

EQUITY LIFESTYLE PROPERTIES INC
Form SC 13D/A
October 23, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

EQUITY LIFESTYLE PROPERTIES, INC.

(Name of Issuer)

Common Stock, \$0.01 per share

(Title of Class of Securities)

564682102

(CUSIP Number)

Jonathan D. Wasserman, Esq.
Equity Group Investments.
2 North Riverside Plaza, Suite 600
Chicago, Illinois 60606
312-466-3505

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

October 23, 2015

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 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. 564682102

1 NAMES OF REPORTING PERSONS

Samuel Zell

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

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 2,882,182 (1)

8 SHARES SHARED VOTING POWER

BENEFICIALLY OWNED BY 816,650

EACH REPORTING PERSON SOLE DISPOSITIVE POWER
9 2,796,847

WITH SHARED DISPOSITIVE POWER
10 816,650

11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

3,698,832(1)

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

o

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

4.3%(2)

14 TYPE OF REPORTING PERSON (SEE
 INSTRUCTIONS)

IN

(1) Includes 85,335 shares of Common Stock granted as restricted stock by the Issuer to the Reporting Person in his role as a director of the Issuer for which the restrictions have not lapsed. Until such restrictions lapse, the Reporting Person has voting power over such shares but does not have dispositive power.

(2) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock and the exercise of currently exercisable options to purchase Common Stock, if applicable.

CUSIP No. 564682102

NAMES OF REPORTING PERSONS

1
Samuel Zell Revocable Trust

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

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4
OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Illinois

SOLE VOTING POWER

7
NUMBER OF 0

SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY **8** 816,650

EACH SOLE DISPOSITIVE POWER
REPORTING PERSON **9** 0

WITH SHARED DISPOSITIVE POWER
10

816,650

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

816,650

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

o

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

1.0%(1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

NAMES OF REPORTING PERSONS

1

Samstock/SZRT, L.L.C.

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

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

BENEFICIALLY OWNED BY 615,548

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9 0

WITH SHARED DISPOSITIVE POWER
10
615,548

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

615,548

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

o

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

0.7%(1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable

CUSIP No. 564682102

1 NAMES OF REPORTING PERSONS

Samstock/ZGPI, L.L.C.

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

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SOLE VOTING POWER
0

8 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,006

9 SOLE DISPOSITIVE POWER
0

WITH SHARED DISPOSITIVE POWER
10
12,006

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12,006

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

o

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

Less than 0.1%(1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

NAMES OF REPORTING PERSONS

1

Samstock, L.L.C.

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

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER 892,000

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER 0

WITH SHARED DISPOSITIVE POWER
10
892,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

892,000

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

o

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

1.1%(1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

NAMES OF REPORTING PERSONS

1

Samstock/ZFT, L.L.C.

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

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY 8 17,774

SHARED VOTING POWER

17,774

EACH REPORTING PERSON 9 0

SOLE DISPOSITIVE POWER

0

WITH SHARED DISPOSITIVE POWER
10
17,774

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

17,774

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

o

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

Less than 0.1%(1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable

CUSIP No. 564682102

NAMES OF REPORTING PERSONS

1

Samstock/Alpha, L.L.C.

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

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

BENEFICIALLY OWNED BY 17,774

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9 0

WITH SHARED DISPOSITIVE POWER
10
17,774

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

17,774

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

o

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

Less than 0.1%(1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

1 NAMES OF REPORTING PERSONS

SZKT Holdings, L.L.C.

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

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

7 NUMBER OF SOLE VOTING POWER

0

8 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

SHARED VOTING POWER

196,542

9 EACH REPORTING PERSON SOLE DISPOSITIVE POWER

0

WITH SHARED DISPOSITIVE POWER
10
196,542

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

196,542

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

o

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

0.2% (1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

1 NAMES OF REPORTING PERSONS

SZMT Holdings, L.L.C.

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 NUMBER OF SOLE VOTING POWER

0

8 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

SHARED VOTING POWER

196,548

9 EACH REPORTING PERSON

SOLE DISPOSITIVE POWER

0

WITH SHARED DISPOSITIVE POWER
10
196,548

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

196,548

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

o

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

0.2% (1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

1 NAMES OF REPORTING PERSONS

SZJT Holdings, L.L.C.

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

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SOLE VOTING POWER
0

8 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
196,542

9 SOLE DISPOSITIVE POWER
0

WITH SHARED DISPOSITIVE POWER
10
196,542

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

196,542

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

o

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

0.2% (1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

NAMES OF REPORTING PERSONS

1
ZFTKT Holdings, L.L.C.

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

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7
NUMBER OF 0

SHARES BENEFICIALLY OWNED BY 8
SHARED VOTING POWER
299,970

EACH REPORTING PERSON 9
SOLE DISPOSITIVE POWER
0

WITH SHARED DISPOSITIVE POWER
10
299,970

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

299,970

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

o

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

0.4% (1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

1 NAMES OF REPORTING PERSONS

ZFTMT Holdings, L.L.C.

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

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SOLE VOTING POWER
0

8 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER
299,968

9 EACH REPORTING PERSON SOLE DISPOSITIVE POWER
0

WITH SHARED DISPOSITIVE POWER
10
299,968

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

299,968

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

o

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

0.4% (1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

1 NAMES OF REPORTING PERSONS

ZFTGT Holdings, L.L.C.

