

REGENCY CENTERS CORP  
Form SC 13D/A  
May 21, 2018

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 5)**

**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, 6291924, Israel**  
**Tel: (03) 694-8000**  
**Fax: (03) 696-1910**  
**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**May 17, 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).

CUSIP NO. 758849103 Page 2

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF  
 ABOVE PERSON  
**Chaim Katzman**

2 CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP (SEE  
 INSTRUCTIONS)  
 (a)  
 (b)

3 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  
**United States and Israel**

NUMBER OF 7 SOLE VOTING POWER  
 SHARES **167,204 (1)**

BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED BY **11,650,075**

EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING **167,204**

PERSON 10 SHARED DISPOSITIVE POWER  
 WITH **11,650,075**

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 PERSON  
**11,817,279**

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

13 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11)  
**7.0% (2)**

14 TYPE OF REPORTING PERSON  
 IN

(1) All Shareholdings throughout this filing have been rounded to the nearest whole number of shares.

(2) The aggregate percentage of shares throughout this filing is based upon 169,410,491 shares issued and outstanding as of May 4, 2018, as reported in the quarterly report by the Issuer on May 7, 2018.



CUSIP NO. 758849103 Page 3

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF  
 ABOVE PERSON  
**Gazit-Globe Ltd.**

2 CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP (SEE  
 INSTRUCTIONS)  
 (a)  
 (b)

3 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  
**Israel**

|  |                   |                          |
|--|-------------------|--------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7                 | SOLE VOTING POWER        |
|  | <b>0</b>          |                          |
|  | 8                 | SHARED VOTING POWER      |
|  | <b>11,650,075</b> |                          |
|  | 9                 | SOLE DISPOSITIVE POWER   |
|  | <b>0</b>          |                          |
|  | 10                | SHARED DISPOSITIVE POWER |
|  | <b>11,650,075</b> |                          |

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 PERSON  
**11,650,075**

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

13 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11)  
**6.9%**

14 TYPE OF REPORTING PERSON  
**CO**

CUSIP NO. 758849103 Page 4

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON  
**M G N (USA) INC.**

2 CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (SEE  
INSTRUCTIONS)  
(a)  
  
(b)

3 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  
**Nevada**

|              |                  |                          |
|--------------|------------------|--------------------------|
| NUMBER OF    | 7                | SOLE VOTING POWER        |
| SHARES       | <b>0</b>         |                          |
| BENEFICIALLY | 8                | SHARED VOTING POWER      |
| OWNED BY     | <b>5,224,049</b> |                          |
| EACH         | 9                | SOLE DISPOSITIVE POWER   |
| REPORTING    | <b>0</b>         |                          |
| PERSON       | 10               | SHARED DISPOSITIVE POWER |
| WITH         | <b>5,224,049</b> |                          |

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
PERSON  
**5,224,049**

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

13 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
**3.1%**

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.**

2 CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP (SEE  
 INSTRUCTIONS)  
 (a)  
 (b)

3 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  
**Nevada**

|                          |                  |                          |
|--------------------------|------------------|--------------------------|
| NUMBER OF<br>SHARES      | 7                | SOLE VOTING POWER        |
|                          | <b>0</b>         |                          |
| BENEFICIALLY<br>OWNED BY | 8                | SHARED VOTING POWER      |
|                          | <b>1,350,000</b> |                          |
| EACH<br>REPORTING        | 9                | SOLE DISPOSITIVE POWER   |
|                          | <b>0</b>         |                          |
| PERSON<br>WITH           | 10               | SHARED DISPOSITIVE POWER |
|                          | <b>1,350,000</b> |                          |

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 PERSON  
**1,350,000**

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

13 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11)  
**0.8%**

14 TYPE OF REPORTING PERSON  
**CO**

CUSIP NO. 758849103 Page 6

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
**Gazit First Generation LLC**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)  
(b)

3 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**

|   |           |                          |
|---|-----------|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7         | SOLE VOTING POWER        |
|   | 0         |                          |
|   | 8         | SHARED VOTING POWER      |
|   | 1,350,000 |                          |
|   | 9         | SOLE DISPOSITIVE POWER   |
|   | 0         |                          |
|   | 10        | SHARED DISPOSITIVE POWER |
|   | 1,350,000 |                          |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON  
**1,350,000**

