SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		01 3000	01 30(1) 01	the investment company Act of	1940				
1. Name and Address of Reporting P KATZMAN CHAIM	. Date of Event Requiring Statement Month/Day/Year) 13/01/2017		3. Issuer Name and Ticker or Trading Symbol <u>REGENCY CENTERS CORP</u> [REG]						
(Last) (First) (Middle)				4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date of Original Filed		
1696 NE MIAMI GARDENS	DRIVE			(Check all applicable) X Director	X 10% Owne	`	Month/Day/Year)		
(Street)				Officer (give title below)	Other (spe below)	· 10		t/Group Filing (Check	
(Street) NORTH				20.011)	201011)	L A	Applicable Line) Form filed b	by One Reporting Person	
MIAMI FL BEACH	33179						X Form filed to Reporting F	by More than One Person	
	(7:-)								
(City) (State)	(Zip)		Derivet	ive Coovrition Donofini					
1 Title of Security (Instr. 4)		able I - Nor		tive Securities Beneficia	3. Ownersh	vin 4	Naturo of Indiroc	Popoficial Ownership	
1. Title of Security (Instr. 4)				Seneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock				160,831 ⁽¹⁾⁽²⁾	D ⁽³⁾				
Common Stock				243,605 ⁽¹⁾⁽²⁾	I	B	By MGN (USA) Inc. ⁽⁴⁾		
Common Stock				2,424,085 ⁽¹⁾⁽²⁾	I	B	By Ficus, Inc. ⁽⁵⁾		
Common Stock				4,001,943 ⁽¹⁾⁽²⁾	I	B	By Silver Maple (2001), Inc. ⁽⁶⁾		
Common Stock				2,596,613 ⁽¹⁾⁽²⁾	I	B	By MGN America, LLC ⁽⁷⁾		
Common Stock				4,865,540 ⁽¹⁾⁽²⁾	I	B	By Gazit First Generation, LLC ⁽⁸⁾		
Common Stock				2,432,869 ⁽¹⁾⁽²⁾	I	B	By MGN (USA) 2016, LLC ⁽⁹⁾		
Common Stock				5,769,967 ⁽¹⁾⁽²⁾	I	B	By MGN America 2016, LLC ⁽¹⁰⁾		
	(e.)			e Securities Beneficially ants, options, convertib		s)			
1. Title of Derivative Security (Inst	_	2. Date Exerc	isable and	3. Title and Amount of Sect	urities	4.	5.	6. Nature of Indirect	
	Expiration Date (Month/Day/Year)		Underlying Derivative Secu	urity (Instr. 4)	Conversi or Exerci Price of		Beneficial Ownership (Instr. 5)		
		Date	Expiratio	n	Amount or Number of	Derivativ Security			
		Exercisable		Title	Shares				
1. Name and Address of Reporting P KATZMAN CHAIM	Person*								
(Last) (First)	(Middle)								
1696 NE MIAMI GARDENS	DRIVE								
(Street)									
NORTH MIAMI BEACH FL	33179								
(City) (State)	(Zip)								
1. Name and Address of Reporting F MGN America 2016, LL			-						
(Last) (First) (Middle) 1696 NE MIAMI GARDENS DRIVE									
(Street) NORTH MIAMI BEACH 	33179								
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	(City)	(State)	(Zip)	
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Explanation of Responses:

1. Shares acquired pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 14, 2016, by and among the Issuer and Equity One, Inc. ("Equity One"), pursuant to which Equity One merged with and into the Issuer with Issuer surviving the merger (the "Merger").

2. Pursuant to the Merger Agreement, at the effective time of the Merger, each share of Equity One common stock, par value \$0.01 per share, held by the reporting person was converted into the right to receive 0.45 shares of the Issuer's common stock, par value \$0.01.

3. Shares held directly by Mr. Katzman.

4. 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.

5. 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.

6. 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 whollyowned 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.

7. 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.

8. 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.

9. 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.

10. 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 subsidiaries may be directors of the issuer by deputization for the purposes of Section 1 of the Exchange Act. Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system, GAZIT 1995 INC., MGN USA INC., GAZIT-GLOBE LTD., GAZIT FIRST GENERATION LLC, MGN AMERICA LLC, SILVER MAPLE (2001) INC., FICUS INC., GAZIT AMERICA INC. and MGN (USA) 2016, LLC have filed a separate Form 3.

<u>/s/ Chaim Katzman by Michael</u> <u>B. Kirwan, as Attorney-in-Fact</u> 03/06/2017

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.