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TAUBMAN CENTERS INC
Form SC TO-T/A
December 27, 2002

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. 2)

Taubman Centers, Inc.
(Name of Subject Company (Issuer))

Simon Property Acquisitions, Inc.
Simon Property Group, 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

(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
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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$1,119,305,574	\$223,861.11

* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying \$18.00, the per share tender offer price, by 62,183,643 shares of Common Stock, consisting of (i) 52,205,122 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 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: \$223,861.11 Filing Party: Simon Property Group, I
Form or Registration No.: Schedule TO (File No. 005-42862) Date Filed: December 5, 2002

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.

- 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. 2 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 (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."),

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to purchase all of the outstanding shares of common stock, par value \$.01 per share (the "Common Stock" or the "Shares"), of Taubman Centers, Inc. (the "Company") at a purchase price of \$18.00 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 in the related Letter of Transmittal (which, together with any supplements or amendments, collectively constitute the "Offer"). This Amendment No. 2 to the Schedule TO is being filed on behalf of the Purchaser and SPG Inc.

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

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

Item 4. Terms of the Transaction.

Item 4 of the Schedule TO is hereby amended and supplemented by inserting the following paragraph as the penultimate paragraph under Section 14, "Certain Conditions to the Offer," in the Offer to Purchase as follows:

On December 11, 2002, the Company filed a Schedule 14D-9 (as subsequently amended, the "Schedule 14D-9") with the Commission, announcing that the Company Board had made certain amendments to its By-Laws (the "December 11 By-Law Amendments"). Also on December 11, 2002, the Company increased its regular quarterly dividend to \$0.26 per share of Common Stock and declared a quarterly dividend of \$0.51875 per share on its Series A Preferred Stock (together, the "December 11 Dividends"). As and to the extent any of the conditions set forth in subsection (5) above were triggered by the December 11 By-Law Amendments or by the declaration or payment of the December 11 Dividends, the Purchaser has waived such conditions with respect to such events.

SIGNATURE

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certify as of December 27, 2002 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