aviv, Tel Aviv 69978 Israel | Israel |

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| | | | |
|---|--|--|--------|
| Zehavit Cohen Director | Managing Partner | Apax Partners Israel Ltd. c/o Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 62919, Israel Berkovich 4, the Museum Tower, 22 Fl., Tel Aviv, 6423806 Israel | Israel |
| Douglas Sesler Director | Private Real Estate Investor; Executive Vice President for Real Estate, Macy's, Inc. | 54 Northway Bronxville, NY 10708 | US |
| Ronnie Bar-On Director | Corporate Director | Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 62919, Israel | Israel |
| Adi Jemini Executive Vice President and Chief Financial Officer | Executive Vice President and Chief Financial Officer, Gazit | Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 62919, Israel | Israel |
| Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 62919, Israel Romano Vaisenberger Vice President and Controller | Vice President and Controller, Gazit | Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 62919, Israel | Israel |

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Gazit is traded on the Tel Aviv Stock Exchange (TASE), on the New York Stock Exchange (NYSE), and on the Toronto Stock Exchange (TSX) under the ticker symbol "GZT." Approximately 51.74% of Gazit's ordinary shares (the "**Ordinary Shares**") are owned directly or indirectly by Norstar Holdings Inc. ("**Norstar**"), a publicly traded company listed on the Tel Aviv Stock Exchange under the ticker "NSTR." Chaim Katzman, Director and CEO of Gazit, and certain members of his family, own or control, including through private entities owned by them and trusts under which they are the beneficiaries, directly and indirectly, approximately 24.3% of Norstar's outstanding shares. Mr. Katzman also controls First U.S. Financial, LLC ("FUF"), which controls the voting rights of approximately 18.2% of Norstar's outstanding shares. In addition, Mr. Segal holds 8.4% of Norstar's outstanding shares. Additionally, Mr. Katzman and his related parties (the "**Katzman Group**") have entered into a shareholders agreement with Mr. Segal and other related parties (the "**Segal Group**") with respect to their holdings in Norstar, which, among other things, provides that (1) each member of the Segal Group will vote all of its shares and any other voting securities of Norstar over which it has voting control for nominees to Norstar's board of directors as directed in writing by a representative of the Katzman Group and (2) each member of the Katzman Group will vote, subject to certain conditions, all of its shares and any other voting securities of Norstar over which it has voting control for the election to Norstar's board of directors of two directors designated by the Segal Group, one of which must be an independent director (see Item 6). In addition, the Katzman Foundation, a non profit charity foundation, in which Mr. Katzman and his family serve as directors and Mr. Katzman also serves as an officer, and which has no controlling shareholder, holds 4.36% of Norstar's outstanding shares. In aggregate, Mr. Katzman has the right to vote 61.6% of Norstar's outstanding shares. Accordingly, even though Gazit's board of directors includes a majority of independent directors, Mr. Katzman may be deemed to control Gazit. The public stockholders of Gazit own approximately 49% of the Ordinary Shares. The name, residence or business address, present principal occupation and the name and address of any corporation or organization in which such employment is conducted and the citizenship of each of the executive officers and directors of Norstar are set forth below.

Covered Persons with Respect to Norstar

| Name, Position with Norstar & Address | Present Principal Occupation | Name and Address of Employer | Citizenship |
|---|--|--|-------------|
| Chaim Katzman Chairman of the Board of Directors and CEO 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | Director and CEO of Gazit | c/o Gazit Group USA Inc. 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | US, Israel |
| Bat-Ami Katzman-Gordon Director | Project Manager, Cancer Genomics; University of Miami, Miami, Florida | Bat-Ami Katzman | US |

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c/o Gazit Group USA Inc.
1696 NE Miami Gardens
Drive
North Miami Beach, FL
33179
Dor J. Segal
Director

c/o Gazit Group USA Inc.
1696 NE Miami Gardens Drive
North Miami Beach, FL 33179

c/o First Capital Realty
85 Hanna Avenue, Ste. 400
Toronto, Ontario M6K3S3,
Canada
Eli Shahr
Director

