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TAUBMAN CENTERS INC
Form SC 14D9/A
December 20, 2002

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14D-9/A
SOLICITATION/RECOMMENDATION STATEMENT UNDER
SECTION 14(D) (4) OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 3)

TAUBMAN CENTERS, INC.
(NAME OF SUBJECT COMPANY)

TAUBMAN CENTERS, INC.
(NAME OF PERSON(S) FILING STATEMENT)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(TITLE OF CLASS OF SECURITIES)

876664103
(CUSIP NUMBER OF CLASS OF SECURITIES)

LISA A. PAYNE
TAUBMAN CENTERS, INC.
200 EAST LONG LAKE ROAD
SUITE 300, P.O. BOX 200
BLOOMFIELD HILLS, MICHIGAN 48303
(248) 258-6800
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO
RECEIVE NOTICE AND
COMMUNICATIONS ON BEHALF OF THE PERSON(S) FILING STATEMENT)

WITH COPIES TO:

CYRIL MOSCOW
HONIGMAN MILLER
SCHWARTZ AND
COHN, LLP
2290 FIRST NATIONAL
BUILDING
660 WOODWARD AVENUE
DETROIT, MICHIGAN
48226-3583

JEFFREY H. MIRO
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(313) 465-7000

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

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This Amendment No. 3 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed with the Securities and Exchange Commission (the "Commission") on December 11, 2002 (as subsequently amended, the "Schedule 14D-9"), by Taubman Centers, Inc., a Michigan corporation (the "Company" or "Taubman Centers") relating to the tender offer made by Simon Property Acquisitions, Inc. ("Offeror"), a wholly owned subsidiary of Simon Property Group, Inc. ("Simon"), as set forth in a Tender Offer Statement filed by Simon on Schedule TO, dated December 5, 2002 (the "Schedule TO"), to pay \$18.00 net to the seller in cash, without interest thereon, for each Common Share, upon the terms and subject to the conditions set forth in the Schedule TO. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 14D-9.

ITEM 4. THE SOLICITATION OR RECOMMENDATION

(b) BACKGROUND OF THE TRANSACTION

The section entitled "Background of the Transaction" is hereby amended by adding the following paragraph to the end thereof:

On December 16, 2002, Simon filed preliminary proxy materials with the SEC with respect to the solicitation by Simon and the Offeror of Appointments of Designated Agents (the "Simon Solicitation"). According to the Simon Solicitation, Simon is making the Simon Solicitation to call a special meeting of the shareholders of the Company, at which meeting Simon will ask the Company's shareholders to adopt a proposal to amend the Company's Restated Articles of Incorporation to provide that the purchase by the Offeror of all of the Common Shares tendered pursuant to the Simon Offer would not trigger the Excess Share Provision, and a proposal urging the Company Board to pass a resolution approving the Simon Offer in order to satisfy the Business Combination Condition if the Company Board opts into the Michigan Business Combination Act.

On December 20, 2002, the Board of Directors met with its legal and financial advisors and considered the Simon Solicitation and the proposals which Simon seeks to put before a shareholder meeting. The Board unanimously resolved to recommend that shareholders revoke any Appointments of Designated Agents, and if a special meeting were called, to vote against Simon's proposals. In addition, the Board also amended the Company's by-laws to specify in more detail the timing and procedures that would apply to a special meeting requested by the shareholders.

ITEM 9. EXHIBITS

Item 9 is hereby amended and supplemented by adding thereto the following:

EXHIBIT NO.	DESCRIPTION
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Exhibit (a)(4)	Restated By-Laws of Taubman Centers, Inc.
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Exhibit (a)(17)	Preliminary Revocation Solicitation Statement by
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Taubman Centers, Inc. in Opposition to the Solicitation of Agent Designations by Simon Property Group, Inc. and Simon Property Acquisitions, Inc. to call a Special Meeting of Taubman Centers, Inc. Shareholders filed on Schedule 14A on December 20, 2002

- Exhibit (a)(18) Notice to Participants of the Taubman Company and Related Entities Employee Retirement Savings Plan
- Exhibit (a)(19) Tender Offer Instruction Form for Participants of the Taubman Company and Related Entities Employee Retirement Savings Plan
- Exhibit (a)(20) Letter to Taubman Associates, dated December 19, 2002

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 20, 2002

Taubman Centers, Inc.

By: /s/ Robert S. Taubman

Robert S. Taubman
Chairman of the Board, President and
Chief Executive Officer

EXHIBIT INDEX

- | EXHIBIT NO. | DESCRIPTION |
|-----------------|---|
| Exhibit (a)(4) | Restated By-Laws of Taubman Centers, Inc. |
| Exhibit (a)(17) | Preliminary Revocation Solicitation Statement by Taubman Centers, Inc. in Opposition to the Solicitation of Agent Designations by Simon Property Group, Inc. and Simon Property Acquisitions, Inc. to call a Special Meeting of Taubman Centers, Inc. Shareholders filed on Schedule 14A on December 20, 2002 (incorporated by reference to Schedule 14A filed by Taubman Centers, Inc. on December 20, 2002) |
| Exhibit (a)(18) | Notice to Participants of the Taubman Company and |

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Related Entities Employee Retirement Savings Plan

Exhibit (a)(19) Tender Offer Instruction Form for Participants of
the Taubman Company and Related Entities Employee
Retirement Savings Plan

Exhibit (a)(20) Letter to Taubman Associates, dated December 19, 2002