

TAUBMAN CENTERS INC  
Form SC TO-T/A  
January 23, 2003

-----  
OMB APPROVAL  
OMB Number: 3235-0515  
Expires: April 30, 2005  
Estimated average burden  
hours per response: 43.5  
-----

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
-----

SCHEDULE TO/A  
TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 9)  
Taubman Centers, Inc.  
(Name of Subject Company (Issuer))  
Simon Property Acquisitions, Inc.  
Simon Property Group, Inc.  
Westfield America, Inc.  
(Names of Filing Persons (Offerors))  
COMMON STOCK, PAR VALUE \$.01 PER SHARE  
(Title of Class of Securities)  
876664103  
(CUSIP Number of Class of Securities)

James M. Barkley, Esq.  
Simon Property Group, Inc.  
National City Center  
115 West Washington Street  
Suite 15 East  
Indianapolis, IN 46024  
Telephone: (317) 636-1600

Peter R. Schwartz, Esq.  
Westfield America Inc.  
11601 Wilshire Boulevard  
12th Floor  
Los Angeles, CA 90025  
Telephone: (310) 445-2427

(Name, Address and Telephone Numbers of Person  
Authorized to Receive Notices and Communications on Behalf of Filing Persons)  
-----

Copies to:

Steven A. Seidman, Esq.  
Robert B. Stebbins, Esq.  
Willkie Farr & Gallagher  
787 Seventh Avenue  
New York, New York 10019  
Telephone: (212) 728-8000

Scott V. Simpson, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
One Canada Square  
Canary Wharf  
London, E14 5DS, England  
Telephone: (44) 20 7519 7000

-----  
CALCULATION OF  
FILING FEE  
-----

Transaction Valuation*	Amount of Filing Fee**
\$1,243,725,540	\$248,745.11

\* Estimated for purposes of calculating the amount of the filing fee only.

Edgar Filing: TAUBMAN CENTERS INC - Form SC TO-T/A

Calculated by multiplying \$20.00, the per share tender offer price, by 62,186,277 shares of Common Stock, consisting of (i) 52,207,756 outstanding shares of Common Stock, (ii) 2,269 shares of Common Stock issuable upon conversion of 31,767,066 outstanding shares of Series B Non-Participating Convertible Preferred Stock, (iii) 7,097,979 shares of Common Stock issuable upon conversion of outstanding partnership units of The Taubman Realty Group, Limited Partnership ("TRG") and (iv) 2,878,273 shares of Common Stock issuable upon conversion of outstanding options (each of which entitles the holder thereof to purchase one partnership unit of TRG which, in turn, is convertible into one share of Common Stock), based on the Registrant's Preliminary Proxy Statement on Schedule 14A filed on December 20, 2002, the Registrant's Schedule 14D-9 filed on December 11, 2002 and the Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2002.

\*\* The amount of the filing fee calculated in accordance with Regulation 240.0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

[X] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid	\$248,745.11	Filing Party:	Simon Property Gro
Form or Registration	Schedule TO (File No. 005-42862),		Acquisition, Inc.;
No.	Amendment No. 1 to the Schedule TO	Date Filed	December 5, 2002,
	and Amendment No. 5 to the		January 15, 2002
	Schedule TO		

[ ] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

[ ] Check the appropriate boxes below to designate any transactions to which the statement relates.

[X] third-party tender offer subject to Rule 14d-1.

[ ] issuer tender offer subject to Rule 13e-4.

[ ] going-private transaction subject to Rule 13e-3.

[ ] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: [ ]

=====

SCHEDULE TO

This Amendment No. 9 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "Commission") on December 5, 2002, as amended and supplemented by Amendment No. 1 thereto filed with the Commission on December 16, 2002, by Amendment No. 2

## Edgar Filing: TAUBMAN CENTERS INC - Form SC TO-T/A

thereto filed with the Commission on December 27, 2002, by Amendment No. 3  
thereto filed with the Commission on December 30, 2002, by Amendment No. 4  
thereto filed with the Commission on December 31, 2002, by Amendment No. 5  
thereto filed with the Commission on January 15, 2003, by Amendment No. 6  
thereto filed with the Commission on January 15, 2003, by Amendment No. 7  
thereto filed with the Commission January 16, 2003 and by Amendment No. 8  
thereto filed with the Commission on January 22, 2002 (as amended and  
supplemented, the "Schedule TO") relating to the offer by Simon Property  
Acquisitions, Inc., a Delaware corporation (the "Purchaser") and wholly owned  
subsidiary of Simon Property Group, Inc., a Delaware corporation ("SPG Inc."),  
to purchase all of the outstanding shares of common stock, par value \$.01 per  
share (the "Shares"), of Taubman Centers, Inc. (the "Company") at a purchase  
price of \$20.00 per Share, net to the seller in cash, without interest thereon,  
upon the terms and subject to the conditions set forth in the Offer to Purchase,  
dated December 5, 2002 (the "Offer to Purchase"), and the Supplement to the  
Offer to Purchase, dated January 15, 2003 (the "Supplement"), and in the related  
revised Letter of Transmittal (which, together with any supplements or  
amendments, collectively constitute the "Offer"). This Amendment No. 9 to the  
Schedule TO is being filed on behalf of the Purchaser, SPG Inc. and Westfield  
America, Inc. ("WEA").