Chairman of the Board of First
Capital Realty

85 Hanna Avenue, Suite 400
Toronto, Ontario M6K3S3,
Canada

US, Canada,
Israel

36 Shai Agnon
Tel-Aviv, Israel

Corporate Consultant

Eli Shahr
36 Shai Agnon
Tel-Aviv, Israel

Israel

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| Name, Position with Norstar & Address | Present Principal Occupation | Name and Address of Employer | Citizenship |
|--|--|--|-------------|
| Shmuel Messenberg Director | Business Consultant | Hefetz Mordechai 15, Petach Tikva | Israel |
| Dina Ben-Ari Director | Head of Friends of the IDF, Miami, Florida | c/o Gazit Group USA Inc. 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | US, Israel |
| 3951 194 TR. Sunny Isles Florida 33160 Varda Zuntz | | | |
| Norstar Israel, Ltd. Nissim Aloni 10, Tel Aviv, 62919, Israel Romano Vaisenberger, Vice President and Controller | Company Secretary, Norstar | Norstar Israel, Ltd. Nissim Aloni 10, Tel Aviv, 62919, Israel | Israel |
| Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 62919, Israel Zvi Gordon | Controller | Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 62919, Israel | Israel |
| 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | Vice President of Investments | c/o Gazit Group USA Inc. 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | US |

Covered Persons with Respect to MGN, 1995, MGN-A and First Generation

| Name, Position with MGN, 1995, MGN-A and First Generation & Address | Present Principal Occupation | Name and Address of Employer | Citizenship |
|---|------------------------------|------------------------------|-------------|
| Chaim Katzman* President and Director | | | |
| Dor J. Segal* Executive Vice President and Director | | | |
| Adi Jemini* Chief Financial Officer and Director | | | |

* See information provided for Covered Persons with Respect to Gazit, above.

Covered Persons with Respect to MGN America and MGN USA

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| Name, Position with MGN America and MGN USA & Address | Present Principal Occupation | Name and Address of Employer | Citizenship |
|---|------------------------------|------------------------------|-------------|
| Chaim Katzman* | | | |
| President | | | |
| Dor J. Segal* | | | |
| Executive Vice President | | | |
| Adi Jemini* | | | |
| Chief Financial Officer, Treasurer and Secretary | | | |

* See information provided for Covered Persons with Respect to Gazit, above.

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Covered Persons with Respect to GAA

| Name, Position with GAA & Address | Present Principal Occupation | Name and Address of Employer | Citizenship |
|--|------------------------------|---|-------------|
| Dor J. Segal* President and Chairman, Director | | | |
| Chaim Katzman* Director | | | |
| Adi Jemini* | | | |
| Alex Correia Secretary and Director | Company Secretary | First Capital Realty 85 Hanna Avenue, Ste. 400 Toronto, Ontario M6K3S3 Canada | Canada |

* See information provided for Covered Persons with Respect to Gazit, above.

Covered Persons with Respect to Silver Maple, Ficus, Silver Maple 2018 and Ficus 2018

| Name, Position with MGN America, and MGN USA & Address | Present Principal Occupation | Name and Address of Employer | Citizenship |
|--|--|--|-------------|
| Chaim Katzman* Director | | | |
| Dor J. Segal* President and Director | | | |
| Adi Jemini* Director | | | |
| Alex Correia** Executive Vice President and Secretary | Executive Vice President and Secretary | First Capital Realty 85 Hanna Avenue, Ste. 400 Toronto, Ontario M6K3S3 Canada | Canada |

* See information provided for Covered Persons with Respect to Gazit, above.

** See information provided for Covered Persons with Respect to GAA, above.

Item 4. Purpose of Transaction.