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
**0.8%**

14 TYPE OF REPORTING PERSON  
**CO**



CUSIP NO. 758849103 Page 7

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF  
 ABOVE PERSON  
**MGN America, LLC**

2 CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP (SEE  
 INSTRUCTIONS)  
 (a)  
 (b)

3 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**

|              |                  |                          |
|--------------|------------------|--------------------------|
| NUMBER OF    | 7                | SOLE VOTING POWER        |
| SHARES       | <b>0</b>         |                          |
| BENEFICIALLY | 8                | SHARED VOTING POWER      |
| OWNED BY     | <b>1,531,334</b> |                          |
| EACH         | 9                | SOLE DISPOSITIVE POWER   |
| REPORTING    | <b>0</b>         |                          |
| PERSON       | 10               | SHARED DISPOSITIVE POWER |
| WITH         | <b>1,531,334</b> |                          |

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 PERSON  
**1,531,334**

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 8

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF  
 ABOVE PERSON  
**MGN (USA) 2016, LLC**

2 CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP (SEE  
 INSTRUCTIONS)  
 (a)  
 (b)

3 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**

|  |                          |                     |
|--|--------------------------|---------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7                        | SOLE VOTING POWER   |
|  | 0                        |                     |
|  | 8                        | SHARED VOTING POWER |
|  | 2,342,715                |                     |
| 9  | SOLE DISPOSITIVE POWER   |                     |
|  | 0                        |                     |
| 10   | SHARED DISPOSITIVE POWER |                     |
|  | 2,342,715                |                     |

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 PERSON  
**2,342,715**

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)  
 (b)

3 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**

|              |                  |                          |
|--------------|------------------|--------------------------|
| NUMBER OF    | 7                | SOLE VOTING POWER        |
| SHARES       | <b>0</b>         |                          |
| BENEFICIALLY | 8                | SHARED VOTING POWER      |
| OWNED BY     | <b>1,531,334</b> |                          |
| EACH         | 9                | SOLE DISPOSITIVE POWER   |
| REPORTING    | <b>0</b>         |                          |
| PERSON       | 10               | SHARED DISPOSITIVE POWER |
| WITH         | <b>1,531,334</b> |                          |

11 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 PERSON  
**1,531,334**

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 10

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF  
 ABOVE PERSON  
**Gazit America, Inc.**

2 CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP (SEE  
 INSTRUCTIONS)  
 (a)  
 (b)

3 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  
**Ontario, Canada**

|  |                          |                     |
|--|--------------------------|---------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7                        | SOLE VOTING POWER   |
|  | 0                        |                     |
|  | 8                        | SHARED VOTING POWER |
|  | 6,426,026                |                     |
| 9  | SOLE DISPOSITIVE POWER   |                     |
|  | 0                        |                     |
| 10   | SHARED DISPOSITIVE POWER |                     |
|  | 6,426,026                |                     |

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

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF  
 ABOVE PERSON  
**Silver Maple (2001), Inc.**

2 CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP (SEE  
 INSTRUCTIONS)  
 (a)  
 (b)

3 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  
**Nevada**

|                          |                  |                          |
|--------------------------|------------------|--------------------------|
| NUMBER OF<br>SHARES      | 7                | SOLE VOTING POWER        |
|                          | <b>0</b>         |                          |
| BENEFICIALLY<br>OWNED BY | 8                | SHARED VOTING POWER      |
|                          | <b>4,001,942</b> |                          |
| EACH<br>REPORTING        | 9                | SOLE DISPOSITIVE POWER   |
|                          | <b>0</b>         |                          |
| PERSON<br>WITH           | 10               | SHARED DISPOSITIVE POWER |
|                          | <b>4,001,942</b> |                          |

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)  
 (a)  
 (b)

3 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**

|  |           |                          |
|--|-----------|--------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7         | SOLE VOTING POWER        |
|  | 0         |                          |
|  | 8         | SHARED VOTING POWER      |
|  | 2,424,084 |                          |
|  | 9         | SOLE DISPOSITIVE POWER   |
|  | 0         |                          |
|  | 10        | SHARED DISPOSITIVE POWER |
|  | 2,424,084 |                          |

