

REGENCY CENTERS CORP
Form SC 13D/A
April 20, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 4)

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)

April 13, 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

| | |
|--|---|
| | 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 |
| 5 | IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION United States and Israel |
| | SOLE VOTING POWER |
| | 167,204 (1) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SHARED VOTING POWER |
| | 13,800,188 |
| | SOLE DISPOSITIVE POWER |
| | 167,204 |
| | SHARED DISPOSITIVE POWER |
| 10 | 13,800,188 |

| | |
|-----------|---|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 13,967,392 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.2% (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 169,721,133 shares issued and outstanding as of March 1, 2018, as reported in the annual proxy statement by the Issuer on March 12, 2018.

CUSIP NO. 758849103 Page 3

| | |
|----|---|
| | 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 |
| | 7 SOLE VOTING POWER 0 |
| | 8 SHARED VOTING POWER 13,800,188 |
| | 9 SOLE DISPOSITIVE POWER 0 |
| | 10 SHARED DISPOSITIVE POWER 13,800,188 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

BY EACH PERSON

13,800,188

CHECK BOX IF THE

AGGREGATE

AMOUNT IN ROW (11)

EXCLUDES CERTAIN

SHARES

12

PERCENT OF CLASS

REPRESENTED BY

AMOUNT IN ROW (11)

8.1%

TYPE OF REPORTING

PERSON

CO

13

14

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 |
| | 7 SOLE VOTING POWER |
| | 0 |
| | 8 SHARED VOTING POWER |
| | 7,374,162 |
| | 9 SOLE DISPOSITIVE POWER |
| | 0 |
| | 10 SHARED DISPOSITIVE POWER |
| | 7,374,162 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

| | |
|-----------|--------------------|
| | BY EACH PERSON |
| | 7,374,162 |
| | CHECK BOX IF THE |
| | AGGREGATE |
| 12 | AMOUNT IN ROW (11) |
| | EXCLUDES CERTAIN |
| | SHARES |
| | PERCENT OF CLASS |
| | REPRESENTED BY |
| 13 | AMOUNT IN ROW (11) |
| | 4.3% |
| | TYPE OF REPORTING |
| 14 | PERSON |
| | CO |

CUSIP NO. 758849103 Page 5

| | |
|----|---|
| | NAME OF REPORTING PERSON |
| 1 | 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) |
| | (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 |
| | 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 |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

| | |
|----|--------------------|
| | BY EACH PERSON |
| | 1,350,000 |
| | CHECK BOX IF THE |
| | AGGREGATE |
| 12 | AMOUNT IN ROW (11) |
| | EXCLUDES CERTAIN |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | REPRESENTED BY |
| | AMOUNT IN ROW (11) |
| | 0.8% |
| 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 |
| | 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 |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

| | |
|-----------|--------------------|
| | BY EACH PERSON |
| | 1,350,000 |
| | CHECK BOX IF THE |
| | AGGREGATE |
| 12 | AMOUNT IN ROW (11) |
| | EXCLUDES CERTAIN |
| | SHARES |
| | PERCENT OF CLASS |
| | REPRESENTED BY |
| 13 | AMOUNT IN ROW (11) |
| | 0.8% |
| | TYPE OF REPORTING |
| 14 | 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 |
| | 7 SOLE VOTING POWER |
| | 0 |
| | 8 SHARED VOTING POWER |
| | 3,681,447 |
| | 9 SOLE DISPOSITIVE POWER |
| | 0 |
| | 10 SHARED DISPOSITIVE POWER |
| | 3,681,447 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

BY EACH PERSON

3,681,447

CHECK BOX IF THE

AGGREGATE

AMOUNT IN ROW (11)

EXCLUDES CERTAIN

SHARES

12

PERCENT OF CLASS

REPRESENTED BY

AMOUNT IN ROW (11)