The disclosures required by this Item 4 are incorporated by reference to the information set forth in Item 4 of the previously filed Schedule 13D (except to the extent that the events described therein have already occurred and are therefore no longer relevant). Beyond as described in that information, the Reporting Persons have no current plans or proposals which relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D, although the Reporting Persons do not rule out the possibility of effecting or seeking to effect any such actions in the future.

Item 5. Interest in Securities of the Issuer.

The aggregate percentage of shares throughout this filing is based upon 170,110,464 shares issued and outstanding as of November 2, 2017, as reported in the Quarterly Report on Form 10-Q filed by the Issuer on November 6, 2017.

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Chaim Katzman

(a) Aggregate Number of shares of Common Stock beneficially owned: 17,905,322 (10.5% of the shares).

(b) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 167,204

(ii) Shared power to vote or to direct the vote: 17,738,118

(iii) Sole power to dispose or to direct the disposition of: 167,204

(iv) Shared power to dispose or to direct the disposition of: 17,738,118

Mr. Katzman may be deemed to control Gazit. Of the shares beneficially owned by Mr. Katzman as of the date of this filing:

Mr. Katzman has sole voting and dispositive power over 167,204 shares held directly by him and indirectly through family trusts and other entities, which he controls or may control (not including 13,816 shares held of record by family members); and

Mr. Katzman shares voting power and dispositive authority over 2,432,869 shares he beneficially owns with Gazit, MGN and MGN USA, as such shares are directly held by MGN USA, which is a wholly-owned subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control; and

Mr. Katzman shares voting and dispositive authority over 3,109,257 shares he beneficially owns with Gazit, MGN and First Generation, as such shares are directly held by First Generation, which is a wholly-owned subsidiary of 1995, which is a wholly-owned subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control; and

Mr. Katzman shares voting and dispositive authority over 5,769,966 shares he beneficially owns with Gazit, MGN, MGN-A and MGN America, as such shares are directly held by MGN America, which is a wholly-owned subsidiary of MGN-A, which is a subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control; and

Mr. Katzman shares voting and dispositive authority over 2,500,000 shares he beneficially owns with Gazit, GAA and Silver Maple, as such shares are directly held by Silver Maple, which is a wholly-owned subsidiary of GAA, itself a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control; and

Mr. Katzman shares voting and dispositive authority over 1,501,942 shares he beneficially owns with Gazit, GAA, Silver Maple and Silver Maple 2018, as such shares are directly held by Silver Maple 2018, which is a wholly-owned subsidiary of Silver Maple, which is a wholly-owned subsidiary of GAA, itself a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control; and

Mr. Katzman shares voting and dispositive authority over 2,424,084 shares he beneficially owns with Gazit, GAA, Ficus and Ficus 2018, as such shares are directly held by Ficus 2018, which is a wholly-owned subsidiary of Ficus, which is a wholly-owned subsidiary of GAA, itself a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control.

(c) Except as set forth herein, Mr. Katzman has not effected any transactions in the shares during the past 60 days.

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(d) Other than as described in this Item 5, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by Mr. Katzman.

(e) Not applicable.

Gazit

(a) Aggregate Number of shares beneficially owned: 17,738,118 (10.4% of the shares).

(b) 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: 17,738,118

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 17,738,118

Of the shares beneficially owned by Gazit as of the date of this filing:

Gazit shares voting and dispositive authority over 2,432,869 shares it beneficially owns with Mr. Katzman, MGN and MGN USA, as such shares are directly held by MGN USA, which is a wholly-owned subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control.

Gazit shares voting and dispositive authority over 3,109,257 shares it beneficially owns with Mr. Katzman, MGN, 1995 and First Generation, as such shares are directly held by First Generation, which is a wholly-owned subsidiary of 1995, which is a wholly-owned subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control.

Gazit shares voting and dispositive authority over 5,769,966 shares it beneficially owns with Mr. Katzman, MGN, MGN-A and MGN America, as such shares are directly held by MGN America, which is a wholly-owned subsidiary of MGN-A, which is a subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control.