Capitalized terms used and not defined herein shall have the meanings  
assigned to such terms in the Offer to Purchase, the Supplement and the Schedule  
TO, as applicable.

The item numbers and responses thereto below are in accordance with  
the requirements of Schedule TO.

### Item 11. ADDITIONAL INFORMATION.

On January 22, 2003, the United States District Court for the Eastern  
District of Michigan (the "Court") issued an opinion and order (the "Order")  
denying in part, and granting in part, the motion of the Company and the other  
defendants to dismiss Count I of the Complaint filed by SPG Inc. and the  
Purchaser in the Court on December 5, 2002 (the "Complaint"). In the Order, the  
Court held that the issuance of the Series B Preferred Stock by the Company to  
the Taubman family was not a "control share acquisition" under the Michigan  
Control Share Acquisition Act (the "Act"). However, the Court also ruled that  
the Taubman family's purported blocking position may be challenged by SPG Inc.  
at a hearing on March 21, 2003 on the grounds that the family's "group" voting  
power was obtained without shareholder approval under the Act. The Court held  
that SPG Inc. had pled sufficient facts from which it could infer that Robert  
Taubman and the Taubman family had acted in concert with other shareholders of  
the Company to acquire 33.6% of the voting power in the Company, and that such  
an acquisition could constitute a "control share acquisition" under the Act.  
Therefore, the Court denied the Company's motion to dismiss SPG Inc.'s claim  
that Robert Taubman, the Taubman Family and those persons who entered into  
Voting Agreements with Robert Taubman constituted a group and that their  
aggregation of shares was a "control share acquisition." At the March 21  
hearing, SPG Inc. will also be allowed to press its claim that the Taubman  
family's Series B Preferred Stock was improperly acquired in breach of fiduciary  
duties owed to the Company's public shareholders.

Following the Court's ruling, the entire 33.6% voting control the  
family purports to wield is subject to being legally invalidated.

Edgar Filing: TAUBMAN CENTERS INC - Form SC TO-T/A

The Court did not address the substance of the remaining claims of the Complaint, including claims that issuance of the Series B Preferred Stock, and use of the Series B Preferred Stock to thwart SPG's tender offer, constitutes a breach of the fiduciary duties of the Company's board of directors and the Taubman family. The Court has scheduled a hearing on that motion for March 21, 2003.

Item 12. EXHIBITS.

- (a) (5) (O) Opinion and Order issued on January 22, 2003 by the United States District Court for the Eastern District of Michigan in the matter of Simon Property Group, Inc. and Simon Property Acquisitions, Inc. v. Taubman Centers, Inc., A. Alfred Taubman, Robert S. Taubman, Lisa A. Payne, Graham T. Allison, Peter Karmanos, Jr., William S. Taubman, Allan J. Bloostein, Jerome A. Chazen and S. Parker Gilbert.
- (a) (5) (P) Press Release issued by Simon Property Group, Inc., dated January 22, 2003.

SIGNATURE

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certify as of January 23, 2003 that the information set forth in this statement is true, complete and correct.

SIMON PROPERTY GROUP, INC.

By:/s/ James M. Barkley

-----  
Name: James M. Barkley  
Title: Secretary and General Counsel

SIMON PROPERTY ACQUISITIONS, INC.

By:/s/ James M. Barkley

-----  
Name: James M. Barkley  
Title: Secretary and Treasurer

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certifies as of January 23, 2003 that the information set forth in this statement is true, complete and correct.

Edgar Filing: TAUBMAN CENTERS INC - Form SC TO-T/A

WESTFIELD AMERICA, INC.

By: /s/ Peter R. Schwartz

-----  
Name: Peter R. Schwartz

Title: Senior Executive Vice President

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
(a) (5) (O)	Opinion and Order issued on January 22, 2003 by the United States District Court for the Eastern District of Michigan in the matter of Simon Property Group, Inc. and Simon Property Acquisitions, Inc. v. Taubman Centers, Inc., A. Alfred Taubman, Robert S. Taubman, Lisa A. Payne, Graham T. Allison, Peter Karmanos, Jr., William S. Taubman, Allan J. Bloostein, Jerome A. Chazen and S. Parker Gilbert.
(a) (5) (P)	Press Release issued by Simon Property Group, Inc., dated January 22, 2003.