

SIMON PROPERTY GROUP INC /DE/  
Form 8-K  
February 05, 2007

# UNITED STATES 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) **February 5, 2007**

## Simon Property Group, Inc.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-14469**  
(Commission  
File Number)

**04-6268599**  
(IRS Employer  
Identification No.)

**National City Center**  
**225 W. Washington St.**  
**Indianapolis, IN 46204**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(317) 636-1600**

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**Not Applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events**

On February 5, 2007, Simon Property Group, Inc. (the Registrant ) issued a press release announcing that they have sent a letter to the Board of Directors of The Mills Corporation (the Company ) proposing to enter into a merger agreement to acquire the Company. The proposed merger would be initiated through a cash tender offer for all of the outstanding common stock, par value \$0.01 per share, of the Company. The press release is attached hereto as Exhibit 99.1.

The Registrant is furnishing the information contained herein, including Exhibit 99.1, pursuant to Item 8.01 of Form 8-K promulgated by the SEC. This information shall not be deemed to be filed with the SEC or incorporated by reference into any other filing with the SEC.

**Item 9.01. Financial Statements and Exhibits**

Financial Statements:

**None**

Exhibits:

**Exhibit**

| <b>No.</b> | <b>Description</b>  | <b>Page Number in This Filing</b> |
|------------|---|-----------------------------------|
| 99.1       | Press release dated February 5, 2007 concerning a proposal for Simon Property Group, Inc. and Farallon Capital Management, L.L.C. to acquire The Mills Corporation for \$24.00 per share in cash. | 4                                 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 5, 2007

SIMON PROPERTY GROUP, INC.

By: /s/ Stephen E. Sterrett  
Name: Stephen E. Sterrett  
Title: Executive Vice President and Chief  
Financial Officer