Gazit shares voting and dispositive authority over 2,500,000 shares it beneficially owns with Mr. Katzman, GAA and Silver Maple as such shares are held directly by Silver Maple, which is a wholly-owned subsidiary of GAA, itself a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control.

Gazit shares voting and dispositive authority over 1,501,942 shares it beneficially owns with Mr. Katzman, GAA, Silver Maple and Silver Maple 2018, as such shares are held directly by Silver Maple 2018, which is a wholly-owned subsidiary of Silver Maple, which is a wholly-owned subsidiary of GAA, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control.

Gazit shares voting and dispositive authority over 2,424,084 shares it beneficially owns with Mr. Katzman, GAA, Ficus and Ficus 2018, as such shares are held directly by Ficus 2018, which is a wholly-owned subsidiary of Ficus, which is a wholly-owned subsidiary of GAA, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control.

(c) Except as set forth herein, Gazit has not effected any transactions in the shares during the past 60 days.

(d) Other than as described in this Item 5, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by Gazit.

(e) Not applicable.

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MGN

(a) Aggregate Number of shares beneficially owned 11,312,092 (6.6% of the shares).

(b) 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: 11,312,092

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 11,312,092

Of the shares beneficially owned by MGN as of the date of this filing:

MGN shares voting and dispositive authority over 2,432,869 shares it beneficially owns with Mr. Katzman, Gazit and MGN USA, as such shares are held directly by MGN USA, which is a wholly-owned subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control;

MGN shares voting and dispositive authority over 5,769,966 shares it beneficially owns with Mr. Katzman, Gazit, MGN-A and MGN America, as such shares are directly held by MGN America, which is a wholly-owned subsidiary of MGN-A, which is a subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control; and

MGN shares voting and dispositive authority over 3,109,257 shares it beneficially owns with Mr. Katzman, Gazit, 1995 and First Generation, as such shares are directly held by First Generation, which is a wholly-owned subsidiary of 1995, which is a wholly-owned subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control.

(c) Except as set forth herein, MGN has not effected any transactions in the shares during the past 60 days.

(d) Other than as described in this Item 5, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by MGN.

(e) Not applicable.

1995

(a) Aggregate Number of shares beneficially owned: 3,109,257 (1.8% of the shares).

(b) 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: 3,109,257

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 3,109,257

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Of the shares beneficially owned by 1995 as of the date of this filing:

1995 shares voting and dispositive authority over 3,109,257 shares it beneficially owns with Mr. Katzman, Gazit, MGN and First Generation, as such shares are directly held by First Generation, which is a wholly-owned subsidiary of 1995, which is a wholly-owned subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control.

(c) Except as set forth herein, 1995 has not effected any transactions in the shares during the past 60 days.

(d) Other than as described in this Item 5, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by 1995.

(e) Not applicable.

First Generation

(a) Aggregate Number of shares beneficially owned: 3,109,257 (1.8% of the shares).

(b) 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: 3,109,257

(iii) Sole power to dispose or to direct the disposition of: 0

(vi) Shared power to dispose or to direct the disposition of: 3,109,257

Of the shares beneficially owned by First Generation as of the date of this filing:

First Generation shares voting and dispositive authority over 3,109,257 shares it beneficially owns with Mr. Katzman, Gazit, MGN and 1995 as such shares are directly held by First Generation, which is a wholly-owned subsidiary of 1995, which is a wholly-owned subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control.

(c) Except as set forth herein, First Generation has not effected any transactions in the shares during the past 60 days.

(d) Other than as described in this Item 5, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by First Generation.

(e) Not applicable.

MGN-A

(a) Aggregate Number of shares beneficially owned: 5,769,966 (3.4% of the shares).

(b) 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: 5,769,966

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 5,769,966

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Of the shares beneficially owned by MGN-A as of the date of this filing:

MGN-A shares voting and dispositive authority over 5,769,966 shares it beneficially owns with Mr. Katzman, Gazit, MGN and MGN America, as such shares are directly held by MGN America, which is a wholly-owned subsidiary of MGN-A, which is a subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control.

