

KATZMAN CHAIM
Form 4
February 20, 2018

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Former Director

(Street)
NORTH MIAMI BEACH, FL 33179

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | | | | | 102,854 | D ⁽¹⁾ | |
| Common Stock | 02/15/2018 | | S | 1,759,257 D \$ 57.56 | 1,350,000 | I | By Gazit First Generation LLC ⁽²⁾ |
| Common Stock | | | | | 2,424,084 | I | By Ficus 2018, LLC ⁽³⁾ |
| Common | | | | | 2,500,000 | I | By Silver |

| | | | | | | |
|-----------------|--|-----------|---|--|--|---|
| Stock | | | | | | Maple (2001), Inc. <u>(4)</u> |
| Common Stock | | 1,501,942 | I | | | By Silver Maple 2018, LLC <u>(5)</u> |
| Common Stock | | 2,432,869 | I | | | By MGN (USA) 2016, LLC <u>(6)</u> |
| Common Stock | | 5,769,966 | I | | | By MGN America 2016, LLC <u>(7)</u> |

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

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(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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 NORTH MIAMI BEACH, FL 33179 | | X | | Former Director |

Signatures

/s/ Chaim
Katzman

02/20/2018

__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 by Mr. Katzman. The reporting person disclaims beneficial ownership of such shares except to the extent of the reporting person's pecuniary interest therein, if any.
- (2) 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 Gazit (1995), Inc. ("1995"), a wholly-owned subsidiary of M G N (USA) Inc. ("MGN USA"), a wholly-owned subsidiary of Gazit-Globe Ltd. ("Gazit-Globe"). Mr. Katzman is a Director and the Chief Executive Officer 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 2018, LLC ("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 Ficus, Inc., a wholly-owned subsidiary of Gazit America, Inc. ("Gazit America"), a wholly-owned subsidiary of Gazit-Globe. Mr. Katzman is a Director and the Chief Executive Officer 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.
- (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, a wholly-owned subsidiary of Gazit-Globe. Mr. Katzman is a Director and the Chief Executive Officer 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 Silver Maple 2018, LLC ("Silver Maple 2018"). Silver Maple 2018 is a member of a "group" with Mr. Katzman for purposes of Section 13(d) of the Exchange Act. Silver Maple 2018 is a wholly-owned subsidiary of Silver Maple, a wholly-owned subsidiary of Gazit America, a wholly-owned subsidiary of Gazit-Globe. Mr. Katzman is a Director and the Chief Executive Officer 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 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 a Director and the Chief Executive Officer 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 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 a wholly-owned subsidiary of MGN America, LLC, which is wholly-owned by MGN USA and 1995, wholly-owned subsidiaries of Gazit-Globe. Mr. Katzman is a Director and the Chief Executive Officer 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.