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)  
 (b)

3 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**

|   |           |                          |
|---|-----------|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7         | SOLE VOTING POWER        |
|   | 0         |                          |
|   | 8         | SHARED VOTING POWER      |
|   | 1,501,942 |                          |
|   | 9         | SOLE DISPOSITIVE POWER   |
|   | 0         |                          |
|   | 10        | SHARED DISPOSITIVE POWER |
|   | 1,501,942 |                          |

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

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
**Ficus 2018, LLC**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
 (a)  
 (b)

3 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**

|  |           |                          |
|--|-----------|--------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7         | SOLE VOTING POWER        |
|  | 0         |                          |
|  | 8         | SHARED VOTING POWER      |
|  | 2,424,084 |                          |
|  | 9         | SOLE DISPOSITIVE POWER   |
|  | 0         |                          |
|  | 10        | SHARED DISPOSITIVE POWER |
|  | 2,424,084 |                          |

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**



**Item 1. Security and Issuer.**

This Amendment No. 5 (this “**Statement**”) amends the Schedule 13D filed with the Securities and Exchange Commission (“**SEC**”) on March 6, 2017, as amended by (i) Amendment No. 1 thereto filed with the SEC on September 13, 2017, (ii) Amendment No. 2 thereto filed with the SEC on February 9, 2018, (iii) Amendment No. 3 thereto filed with the SEC on February 21, 2018, and (iv) (iii) Amendment No. 4 thereto filed with the SEC on April 20, 2018 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 169,410,491 shares issued and outstanding as of May 4, 2018, as reported in the quarterly report by the Issuer on May 7, 2018.

This Amendment No. 5 reflects the sale by MGN America (as defined below) of 2,150,113 shares of the Issuer’s Common Stock for an aggregate price of approximately \$121 million.

**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<br>North Miami Beach, FL 33179 | US/Israel                         |
| Gazit-Globe Ltd. (“ <b>Gazit</b> ”)                      | Nissim Aloni 10,<br>Tel Aviv, 6291924, Israel              | Israel                            |
| M G N (USA) INC. (“ <b>MGN</b> ”)                        | 1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Nevada                            |
| GAZIT (1995), INC. (“ <b>1995</b> ”)                     | 1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Nevada                            |
| Gazit First Generation LLC (“ <b>First Generation</b> ”) | 1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Delaware                          |

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|  |  |                 |
|--|--|-----------------|
| MGN America, LLC<br>("MGN-A")                | 1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Delaware        |
| MGN (USA) 2016, LLC ("MGN USA")              | 1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Delaware        |
| MGN America 2016, LLC ("MGN America")        | 1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Delaware        |
| Gazit America, Inc.<br>("GAA")               | 86 Hanna Avenue, Suite 400<br>Toronto, ON M6K 353 Canada   | Ontario, Canada |
| Silver Maple (2001), Inc. ("Silver Maple")   | 86 Hanna Avenue, Suite 400<br>Toronto, ON M6K 353 Canada   | Nevada          |
| Ficus, Inc. ("Ficus")                        | 86 Hanna Avenue, Suite 400<br>Toronto, ON M6K 353 Canada   | Delaware        |
| Silver Maple 2018, LLC ("Silver Maple 2018") | 1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Delaware        |
| Ficus 2018, LLC<br>("Ficus 2018")            | 1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Delaware        |

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 Vice Chairman of the Board of Norstar Holdings Inc., Vice Chairman and CEO of Gazit.  |
| Gazit-Globe Ltd.           | 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. |
| 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.  |