(c) Except as set forth herein, MGN-A has not effected any transactions in the shares during the past 60 days.

(d) Other than as described in this Item 5, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by MGN-A.

(e) Not applicable.

MGN USA

(a) Aggregate Number of shares beneficially owned: 2,432,869 (1.4% of the shares).

(b) 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: 2,432,869

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 2,432,869

Of the shares beneficially owned by MGN USA as of the date of this filing:

MGN USA shares voting and dispositive authority over 2,432,869 shares it beneficially owns with Mr. Katzman, Gazit and MGN, as such shares are directly held by MGN USA, which is a wholly-owned subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control.

(c) Except as set forth herein, MGN USA has not effected any transactions in the shares during the past 60 days.

(d) Other than as described in this Item 5, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by MGN USA.

(e) Not applicable.

MGN America

(a) Aggregate Number of shares beneficially owned: 5,769,966 (3.4% of the shares).

(b) 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: 5,769,966

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(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 5,769,966

Of the shares beneficially owned by MGN America as of the date of this filing:

MGN America shares voting and dispositive authority over 5,769,966 shares it beneficially owns with Mr. Katzman, Gazit, MGN and MGN-A, as such shares are directly held by MGN America, which is a wholly-owned subsidiary of MGN-A, which is a subsidiary of MGN, which is a wholly-owned subsidiary of Gazit, which Mr. Katzman may be deemed to control.

(c) Except as set forth herein, MGN America has not effected any transactions in the shares during the past 60 days.

(d) Other than as described in this Item 5, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by MGN America.

(e) Not applicable.

GAA

(a) Aggregate Number of shares beneficially owned: 6,426,026 (3.8% of the shares).

(b) 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: 6,426,026

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 6,426,026

Of the shares beneficially owned by GAA as of the date of this filing:

GAA shares voting and dispositive authority over 2,500,000 shares it beneficially owns with Mr. Katzman, Gazit and Silver Maple, as such shares are held directly by Silver Maple, a wholly-owned subsidiary of GAA, which is a wholly-owned subsidiary of Gazit, which may be deemed to be controlled by Mr. Katzman.

GAA shares voting and dispositive authority over 1,501,942 shares it beneficially owns with Mr. Katzman, Gazit, Silver Maple and Silver Maple 2018, as such shares are held directly by Silver Maple 2018, a wholly-owned subsidiary of Silver Maple, which is a wholly-owned subsidiary of GAA, which is a wholly-owned subsidiary of Gazit, which may be deemed to be controlled by Mr. Katzman.

GAA shares voting and dispositive authority over 2,424,084 shares it beneficially owns with Mr. Katzman, Gazit, Ficus and Ficus 2018, as such shares are held directly by Ficus 2018, a wholly-owned subsidiary of Ficus, which is a wholly-owned subsidiary of GAA, which is a wholly-owned subsidiary of Gazit, which may be deemed to be controlled by Mr. Katzman.

(c) Except as set forth herein, GAA has not effected any transactions in the shares during the past 60 days.

(d) Other than as described in this Item 5, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by GAA.

(e) Not applicable.

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Silver Maple

(a) Aggregate Number of shares beneficially owned: 4,001,942 (2.4% of the shares).

(b) 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: 4,001,942

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 4,001,942

Of the shares beneficially owned by Silver Maple as of the date of this filing:

Silver Maple shares voting and dispositive authority over 2,500,000 shares it beneficially owns with Mr. Katzman, Gazit, and GAA, as such shares are held directly by Silver Maple, a wholly-owned subsidiary of GAA, which is itself a wholly-owned subsidiary of Gazit, which may be deemed to be controlled by Mr. Katzman.

