

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

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 5)

Regency Centers Corporation
(Name of Issuer)

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

758849103
(CUSIP Number)

Gazit-Globe Ltd.
Nissim Aloni 10,
Tel-Aviv, 6291924, Israel
Tel: (03) 694-8000
Fax: (03) 696-1910
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 17, 2018
(Date of Event which Requires Filing of this Statement)

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

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

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

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

CUSIP NO. 758849103 Page 2

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

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

6 CITIZENSHIP OR PLACE OR ORGANIZATION
United States and Israel

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SOLE VOTING POWER
167,204 (1)

9 SHARED VOTING POWER
11,650,075

10 SOLE DISPOSITIVE POWER
167,204

11 SHARED DISPOSITIVE POWER
11,650,075

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

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

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

15 TYPE OF REPORTING PERSON
 IN

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

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

CUSIP NO. 758849103 Page 3

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

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

6 CITIZENSHIP OR PLACE OR ORGANIZATION
Israel

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	11,650,075
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	11,650,075

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

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

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

14 TYPE OF REPORTING PERSON
CO

CUSIP NO. 758849103 Page 4

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

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

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

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

6 CITIZENSHIP OR PLACE OR
ORGANIZATION
Nevada

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

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

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

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

14 TYPE OF REPORTING PERSON
CO

CUSIP NO. 758849103 Page 5

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON
GAZIT (1995), INC.

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

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

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

6 CITIZENSHIP OR PLACE OR
ORGANIZATION
Nevada

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

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

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

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

14 TYPE OF REPORTING PERSON
CO

CUSIP NO. 758849103 Page 6

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

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

6 CITIZENSHIP OR PLACE OR ORGANIZATION
Delaware

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

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

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

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

14 TYPE OF REPORTING PERSON
CO

CUSIP NO. 758849103 Page 7

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

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

6 CITIZENSHIP OR PLACE OR
 ORGANIZATION
Delaware

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

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

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

13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11)
0.9%

14 TYPE OF REPORTING PERSON
CO

CUSIP NO. 758849103 Page 8

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

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

6 CITIZENSHIP OR PLACE OR
 ORGANIZATION
Delaware

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

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

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

13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11)
1.4%

14 TYPE OF REPORTING PERSON
CO

CUSIP NO. 758849103 Page 9

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
MGN America 2016, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

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

6 CITIZENSHIP OR PLACE OR ORGANIZATION
Delaware

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

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

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.9%

14 TYPE OF REPORTING PERSON
CO

CUSIP NO. 758849103 Page 10

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

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

6 CITIZENSHIP OR PLACE OR
 ORGANIZATION
Ontario, Canada

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

11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 PERSON
6,426,026

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

13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11)
3.8%

14 TYPE OF REPORTING PERSON
CO

CUSIP NO. 758849103 Page 11

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

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

6 CITIZENSHIP OR PLACE OR ORGANIZATION
Nevada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	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 BY EACH PERSON
4,001,942

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.4%

14 TYPE OF REPORTING PERSON
CO

CUSIP NO. 758849103 Page 12

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Ficus, Inc.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

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

6 CITIZENSHIP OR PLACE OR ORGANIZATION
Delaware

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
2,424,084

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.4%

14 TYPE OF REPORTING PERSON
CO

CUSIP NO. 758849103 Page 13

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Silver Maple 2018, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

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

6 CITIZENSHIP OR PLACE OR ORGANIZATION
Delaware

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
1,501,942

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.9%

14 TYPE OF REPORTING PERSON
CO

CUSIP NO. 758849103 Page 14

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not applicable

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

6 CITIZENSHIP OR PLACE OR ORGANIZATION
Delaware

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
2,424,084

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.4%

14 TYPE OF REPORTING PERSON
CO

Item 1. Security and Issuer.

This Amendment No. 5 (this “**Statement**”) amends the Schedule 13D filed with the Securities and Exchange Commission (“**SEC**”) on March 6, 2017, as amended by (i) Amendment No. 1 thereto filed with the SEC on September 13, 2017, (ii) Amendment No. 2 thereto filed with the SEC on February 9, 2018, (iii) Amendment No. 3 thereto filed with the SEC on February 21, 2018, and (iv) (iii) Amendment No. 4 thereto filed with the SEC on April 20, 2018 with respect to the shares of common stock, par value \$0.01 per share (“**Common Stock**”), of Regency Centers Corporation, a Florida corporation (the “**Issuer**”). The Issuer’s principal executive offices are located at One Independent Drive, Suite 114, Jacksonville, Florida 32202. The aggregate percentage of shares throughout this filing is based upon 169,410,491 shares issued and outstanding as of May 4, 2018, as reported in the quarterly report by the Issuer on May 7, 2018.

