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. o

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) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY	7	SOLE VOTING POWER 2,882,182 (1)
	8	SHARED VOTING POWER 816,650

EACH REPORTING PERSON WITH	**9**	SOLE DISPOSITIVE POWER 2,796,847
	10	SHARED DISPOSITIVE POWER 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

1	NAMES OF REPORTING PERSONS Samuel Zell Revocable Trust	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Illinois	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0	
	8 SHARED VOTING POWER 816,650	
	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER	

		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

1	NAMES OF REPORTING PERSONS Samstock/SZRT, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 615,548
	9	SOLE DISPOSITIVE POWER 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) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 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

1	NAMES OF REPORTING PERSONS Samstock, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 892,000
	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

1	NAMES OF REPORTING PERSONS Samstock/ZFT, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 17,774
	9	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

1	NAMES OF REPORTING PERSONS Samstock/Alpha, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 17,774
	9	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

1	NAMES OF REPORTING PERSONS SZKT Holdings, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Illinois	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 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

1	NAMES OF REPORTING PERSONS SZMT Holdings, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 196,548
	9	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) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 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

1	NAMES OF REPORTING PERSONS ZFTKT Holdings, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 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

1	NAMES OF REPORTING PERSONS ZFTMT Holdings, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 299,968
	9	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) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 64,280
	9	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) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 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

1	NAMES OF REPORTING PERSONS Zell General Partnership, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 24,066
	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

1	NAMES OF REPORTING PERSONS EGI Holdings, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,159,746
	9	SOLE DISPOSITIVE POWER 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

1	NAMES OF REPORTING PERSONS Chai Trust Company, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) þ (b) o	
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) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Illinois	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 3,677,186
	9	SOLE DISPOSITIVE POWER 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)	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

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 undersigneds' 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
Title:	Trustee of Samuel 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