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, Vice Chairman and CEO<br><br>1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | Vice Chairman and CEO of Gazit                                    | c/o Gazit Group USA Inc.<br>1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179  | US, Israel         |
| Ehud Arnon, chairman<br><br>Dor J. Segal<br>Director   | Chairman  | Gazit Globe, 10 Nissim Aloni<br>Tel-Aviv  | Israel             |
| 85 Hanna Avenue, Ste. 400<br>Toronto, Ontario M6K, Canada<br>Haim Ben-Dor<br>Director                  | Chairman of the Board of First Capital Realty                     | 85 Hanna Avenue, Suite 400,<br>Toronto, Ontario M6K3S3,<br>Canada   | US, Canada, Israel |
| 14 Nili Street,<br>Jerusalem, Israel   | Corporate Consultant  | Haim Ben-Dor<br>14 Nili Street,<br>Jerusalem, Israel  | Israel             |
| Yair Orgler<br>Director<br><br>Mordechai Maier 7/19,<br>Tel-Aviv, Israel                               | Professor Emeritus of the Management Faculty, Tel-Aviv University | Tel-Aviv University<br>Department of Finance<br>The Leon Recanati<br>Graduate School of Business<br>Administration<br>Box 39010<br>Ramat Aviv, Tel Aviv 69978<br>Israel | Israel             |
| Zehavit Cohen<br>Director  | Managing Partner  | Apax Partners Israel Ltd.<br>c/o Gazit-Globe, Ltd.<br>Nissim Aloni 10,<br>Tel Aviv, 6291924, Israel<br>Berkovich 4,<br>the Museum Tower, 22 Fl.,                        | Israel             |

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|  |  |  |        |
|--|--|--|--------|
| Douglas Sesler<br>Director   | Private Real Estate Investor; Executive<br>Vice President for Real Estate, Macy's,<br>Inc. | Tel Aviv, 6423806 Israel<br>54 Northway<br>Bronxville, NY 10708    | US     |
| Ronnie Bar-On<br>Director  | Corporate Director   | Gazit-Globe, Ltd.<br>Nissim Aloni 10,<br>Tel Aviv, 6291924, Israel | Israel |
| Adi Jemini<br>Executive Vice President<br>and<br>Chief Financial Officer   | Executive Vice President and Chief<br>Financial Officer, Gazit                             | Gazit-Globe, Ltd.<br>Nissim Aloni 10,<br>Tel Aviv, 6291924, Israel | Israel |
| Gazit-Globe, Ltd.<br>Nissim Aloni 10,<br>Tel Aviv, 6291924,<br>Israel<br>Romano Vaisenberger<br>Vice President and<br>Controller | Vice President and Controller, Gazit   | Gazit-Globe, Ltd.<br>Nissim Aloni 10,<br>Tel Aviv, 6291924, Israel | Israel |
| Gazit-Globe, Ltd.<br>Nissim Aloni 10,<br>Tel Aviv, 6291924,<br>Israel  |  |  |        |

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 51.82% 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, Vice Chairman 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 24.8% 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, until March 2018 Mr. Katzman and Mr. Segal and other related parties (the "*Katzman Group*" and the "*Segal Group*") were parties to a shareholders agreement with respect to their holdings in Norstar, which, among other things, provided 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 March 2018, the shareholders agreement was terminated. 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 47.36% 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 48% 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,<br>Vice Chairman of the Board of Directors and CEO<br><br>1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179<br>Bat-Ami Katzman-Gordon<br>Director | Vice Chairman and CEO of Gazit  | c/o Gazit Group USA Inc.<br>1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179                        | US, Israel            |
| c/o Gazit Group USA Inc.<br>1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179  | Project Manager, Cancer Genomics;<br>University of Miami, Miami,<br>Florida | Bat-Ami Katzman<br><br>c/o Gazit Group USA Inc.<br>1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179 | US                    |
| Dor J. Segal<br>Director<br><br>c/o First Capital Realty  | Chairman of the Board of First<br>Capital Realty                            | 85 Hanna Avenue, Suite 400,<br>Toronto, Ontario M6K3S3,<br>Canada   | US, Canada,<br>Israel |