2.2%

TYPE OF REPORTING

PERSON

CO

13

14

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 |
| | 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 |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

| | |
|----|---|
| 12 | BY EACH PERSON 2,342,715 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

| | |
|----|---|
| | NAME OF REPORTING PERSON |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |
| | MGN America 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 |
| | 7 SOLE VOTING POWER |
| | 0 |
| | 8 SHARED VOTING POWER |
| | 3,681,447 |
| | 9 SOLE DISPOSITIVE POWER |
| | 0 |
| | 10 SHARED DISPOSITIVE POWER |
| | 3,681,447 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

BY EACH PERSON

3,681,447

CHECK BOX IF THE

AGGREGATE

AMOUNT IN ROW (11)

EXCLUDES CERTAIN

SHARES

12

PERCENT OF CLASS

REPRESENTED BY

AMOUNT IN ROW (11)

2.2%

TYPE OF REPORTING

PERSON

CO

13

14

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 |
| 2 | GROUP (SEE INSTRUCTIONS) |
| | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS Not applicable |
| | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS |
| 5 | IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 6 | CITIZENSHIP OR PLACE OR ORGANIZATION Ontario, Canada |
| | 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 |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

BY EACH PERSON

6,426,026

CHECK BOX IF THE

AGGREGATE

AMOUNT IN ROW (11)

EXCLUDES CERTAIN

SHARES

12

PERCENT OF CLASS

REPRESENTED BY

AMOUNT IN ROW (11)

3.8%

TYPE OF REPORTING

PERSON

CO

13

14

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 |
| | 7 SOLE VOTING POWER 0 |
| | 8 SHARED VOTING POWER 4,001,942 |
| | 9 SOLE DISPOSITIVE POWER 0 |
| | 10 SHARED DISPOSITIVE POWER 4,001,942 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

BY EACH PERSON

4,001,942

CHECK BOX IF THE

AGGREGATE

AMOUNT IN ROW (11)

EXCLUDES CERTAIN

SHARES

12

PERCENT OF CLASS

REPRESENTED BY

AMOUNT IN ROW (11)

2.3%

TYPE OF REPORTING

PERSON

CO

13

14

CUSIP NO. 758849103 Page 12

| | |
|----|---|
| | NAME OF REPORTING PERSON |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |
| | Ficus, 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 |
| | 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 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

BY EACH PERSON

2,424,084

CHECK BOX IF THE

AGGREGATE

AMOUNT IN ROW (11)

EXCLUDES CERTAIN

SHARES

12

PERCENT OF CLASS

REPRESENTED BY

AMOUNT IN ROW (11)

1.4%

TYPE OF REPORTING

PERSON

CO

13

14

CUSIP NO. 758849103 Page 13

| | |
|----|---|
| | NAME OF REPORTING PERSON |
| 1 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Silver Maple 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 |
| | 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 |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

| | |
|-----------|--------------------|
| | BY EACH PERSON |
| | 1,501,942 |
| | CHECK BOX IF THE |
| | AGGREGATE |
| 12 | AMOUNT IN ROW (11) |
| | EXCLUDES CERTAIN |
| | SHARES |
| | PERCENT OF CLASS |
| 13 | 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 |
| | 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 |

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

BY EACH PERSON

2,424,084

CHECK BOX IF THE

AGGREGATE

AMOUNT IN ROW (11)

EXCLUDES CERTAIN

SHARES

12

PERCENT OF CLASS

REPRESENTED BY

AMOUNT IN ROW (11)

1.4%

TYPE OF REPORTING

PERSON

CO

13

14

CUSIP NO. 758849103 Page 15

Item 1. Security and Issuer.

This Amendment No. 4 (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, and (iii) Amendment No. 3 thereto filed with the SEC on February 21, 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 169,721,133 shares issued and outstanding as of March 1, 2018, as reported in the annual proxy statement by the Issuer on March 12, 2018.