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

Item 2. Identity and Background

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

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

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

Reporting Person	Address	Citizenship/Place of Organization
Chaim Katzman	1696 NE Miami Gardens Drive 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
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

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

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

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

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

Covered Persons with Respect to Gazit

Name, Position with Gazit & Address	Present Principal Occupation	Name and Address of Employer	Citizenship
Chaim Katzman, Vice Chairman and CEO 1696 NE Miami Gardens Drive North Miami Beach, FL 33179	Vice Chairman and CEO of Gazit	c/o Gazit Group USA Inc. 1696 NE Miami Gardens Drive North Miami Beach, FL 33179	US, Israel
Ehud Arnon, chairman Dor J. Segal Director	Chairman	Gazit Globe, 10 Nissim Aloni Tel-Aviv	Israel
85 Hanna Avenue, Ste. 400 Toronto, Ontario M6K, Canada Haim Ben-Dor Director	Chairman of the Board of First Capital Realty	85 Hanna Avenue, Suite 400, Toronto, Ontario M6K3S3, Canada	US, Canada, Israel
14 Nili Street, Jerusalem, Israel	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	Israel
Zehavit Cohen Director	Managing Partner	Apax Partners Israel Ltd. c/o Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 6291924, Israel Berkovich 4, the Museum Tower, 22 Fl.,	Israel

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Douglas Sesler Director	Private Real Estate Investor; Executive Vice President for Real Estate, Macy's, Inc.	Tel Aviv, 6423806 Israel 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			

Gazit is traded on the Tel Aviv Stock Exchange (TASE), on the New York Stock Exchange (NYSE), and on the Toronto Stock Exchange (TSX) under the ticker symbol "GZT." Approximately 51.82% of Gazit's ordinary shares (the "*Ordinary Shares*") are owned directly or indirectly by Norstar Holdings Inc. ("*Norstar*"), a publicly traded company listed on the Tel Aviv Stock Exchange under the ticker "NSTR." Chaim Katzman, Vice Chairman and CEO of Gazit, and certain members of his family, own or control, including through private entities owned by them and trusts under which they are the beneficiaries, directly and indirectly, approximately 24.8% of Norstar's outstanding shares. Mr. Katzman also controls First U.S. Financial, LLC ("*FUF*"), which controls the voting rights of approximately 18.2% of Norstar's outstanding shares. In addition, Mr. Segal holds 8.4% of Norstar's outstanding shares. Additionally, until March 2018 Mr. Katzman and Mr. Segal and other related parties (the "*Katzman Group*" and the "*Segal Group*") were parties to a shareholders agreement with respect to their holdings in Norstar, which, among other things, provided that (1) each member of the Segal Group will vote all of its shares and any other voting securities of Norstar over which it has voting control for nominees to Norstar's board of directors as directed in writing by a representative of the Katzman Group and (2) each member of the Katzman Group will vote, subject to certain conditions, all of its shares and any other voting securities of Norstar over which it has voting control for the election to Norstar's board of directors of two directors designated by the Segal Group, one of which must be an independent director (see Item 6). In March 2018, the shareholders agreement was terminated. In addition, the Katzman Foundation, a non-profit charity foundation, in which Mr. Katzman and his family serve as directors and Mr. Katzman also serves as an officer, and which has no controlling shareholder, holds 4.36% of Norstar's outstanding shares. In aggregate, Mr. Katzman has the right to vote 47.36% of Norstar's outstanding shares. Accordingly, even though Gazit's board of directors includes a majority of independent directors, Mr. Katzman may be deemed to control Gazit. The public stockholders of Gazit own approximately 48% of the Ordinary Shares. The name, residence or business address, present principal occupation and the name and address of any corporation or organization in which such employment is conducted and the citizenship of each of the executive officers and directors of Norstar are set forth below.

Covered Persons with Respect to Norstar

Name, Position with Norstar & Address	Present Principal Occupation	Name and Address of Employer	Citizenship
Chaim Katzman, 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	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	Bat-Ami Katzman c/o Gazit Group USA Inc. 1696 NE Miami Gardens Drive North Miami Beach, FL 33179	US
Dor J. Segal Director c/o First Capital Realty	Chairman of the Board of First Capital Realty	85 Hanna Avenue, Suite 400, Toronto, Ontario M6K3S3, Canada	US, Canada, Israel

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

Corporate Consultant

Eli Shahr
36 Shai Agnon
Tel-Aviv, Israel

Israel

36 Shai Agnon
Tel-Aviv, Israel

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Name, Position with Norstar & Address	Present Principal Occupation	Name and Address of Employer	Citizenship
Shmuel Messenberg Director	Business Consultant	Hefetz Mordechai 15, Petach Tikva	Israel
Dina Ben-Ari Chairman 3951 194 TR. Sunny Isles Florida 33160	Head of Friends of the IDF, Miami, Florida	c/o Gazit Group USA Inc. 1696 NE Miami Gardens Drive North Miami Beach, FL 33179	US, Israel
Eden Abitan, Director Varda Zuntz	Accountant	9821 SW 2nd St. Plantation, FL 33324	US, Israel
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	VP & Controller, Gazit Globe	Gazit-Globe, Ltd. Nissim Aloni 10, Tel Aviv, 6291924, Israel	Israel