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TAUBMAN CENTERS INC
Form SC TO-T/A
March 28, 2003

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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. 22)
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
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Indianapolis, IN 46024
Telephone: (317) 636-1600

Peter R. Schwartz, Esq.
Westfield America Inc.
11601 Wilshire Boulevard
12th Floor
Los Angeles, CA 90025
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(Name, Address and Telephone Numbers of Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

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CALCULATION OF FILING FEE

| TRANSACTION VALUATION* | AMOUNT OF FILING FEE** |
|------------------------|------------------------|
| \$1,221,120,520 | \$244,224.10 |

* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying \$20.00, the per share tender offer price, by 61,056,026 shares of Common Stock, consisting of (i) 52,270,965 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) 7,185,009 shares of Common Stock issuable upon conversion of outstanding partnership units of The Taubman Realty Group, Limited Partnership ("TRG") and (iv) 1,597,783 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 Amendment No. 1 to the Registrant's Preliminary Proxy Statement on Schedule 14A filed on February 25, 2003, the Registrant's Schedule 14D-9 filed on December 11, 2002 and the Registrant's Annual Report on Form 10-K for the year ended December 31, 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 |
| Form or Registration | Schedule TO (File No. 005-42862), | Date Filed: | Acquisitions, |
| No. | Amendment No. 1 to the Schedule TO | | December 5, 2 |
| | and Amendment No. 5 to the | | January 15, 2 |
| | 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.

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:

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SCHEDULE TO

This Amendment No. 22 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 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, by Amendment No. 8 thereto filed with the Commission on January 22, 2003, by Amendment No. 9 thereto filed with the Commission on January 23, 2003, by Amendment No. 10 thereto filed with the Commission on February 7, 2003, by Amendment No. 11 thereto filed with the Commission on February 11, 2003, by Amendment No. 12 thereto filed with the Commission on February 18, 2003, by Amendment No. 13 thereto filed with the Commission on February 21, 2003, by Amendment No. 14 thereto filed with the Commission on February 21, 2003, by Amendment No. 15 thereto filed with the Commission on February 27, 2003, by Amendment No. 16 thereto filed with the Commission on February 27, 2003, by Amendment No. 17 thereto filed with the Commission on February 28, 2003, by Amendment No. 18 thereto filed with the Commission on March 3, 2003, by Amendment No. 19 thereto filed with the Commission on March 6, 2003, by Amendment No. 20 thereto filed with the Commission on March 18, 2003 and by Amendment No. 21 thereto filed with the Commission on March 21, 2003 (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. 22 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 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS.

On March 28, 2003, SPG Inc., the Purchaser and WEA filed with the Commission Amendment No. 1 to the Preliminary Proxy Statement initially filed on March 21, 2003 under cover of Schedule 14A pursuant to the Securities Exchange Act of 1934, as amended (the "Amended Preliminary Proxy Statement") relating to the

solicitation of proxies from the Company's shareholders with

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respect to the Company's 2003 annual meeting. A copy of the Amended Preliminary Proxy Statement is filed herewith as Exhibit (a) (5) (PP).

Item 11. ADDITIONAL INFORMATION.

On March 27, 2003, SPG Inc. and WEA announced the nomination of four nominees of SPG Inc. and the Purchaser to the Company's Board of Directors and the filing of the Amended Preliminary Proxy Statement. The full text of a press release, dated March 27, 2003, issued by SPG Inc. and WEA with respect to such announcements is filed herewith as Exhibit (a) (5) (QQ).

Item 12. EXHIBITS.

(a) (5) (PP) Amendment No. 1 to Preliminary Proxy Statement in respect of Taubman Centers, Inc. filed by Simon Property Group, Inc., Simon Property Acquisitions, Inc. and Westfield America, Inc. on March 28, 2003.

(a) (5) (QQ) Press release issued by Simon Property Group, Inc. and Westfield America, Inc., dated March 27, 2003.

SIGNATURE

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certify as of March 28, 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 its knowledge and belief, the undersigned hereby certifies as of March 28, 2003 that the information set forth in this statement is true, complete and correct.

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WESTFIELD AMERICA, INC.

By: /s/ PETER R. SCHWARTZ

Name: Peter R. Schwartz

Title: Senior Executive Vice President

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|--------------|--|
| ----- | ----- |
| (a) (5) (PP) | Amendment No. 1 to Preliminary Proxy Statement in respect of Taubman Centers, Inc. filed by Simon Property Group, Inc., Simon Property Acquisitions, Inc. and Westfield America, Inc. on March 28, 2003. |
| (a) (5) (QQ) | Press release issued by Simon Property Group, Inc. and Westfield America, Inc., dated March 27, 2003. |