Silver Maple shares voting and dispositive authority over 1,501,942 shares it beneficially owns with Mr. Katzman, Gazit, GAA and Silver Maple 2018, as such shares are held directly by Silver Maple 2018, a wholly-owned subsidiary of Silver Maple, which is a wholly-owned subsidiary of GAA, which is a wholly-owned subsidiary of Gazit, which may be deemed to be controlled by Mr. Katzman.

(c) Except as set forth herein, Silver Maple has not effected any transactions in the shares during the past 60 days.

(d) Other than as described in this Item 5, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by Silver Maple.

(e) Not applicable.

Ficus

(a) Aggregate Number of shares beneficially owned: 2,424,084 (1.4% of the shares).

(b) 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: 2,424,084

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 2,424,084

Of the shares beneficially owned by Ficus as of the date of this filing:

Ficus shares voting and dispositive authority over 2,424,084 shares it beneficially owns with Mr. Katzman, Gazit, GAA and Ficus 2018, as such shares are held directly by Ficus 2018, a wholly-owned subsidiary of Ficus, which is a wholly-owned subsidiary of GAA, which is a wholly-owned subsidiary of Gazit, which may be deemed to be controlled by Mr. Katzman.

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(c) Except as set forth herein, Ficus has not effected any transactions in the shares during the past 60 days.

(d) Other than as described in this Item 5, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by Ficus.

(e) Not applicable.

Silver Maple 2018

(a) Aggregate Number of shares beneficially owned: 1,501,942 (0.9% of the shares).

(b) 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: 1,501,942

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 1,501,942

Of the shares beneficially owned by Silver Maple 2018 as of the date of this filing:

Silver Maple 2018 shares voting and dispositive authority over 1,501,942 shares it beneficially owns with Mr. Katzman, Gazit, GAA and Silver Maple, as such shares are held directly by Silver Maple 2018, a wholly-owned subsidiary of Silver Maple, which is a wholly-owned subsidiary of GAA, which is a wholly-owned subsidiary of Gazit, which may be deemed to be controlled by Mr. Katzman.

(c) Except as set forth herein, Silver Maple 2018 has not effected any transactions in the shares during the past 60 days.

(d) Other than as described in this Item 5, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by Silver Maple 2018.

(e) Not applicable.

Ficus 2018

(a) Aggregate Number of shares beneficially owned: 2,424,084 (1.4% of the shares).

(b) 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: 2,424,084

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 2,424,084

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Of the shares beneficially owned by Ficus 2018 as of the date of this filing:

Ficus 2018 shares voting and dispositive authority over 2,424,084 shares it beneficially owns with Mr. Katzman, Gazit, GAA and Ficus, as such shares are held directly by Ficus 2018, a wholly-owned subsidiary of Ficus, which is a wholly-owned subsidiary of GAA, which is a wholly-owned subsidiary of Gazit, which may be deemed to be controlled by Mr. Katzman.

(c) Except as set forth herein, Ficus 2018 has not effected any transactions in the shares during the past 60 days.

(d) Other than as described in this Item 5, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by Ficus 2018.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The disclosures required by this Item 6 are incorporated by reference to the information set forth in Item 6 of the previously filed Schedule 13D.

Item 7. Materials to be Filed as Exhibits.

Exhibit Description

1. Consent and Agreement to Joint Filing, by and among the Reporting Persons, dated February 9, 2018. Agreement and Plan of Merger, dated November 14, 2016, by and between the Issuer and Equity One, Inc. (incorporated by reference to Exhibit 2.1 of the Current Report on Form 8-K filed by Regency Centers Corporation with the SEC on November 15, 2016).
2. Governance Agreement, dated November 14, 2016, by and among the Issuer, Gazit-Globe Ltd., MGN America, LLC, Gazit First Generation LLC, Silver Maple (2001) Inc., MGN (USA) Inc., MGN America 2016, LLC, MGN USA 2016, LLC and Ficus, Inc. (incorporated by reference to Exhibit 10.2 of the Current Report on Form 8-K filed by Regency Centers Corporation with the SEC on November 15, 2016).
3. Stockholders Agreement, dated January 30, 2013, by and among, Mr. Chaim Katzman, First US Financial LLC, Mr. Dor J. Segal, and Ms. Erica Ottosson (incorporated by reference to Exhibit 4 to the Schedule 13D filed with the SEC on March 6, 2017).
- 4.