This Amendment No. 4 reflects sales by (i) MGN USA (as defined below) of an aggregate of 90,156 shares of the Issuer’s Common Stock for an aggregate price of approximately \$5.3 million and (ii) MGN America (as defined below) of an aggregate of 2,088,529 shares of the Issuer’s Common Stock for an aggregate price of approximately \$120.7 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 North Miami Beach, FL 33179 | US/Israel |
| Gazit-Globe Ltd. (“ Gazit ”) | Nissim Aloni 10, Tel Aviv, 6291924, Israel | Israel |
| M G N (USA) INC. (“ MGN ”) | 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | Nevada |

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| | | |
|--|--|-----------------|
| 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 |

CUSIP NO. 758849103 Page 16

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 | | | |
| 1696 NE Miami Gardens Drive | Vice Chairman and CEO of Gazit | c/o Gazit Group USA Inc. 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | US, Israel |
| North Miami Beach, FL 33179 | | | |
| Ehud Arnon, chairman Dor J. Segal Director | Chairman | Gazit Globe, 10 Nissim Aloni Tel-Aviv | Israel |
| 85 Hanna Avenue, Ste. 400 | Chairman of the Board of First Capital Realty | 85 Hanna Avenue, Suite 400, Toronto, Ontario M6K3S3, Canada | US, Canada, Israel |
| Toronto, Ontario M6K, Canada | | | |

CUSIP NO. 758849103 Page 17

| Name, Position with Gazit & Address | Present Principal Occupation | Name and Address of Employer | Citizenship |
|---|---|--|--------------------|
| Haim Ben-Dor Director 14 Nili Street, Jerusalem, Israel | Corporate Consultant | Haim Ben-Dor 14 Nili Street, Jerusalem, Israel | Israel |
| Yair Orgler Director 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 Apax Partners Israel Ltd. c/o Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 6291924, Israel | Israel |
| Zehavit Cohen Director | Managing Partner | 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, 6291924, 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, 6291924, Israel | Israel |
| Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 6291924, Israel Romano Vaisenberger Vice President and Controller | Vice President and Controller, Gazit | Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 6291924, Israel | Israel |
| Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 6291924, Israel | | | |

CUSIP NO. 758849103 Page 18

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 51.73% 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, Vice Chairman of the Board of Directors and CEO 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 Bat-Ami Katzman-Gordon Director | Vice Chairman and CEO of Gazit | c/o Gazit Group USA Inc. 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 Bat-Ami Katzman | US, Israel |
| c/o Gazit Group USA Inc. 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | Project Manager, Cancer Genomics; University of Miami, Miami, Florida | c/o Gazit Group USA Inc. 1696 NE Miami Gardens Drive | US |

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| | | | |
|--|--|--|-----------------------|
| Dor J. Segal Director | | North Miami Beach, FL 33179 | |
| c/o First Capital Realty 85 Hanna Avenue, Ste. 400 Toronto, Ontario M6K3S3, Canada Eli Shahrar 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 Shmuel Messenberg Director | Corporate Consultant | Eli Shahrar 36 Shai Agnon Tel-Aviv, Israel | Israel |
| Dina Ben-Ari Chairman | Business Consultant | Hefetz Mordechai 15, Petach Tikva c/o Gazit Group USA Inc. | Israel |
| 3951 194 TR. Sunny Isles Florida 33160 | Head of Friends of the IDF, Miami, Florida | 1696 NE Miami Gardens Drive North Miami Beach, FL 33179 | US, Israel |

CUSIP NO. 758849103 Page 19

| Name, Position with Norstar & Address | Present Principal Occupation | Name and Address of Employer | Citizenship |
|---|-------------------------------------|--|--------------------|
| Eden Abitan, Director | Accountant | 9821 SW 2nd St. Plantation, FL 33324 | US, Israel |
| Varda Zuntz | | | |
| Norstar Israel, Ltd. Nissim Aloni 10, Tel Aviv, 6291924, Israel Romano Vaisenberger, Controller | Company Secretary, Norstar | Norstar Israel, Ltd. Nissim Aloni 10, Tel Aviv, 6291924, Israel | Israel |
| Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 6291924, Israel Zvi Gordon | VP & Controller, Gazit Globe | Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 6291924, 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 Adi Jemini* Chief Financial Officer, Treasurer, Secretary and Director Romano Vaisenberger, Director | | | |

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

Covered Persons with Respect to MGN America and MGN USA**Citizenship**

| Name, Position with MGN America and MGN USA & Address | Present Principal Occupation | Name and Address of Employer |
|--|-------------------------------------|-------------------------------------|
|--|-------------------------------------|-------------------------------------|

Chaim Katzman*

President

Adi Jemini*

Director, Chief Financial Officer, Treasurer and

Secretary

Romano Vaisenberger, Director

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

CUSIP NO. 758849103 Page 20

Covered Persons with Respect to GAA

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

CUSIP NO. 758849103 Page 21

Item 5. Interest in Securities of the Issuer.