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

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SOLE VOTING POWER
0

8 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
64,280

9 EACH REPORTING PERSON
SOLE DISPOSITIVE POWER
0

WITH SHARED DISPOSITIVE POWER
10
64,280

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

64,280

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

o

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

Less than 0.1%(1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

1 NAMES OF REPORTING PERSONS

ZFTJT Holdings, L.L.C.

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

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SOLE VOTING POWER
0

8 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
299,970

9 SOLE DISPOSITIVE POWER
0

WITH SHARED DISPOSITIVE POWER
10
299,970

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

299,970

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

o

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

0.4% (1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

NAMES OF REPORTING PERSONS

1

Zell General Partnership, Inc.

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

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER 24,066

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER 0

WITH SHARED DISPOSITIVE POWER
10
24,066

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

24,066

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

o

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

Less than 0.1% (1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

CO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

NAMES OF REPORTING PERSONS

1

EGI Holdings, Inc.

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

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

BENEFICIALLY OWNED BY 1,159,746

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9 0

WITH SHARED DISPOSITIVE POWER
10
1,159,746

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,159,746

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

o

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

1.4% (1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

CO

(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

NAMES OF REPORTING PERSONS

1

Chai Trust Company, LLC

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

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Illinois

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

BENEFICIALLY OWNED BY 3,677,186

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9 0

WITH SHARED DISPOSITIVE POWER
10
3,677,186

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,677,186

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

o

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

4.2%(1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

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(1) Based on 84,282,178 shares of Common Stock outstanding as of July 31, 2015, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, and assuming the exchange of OP Units (as defined herein) deemed to be beneficially owned by such Reporting person for shares of Common Stock, if applicable.

CUSIP No. 564682102

This Amendment No. 2 amends and restates, where indicated, the Statement on Schedule 13D relating to the Common Stock of the Issuer filed by the Reporting Persons with the Securities and Exchange Commission on December 22, 2010, as amended on March 4, 2011. Capitalized terms used in this Amendment No. 2 but not otherwise defined herein have the meanings given to them in the initial Schedule 13D, as amended to date.

This Amendment No. 2 is being filed to reflect the 2-for-1 stock split in July 2013, reflect the current beneficial ownership of the Reporting Persons and clarify the relationship among the Reporting Persons.

Except as otherwise set forth herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule 13D, as amended to date.

ITEM 4. PURPOSE OF THE TRANSACTION

The filing of this Amendment No. 2 does not reflect an adverse change in the Reporting Persons' views on the prospects of the Issuer, or its business, management or directors, and does not involve any disposition or acquisition of any securities of the Issuer.

ITEM 5. INTEREST IN THE SECURITIES OF THE ISSUER

(a)-(b) The Reporting Persons consist of two separate groups:

(1) The first group relates to the shares over which Mr. Zell has voting and investment power (the "Zell Group") which include the holdings held directly by him (sole power) and the holdings of Samuel Zell Revocable Trust and Samstock/SZRT, L.L.C. (shared power in each case).

(2) The second group relates to the shares over which Chai Trust Company, LLC has voting and investment power (the "Chai Group") which consist of the holdings of all the other Reporting Persons.

Mr. Zell is not an officer or director of the Chai Trust Company, LLC, and neither he nor any members of the Zell Group has voting or investment power over any of the shares included in the Chai Group. Neither the Chai Trust Company, LLC nor any members of the Chai Group has voting or investment power over the shares included in the Zell Group. There are no agreements between any members of either group that would require the two groups to be treated as one.

The information regarding the beneficial ownership of each of the Reporting Persons set forth in the cover pages is incorporated herein by reference. The changes from the percentages of shares outstanding beneficially owned that were reported in Amendment No. 1 reflect dilution from new issuances by the Issuer to other securityholders, not dispositions by the Reporting Persons.

(e) As of the date hereof, the aggregate beneficial ownership of the Zell Group is 4.3% of the shares of Common Stock outstanding and the aggregate beneficial ownership of the Chai Group is 4.2% of the shares of Common Stock outstanding. Accordingly, none of the Reporting Persons is required to continue to report on Schedule 13D. See Item 4.

SIGNATURES

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

DATED: October 23, 2015

/s/ SAMUEL ZELL
Samuel Zell

Samuel Zell Revocable
Trust
Samstock/SZRT,
L.L.C.

Each by: /s/
SAMUEL
ZELL
Name: Samuel
Zell
Trustee of
Samuel
Title: Zell
Revocable
Trust

Samstock/ZGPI, L.L.C.
Samstock, L.L.C.
Samstock/ZFT, L.L.C.
Samstock/Alpha, L.L.C.
SZKT Holdings, L.L.C.
SZMT Holdings, L.L.C.
SZJT Holdings, L.L.C.
ZFTKT Holdings, L.L.C.
ZFTMT Holdings, L.L.C.
ZFTGT Holdings, L.L.C.
ZFTJT Holdings, L.L.C.
Zell General Partnership, Inc.
EGI Holdings, Inc.

Each by: /s/ PHILIP
G.

Name: TINKLER
Philip G.
Tinkler
Title: Vice
President

CHAI TRUST
COMPANY, LLC

By: /s/ JAMES
G.
BUNEGAR

Name: James G.
Bunegar
Title: Vice
President