

GAZIT FIRST GENERATION LL
Form 4
March 06, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KATZMAN CHAIM

2. Issuer Name and Ticker or Trading Symbol
REGENCY CENTERS CORP [REG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1696 NE MIAMI GARDENS DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

NORTH MIAMI BEACH, FL 33179

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					160,831	D ⁽¹⁾	
Common Stock					243,605	I	By MGN (USA) Inc. ⁽²⁾
Common Stock					2,424,085	I	By Ficus, Inc. ⁽³⁾
Common Stock					4,001,943	I	By Silver Maple (2001), Inc.

									(4)
Common Stock	03/02/2017	S	2,050,000	D	\$ 68.45	546,613	I		By MGN America, LLC <u>(5)</u>
Common Stock	03/02/2017	S	750,000	D	\$ 68.45	4,115,540	I		By Gazit First Generation, LLC <u>(6)</u>
Common Stock						2,432,869	I		By MGN (USA) 2016, LLC <u>(7)</u>
Common Stock						5,769,967	I		By MGN America 2016, LLC <u>(8)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KATZMAN CHAIM 1696 NE MIAMI GARDENS DRIVE	X	X	Vice Chairman	

NORTH MIAMI BEACH, FL 33179

GAZIT 1995 INC

1696 NE MIAMI GARDENS DR
MIAMI BEACH, FL 33179

Sec 13(d) group

MGN USA INC

1696 NE MIAMI GARDENS DR
MIAMI BEACH, FL 33179

Sec 13(d) group

Gazit-Globe Ltd

1696 NE MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FL 33179

See Remarks

MGN America, LLC

1696 NE MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FL 33179

Sec 13(d) group

SILVER MAPLE (2001) INC

1696 NE MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FL 33179

Sec 13(d) group

FICUS INC

1696 NE MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FL 33179

Sec 13(d) group

GAZIT AMERICA INC

303-109 ATLANTIC AVENUE
TORONTO, A6 M6K1X4

Sec 13(d) group

MGN (USA) 2016, LLC

1696 NE MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FL 33179

Sec 13(d) group

GAZIT FIRST GENERATION LL

1696 NE MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FL 33179

Sec 13(d) group

Signatures

/s/ Chaim Katzman by Michael B. Kirwan, as
Attorney-in-Fact

03/06/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares held directly by Mr. Katzman.

(2) Shares held directly by MGN (USA) Inc. ("MGN USA"). MGN USA is a member of a "group" with Mr. Katzman for purposes of Section 13(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). MGN USA is a wholly-owned subsidiary of Gazit-Globe Ltd. ("Gazit-Globe"). Mr. Katzman is the Chairman of the Board of Gazit-Globe. The reporting person disclaims beneficial ownership of such shares except to the extent of the reporting person's pecuniary interest therein, if any.

(3) Shares owned directly by Ficus Inc. ("Ficus"). Ficus is a member of a "group" with Mr. Katzman for purposes of Section 13(d) of the Exchange Act. Ficus is a wholly-owned subsidiary of Gazit America Inc., a wholly-owned subsidiary of Gazit-Globe. Mr. Katzman is the Chairman of the Board of Gazit-Globe. The reporting person disclaims beneficial ownership of such shares except to the extent of the reporting person's pecuniary interest therein, if any.

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- (4) Shares owned directly by Silver Maple (2001) Inc. ("Silver Maple"). Silver Maple is a member of a "group" with Mr. Katzman for purposes of Section 13(d) of the Exchange Act. Silver Maple is a wholly-owned subsidiary of Gazit America Inc., a wholly-owned subsidiary of Gazit-Globe. Mr. Katzman is the Chairman of the Board of Gazit-Globe. The reporting person disclaims beneficial ownership of such shares except to the extent of the reporting person's pecuniary interest therein, if any.
- (5) Shares owned directly by MGN America, LLC ("MGN America"). MGN America is a member of a "group" with Mr. Katzman for purposes of Section 13(d) of the Exchange Act. MGN America is also wholly-owned by MGN USA and Gazit 1995, Inc. ("1995"), wholly-owned subsidiaries of Gazit-Globe. Mr. Katzman is the Chairman of the Board of Gazit-Globe. The reporting person disclaims beneficial ownership of such shares except to the extent of the reporting person's pecuniary interest therein, if any.
- (6) Shares owned directly by Gazit First Generation, LLC ("First Generation"). First Generation is a member of a "group" with Mr. Katzman for purposes of Section 13(d) of the Exchange Act. First Generation is a wholly owned subsidiary of 1995, a wholly-owned subsidiary of MGN USA, a wholly-owned subsidiary of Gazit-Globe. Mr. Katzman is the Chairman of the Board of Gazit-Globe. The reporting person disclaims beneficial ownership of such shares except to the extent of the reporting person's pecuniary interest therein, if any.
- (7) Shares held directly by MGN (USA) 2016, LLC ("MGN USA 2016"). MGN USA 2016 is a member of a "group" with Mr. Katzman for purposes of Section 13(d) of the Exchange Act. MGN USA 2016 is a wholly-owned subsidiary of MGN USA, a wholly-owned subsidiary of Gazit-Globe. Mr. Katzman is the Chairman of the Board of Gazit-Globe. The reporting person disclaims beneficial ownership of such shares except to the extent of the reporting person's pecuniary interest therein, if any.
- (8) Shares owned directly by MGN America 2016, LLC ("MGN America 2016"). MGN America 2016 is a member of a "group" with Mr. Katzman for purposes of Section 13(d) of the Exchange Act. MGN America 2016 is also wholly-owned subsidiary of MGN America, which is wholly-owned by MGN USA and 1995, wholly-owned subsidiaries of Gazit-Globe. Mr. Katzman is the Chairman of the Board of Gazit-Globe. The reporting person disclaims beneficial ownership of such shares except to the extent of the reporting person's pecuniary interest therein, if any.

Remarks:

On the basis of the relationship between each of Mr. Katzman and Gazit-Globe, Gazit-Globe and its controlled direct and indirect

Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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