

SIMON PROPERTY GROUP INC /DE/
Form 8-K
June 27, 2002

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 26, 2002

SIMON PROPERTY GROUP, INC.

(Exact name of registrant as
specified in its charter)

DELAWARE

(State or other jurisdiction
of incorporation or organization)

04-6268599

(I.R.S. Employer Identification No.)

001-14469

(Commission File Number)

SPG REALTY CONSULTANTS, INC.

(Exact name of registrant as
specified in its charter)

DELAWARE

(State or other jurisdiction
of incorporation or organization)

13-2838638

(I.R.S. Employer Identification No.)

001-14469-01

(Commission File Number)

**115 WEST WASHINGTON STREET
INDIANAPOLIS, INDIANA 46204**

(Address of principal executive offices and zip code)

(317) 636-1600

(Registrants' telephone number, including area code)

NOT APPLICABLE

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

Simon Property Group, Inc. a Delaware corporation ("SPG"), and SPG Realty Consultants, Inc., a Delaware corporation ("SRC" and together with SPG, the "Companies"), are filing this Current Report on Form 8-K in connection with the public offering of shares of common stock of SPG, each share of which is paired with a beneficial interest in 1/100th of a share of common stock of SRC (the "Paired Shares"). The Paired Shares were registered as part of the Companies' Registration Statement on Form S-3 (File Nos. 333-68938 and 333-68938-01) (the "Registration Statement"), which was declared effective by the Securities and Exchange Commission on September 24, 2001. On June 26, 2002,

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the Companies entered into an Underwriting Agreement and a related Terms Agreement with Goldman, Sachs & Co. and Salomon Smith Barney with respect to the offering.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c)
Exhibits:

The exhibits listed below relate to the Registration Statement and are filed herewith for incorporation by reference in the Registration Statement.

| Exhibit Number | Description of Exhibit |
|--|--|
| (Referenced to Item 601 of Regulation S-K) | |
| 1.1 | Underwriting Agreement dated June 26, 2002 among the Companies, Goldman, Sachs & Co. and Salomon Smith Barney Inc. |
| 1.2 | Terms Agreement dated June 26, 2002 among the Companies, Goldman, Sachs & Co. and Salomon Smith Barney Inc. |
| 5 | Opinion of Baker & Daniels, counsel to the Company, as to the legality of the Paired Shares |
| 8 | Opinion of Baker & Daniels, counsel to the Company, as to certain federal tax matters |
| 23 | Consent of Baker & Daniels (included in its opinions filed as Exhibit 5 and Exhibit 8) |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

SIMON PROPERTY GROUP, INC.
SPG REALTY CONSULTANTS, INC.

By: /s/ Stephen E. Sterrett

Name: Stephen E. Sterrett

Dated: June 26, 2002

Title: Executive Vice President and
Chief Financial Officer

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ITEM 5. OTHER EVENTS

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

SIGNATURES