5. Joinder Agreement, dated January 30, 2018, pursuant to which Silver Maple 2018 became a party to the Governance Agreement, dated November 14, 2016, by and among the Issuer, Gazit-Globe Ltd., MGN America, LLC, Gazit First Generation LLC, Silver Maple (2001) Inc., MGN (USA) Inc., MGN America 2016, LLC, MGN USA 2016, LLC and Ficus, Inc.
6. Joinder Agreement, dated January 30, 2018, pursuant to which Ficus 2018 became a party to the Governance Agreement, dated November 14, 2016, by and among the Issuer, Gazit-Globe Ltd., MGN America, LLC, Gazit First Generation LLC, Silver Maple (2001) Inc., MGN (USA) Inc., MGN America 2016, LLC, MGN USA 2016, LLC and Ficus, Inc.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

CHAIM KATZMAN

Date: February 9, 2018 By: /s/ Chaim Katzman

GAZIT-GLOBE, LTD.

Date: February 9, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

M G N (USA) INC.

Date: February 9, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

MGN AMERICA, LLC

Date: February 9, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

MGN (USA) 2016, LLC

Date: February 9, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman

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Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini

Name: Adi Jemini

Title: Authorized Signatory

Signature page to Schedule 13D/A

**MGN AMERICA 2016,
LLC**

Date: February 9, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

GAZIT AMERICA, INC.

Date: February 9, 2018 By: /s/ Dor J. Segal
Name: Dor J. Segal
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Alex Correia
Name: Alex Correia
Title: Authorized Signatory

**SILVER MAPLE (2001),
INC.**

Date: February 9, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

FICUS, INC.

Date: February 9, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

Signature page to Schedule 13D/A

GAZIT (1995), INC.

Date: February 9, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

**GAZIT FIRST
GENERATION LLC**

Date: February 9, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

**SILVER MAPLE 2018,
LLC**

Date: February 9, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

FICUS 2018, LLC

Date: February 9, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

Signature page to Schedule 13D/A

Exhibit 1

CONSENT AND AGREEMENT TO JOINT FILING

Pursuant to Rule 13d-1(k)(1)(iii) of Regulation 13D-G of the Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, each of the undersigned persons does hereby consent to and agree to jointly file with the Securities and Exchange Commission a Schedule 13D on behalf of each of them with respect to their beneficial ownership of common stock, par value \$0.01 per share, of Regency Centers Corporation and any future amendments thereto as may be required from time to time.

CHAIM KATZMAN

Date: February 9, 2018 By: /s/ Chaim Katzman

GAZIT-GLOBE, LTD.

Date: February 9, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini
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MGN AMERICA, LLC

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Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini

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Name: Adi Jemini
Title: Authorized Signatory

MGN (USA) 2016, LLC

Date: February 9, 2018 By: /s/ Chaim Katzman
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**MGN AMERICA 2016,
LLC**

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Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

Signature page to Schedule 13D/A -- Exhibit A

GAZIT AMERICA, INC.

Date: February 9, 2018 By: /s/ Dor J. Segal
Name: Dor J. Segal
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Alex Correia
Name: Alex Correia
Title: Authorized Signatory

**SILVER MAPLE (2001),
INC.**

Date: February 9, 2018 By: /s/ Chaim Katzman
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FICUS, INC.

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**SILVER MAPLE 2018,
LLC**

Date: February 9, 2018 By: /s/ Chaim Katzman
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Date: February 9, 2018 By: /s/ Adi Jemini
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FICUS 2018, LLC

Date: February 9, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: February 9, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

Signature page to Schedule 13D/A -- Exhibit A