85 Hanna Avenue, Ste. 400  
Toronto, Ontario M6K3S3,  
Canada  
Eli Shahr  
Director

Corporate Consultant

Eli Shahr  
36 Shai Agnon  
Tel-Aviv, Israel

Israel

36 Shai Agnon  
Tel-Aviv, Israel

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| Name, Position with Norstar & Address   | Present Principal Occupation  | Name and Address of Employer   | Citizenship |
|---|-------------------------------|--|-------------|
| Shmuel Messenberg<br>Director<br>Dina Ben-Ari<br>Chairman<br>3951 194 TR. Sunny Isles<br>Florida 33160      | Business Consultant           | Hefetz Mordechai 15, Petach<br>Tikva   | Israel      |
| Eden Abitan, Director<br>Varda Zuntz  | Accountant                    | 9821 SW 2nd St. Plantation, FL<br>33324  | US, Israel  |
| Norstar Israel, Ltd.<br>Nissim Aloni 10,<br>Tel Aviv, 6291924, Israel<br>Romano Vaisenberger,<br>Controller | Company Secretary, Norstar    | Norstar Israel, Ltd.<br>Nissim Aloni 10,<br>Tel Aviv, 6291924, Israel                  | Israel      |
| Gazit-Globe, Ltd.<br>Nissim Aloni 10,<br>Tel Aviv, 6291924, Israel<br>Zvi Gordon                            | VP & Controller, Gazit Globe  | Gazit-Globe, Ltd.<br>Nissim Aloni 10,<br>Tel Aviv, 6291924, Israel                     | Israel      |
| 1696 NE Miami Gardens Drive<br>North Miami Beach, FL 33179  | Vice President of Investments | c/o Gazit Group USA Inc.<br>1696 NE Miami Gardens Drive<br>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*<br>President and Director<br>Adi Jemini*<br>Chief Financial Officer, Treasurer, Secretary and<br>Director<br>Romano Vaisenberger, 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*<br>President   |                              |                              |             |
| Adi Jemini*<br>Director, Chief Financial Officer, Treasurer and Secretary |                              |                              |             |
| Romano Vaisenberger, Director   |                              |                              |             |

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

Covered Persons with Respect to GAA

| Name, Position with GAA & Address      | Present Principal Occupation | Name and Address of Employer  | Citizenship |
|--|------------------------------|---|-------------|
| Chaim Katzman*<br>Director             |                              |   |             |
| Adi Jemini*<br>Director                |                              |   |             |
| Alex Correia<br>Secretary and Director | Company Secretary            | First Capital Realty<br>85 Hanna Avenue, Ste. 400, Toronto, Ontario<br>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*<br>Director                               |  |   |             |
| Adi Jemini*<br>Director                                  |  |   |             |
| Alex Correia**<br>Executive Vice President and Secretary | Executive Vice President and Secretary | First Capital Realty<br>85 Hanna Avenue, Ste. 400, Toronto, Ontario<br>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 169,410,491 shares issued and outstanding as of May 4, 2018, as reported in the quarterly report by the Issuer on May 7, 2018.

**Chaim Katzman**

(a) Aggregate Number of shares of Common Stock beneficially owned: 11,817,279 (7.0% 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

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(ii) Shared power to vote or to direct the vote: 11,650,075

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

(iv) Shared power to dispose or to direct the disposition of: 11,650,075

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 2,342,715 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 1,350,000 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 1,531,334 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.

(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: 11,650,075 (6.9% 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: 11,650,075

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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: 11,650,075

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

Gazit shares voting and dispositive authority over 2,342,715 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 1,350,000 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 1,531,334 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.

**MGN**

(a) Aggregate Number of shares beneficially owned 5,224,049 (3.1% 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: 5,224,049

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

(iv) Shared power to dispose or to direct the disposition of: 5,224,049

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

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GN shares voting and dispositive authority over 2,342,715 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 1,531,334 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 1,350,000 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: 1,350,000 (0.8% 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: 1,350,000

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



(iv) Shared power to dispose or to direct the disposition of: 1,350,000

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

1995 shares voting and dispositive authority over 1,350,000 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: 1,350,000 (0.8% 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: 1,350,000

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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: 1,350,000

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

First Generation shares voting and dispositive authority over 1,350,000 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: 1,531,334 (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: 1,531,334

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

(iv) Shared power to dispose or to direct the disposition of: 1,531,334

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

MGN-A shares voting and dispositive authority over 1,531,334 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: 2,342,715 (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: 2,342,715

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

(iv) Shared power to dispose or to direct the disposition of: 2,342,715

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

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MGN USA shares voting and dispositive authority over 2,342,715 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: 1,531,334 (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: 1,531,334

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

(iv) Shared power to dispose or to direct the disposition of: 1,531,334

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

MGN America shares voting and dispositive authority over 1,531,334 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:

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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.