The aggregate percentage of shares throughout this filing is based upon 169,721,133 shares issued and outstanding as of March 1, 2018, as reported in the annual proxy statement by the Issuer on March 12, 2018.

Chaim Katzman

(a) Aggregate Number of shares of Common Stock beneficially owned: 13,967,392 (8.2% 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: 13,800,188

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

(iv) Shared power to dispose or to direct the disposition of: 13,800,188

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 3,681,447 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: 13,800,188 (8.1% 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: 13,800,188

CUSIP NO. 758849103 Page 22

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

(iv) Shared power to dispose or to direct the disposition of: 13,800,188

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 3,681,447 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.

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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 7,374,162 (4.3% 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: 7,374,162

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

(iv) Shared power to dispose or to direct the disposition of: 7,374,162

CUSIP NO. 758849103 Page 23

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

MGN 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 3,681,447 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 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

CUSIP NO. 758849103 Page 24

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

(vi) 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: 3,681,447 (2.2% 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: 3,681,447

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

(iv) Shared power to dispose or to direct the disposition of: 3,681,447

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

MGN-A shares voting and dispositive authority over 3,681,447 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

CUSIP NO. 758849103 Page 25

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

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: 3,681,447 (2.2% 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: 3,681,447

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

(iv) Shared power to dispose or to direct the disposition of: 3,681,447

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

MGN America shares voting and dispositive authority over 3,681,447 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

CUSIP NO. 758849103 Page 26

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.

Silver Maple

(a) Aggregate Number of shares beneficially owned: 4,001,942 (2.3% 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.

CUSIP NO. 758849103 Page 27

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.

CUSIP NO. 758849103 Page 28

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

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)

CUSIP NO. 758849103 Page 29

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: April 19, 2018 By: /s/ Chaim Katzman

GAZIT-GLOBE, LTD.

Date: April 19, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: April 19, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

M G N (USA) INC.

Date: April 19, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: April 19, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

MGN AMERICA, LLC

Date: April 19, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: April 19, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

MGN (USA) 2016, LLC

Date: April 19, 2018 By: /s/ Chaim Katzman

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Name: Chaim Katzman

Title: Authorized Signatory

Date: April 19, 2018 By: /s/ Adi Jemini

Name: Adi Jemini

Title: Authorized Signatory

Signature page to Schedule 13D/A

CUSIP NO. 758849103 Page 30

**MGN AMERICA 2016,
LLC**

Date: April 19, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: April 19, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

GAZIT AMERICA, INC.

Date: April 19, 2018 By: /s/ Dor J. Segal
Name: Dor J. Segal
Title: Authorized Signatory

Date: April 19, 2018 By: /s/ Alex Correia
Name: Alex Correia
Title: Authorized Signatory

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

Date: April 19, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: April 19, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

FICUS, INC.

Date: April 19, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: April 19, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

Signature page to Schedule 13D/A

CUSIP NO. 758849103 Page 31

GAZIT (1995), INC.

Date: April 19, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: April 19, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

**GAZIT FIRST
GENERATION LLC**

Date: April 19, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: April 19, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

**SILVER MAPLE 2018,
LLC**

Date: April 19, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: April 19, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

FICUS 2018, LLC

Date: April 19, 2018 By: /s/ Chaim Katzman
Name: Chaim Katzman
Title: Authorized Signatory

Date: April 19, 2018 By: /s/ Adi Jemini
Name: Adi Jemini
Title: Authorized Signatory

Signature page to Schedule 13D/A