### **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.

(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



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(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 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 (incorporated by reference to Exhibit 1 to Amendment No. 2 to the Schedule 13D filed with the SEC on February 9, 2018).
- 2.

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).

3. 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).
4. 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. (incorporated by reference to Exhibit 5 to Amendment No. 3 to the Schedule 13D filed with the SEC on February 21, 2018)
5. 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. (incorporated by reference to Exhibit 6 to Amendment No. 3 to the Schedule 13D filed with the SEC on February 21, 2018)

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: May 21, 2018 By: /s/ Chaim  
Katzman

**GAZIT-GLOBE, LTD.**

Date: May 21, 2018 By: /s/ Chaim  
Katzman  
Name: Chaim  
Katzman  
Title: Authorized  
Signatory

Date: May 21, 2018 By: /s/ Adi Jemini  
Name: Adi Jemini  
Title: Authorized  
Signatory

**M G N (USA) INC.**

Date: May 21, 2018 By: /s/ Chaim  
Katzman  
Name: Chaim  
Katzman  
Title: Authorized  
Signatory

Date: May 21, 2018 By: /s/ Adi Jemini  
Name: Adi Jemini  
Title: Authorized  
Signatory

**MGN AMERICA, LLC**

Date: May 21, 2018 By: /s/ Chaim  
Katzman  
Name: Chaim  
Katzman

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Title: Authorized  
Signatory

Date: May 21, 2018 By: /s/ Adi Jemini  
Name: Adi Jemini  
Title: Authorized  
Signatory

**MGN (USA) 2016, LLC**

Date: May 21, 2018 By: /s/ Chaim  
Katzman  
Name: Chaim  
Katzman  
Title: Authorized  
Signatory

Date: May 21, 2018 By: /s/ Adi Jemini  
Name: Adi Jemini  
Title: Authorized  
Signatory

**MGN AMERICA 2016,  
LLC**

Date: May 21, 2018 By: /s/ Chaim  
Katzman  
Name: Chaim  
Katzman  
Title: Authorized  
Signatory

Date: May 21, 2018 By: /s/ Adi Jemini  
Name: Adi Jemini  
Title: Authorized  
Signatory

Signature page to Schedule 13D/A

**GAZIT AMERICA,  
INC.**

Date: May 21, 2018 By: /s/ Chaim  
Katzman  
Name: Chaim  
Katzman  
Title: Authorized  
Signatory

Date: May 21, 2018 By: /s/ Adi Jemini  
Name: Adi Jemini  
Title: Authorized  
Signatory

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

Date: May 21, 2018 By: /s/ Chaim  
Katzman  
Name: Chaim  
Katzman  
Title: Authorized  
Signatory

Date: May 21, 2018 By: /s/ Adi Jemini  
Name: Adi Jemini  
Title: Authorized  
Signatory

**FICUS, INC.**

Date: May 21, 2018 By: /s/ Chaim  
Katzman  
Name: Chaim  
Katzman  
Title: Authorized  
Signatory

Date: May 21, 2018 By: /s/ Adi Jemini  
Name: Adi Jemini  
Title: Authorized  
Signatory

**GAZIT (1995), INC.**

Date: May 21, 2018 By: /s/ Chaim  
Katzman

Name: Chaim  
Katzman  
Title: Authorized  
Signatory

Date: May 21, 2018 By: /s/ Adi Jemini  
Name: Adi Jemini  
Title: Authorized  
Signatory

**GAZIT FIRST  
GENERATION LLC**

Date: May 21, 2018 By: /s/ Chaim  
Katzman  
Name: Chaim  
Katzman  
Title: Authorized  
Signatory

Date: May 21, 2018 By: /s/ Adi Jemini  
Name: Adi Jemini  
Title: Authorized  
Signatory

Signature page to Schedule 13D/A



