

Edgar Filing: TAUBMAN CENTERS INC - Form SC 14D9/A

TAUBMAN CENTERS INC  
Form SC 14D9/A  
May 09, 2003

=====

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. 29)

-----

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

Jeffrey H. Miro  
Kenneth H. Gold  
Miro, Weiner & Kramer  
38500 Woodward Avenue,  
Suite 100

Adam O. Emmerich  
Trevor S. Norwitz  
Robin Panovka  
Wachtell, Lipton, Rosen  
& Katz

Edgar Filing: TAUBMAN CENTERS INC - Form SC 14D9/A

Building  
660 Woodward Avenue  
Detroit, Michigan  
48226-3583  
(313) 465-7000

Bloomfield Hills,  
Michigan 48303  
(248) 646-2400

51 West 52nd Street  
New York, New York 10019  
(212) 403-1000

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

=====

This Amendment No. 29 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") and Westfield America, Inc. ("Westfield"), as set forth in a Tender Offer Statement filed by Simon on Schedule TO, dated December 5, 2002 (the "Schedule TO") and a Supplement to the Offer to Purchase, dated January 15, 2003 filed by Simon on Schedule TO-T/A (Amendment No. 6) (the "Supplement"), to pay \$20.00 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 and the Supplement. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 14D-9.

ITEM 8. Additional Information to be Furnished.

(a) Legal Matters

The United States District Court for the Eastern District of Michigan issued an Amended Opinion and Order in the case styled Simon Property Group, Inc. and Simon Property Acquisitions, Inc. v. Taubman Centers, Inc., et al., and Lionel Z. Glancy v. Robert S. Taubman, et al. The Court dismissed Simon's challenge to the 1998 restructuring of Taubman Centers and denied Simon's contention that the Taubman Centers Board improperly rejected Simon's tender offer. The Court also dismissed the Glancy case without prejudice and dismissed Smith from the Simon case. The Court entered an order preliminarily enjoining (i) the voting of the shares owned by the members of the Taubman family (owners of over 30% of the voting power of the Company) and by certain other shareholders of the Company (owners of approximately 3% of the voting power of the Company), and (ii) the enforcement of the December 20, 2002 amendments to the Company's By-Laws. The foregoing description of the Court's Amended Opinion and Order is qualified by reference to the entire text of the Amended Opinion and Order, which is attached hereto as Exhibit No. (a) (67) and incorporated herein by reference.

ITEM 9. Exhibits.

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

| Exhibit No. | Description  |
|-------------|--|
| -----       | -----  |
| (a) (67)    | Amended Opinion and Order issued on May 8, 2003 by the United States District Court for the Eastern District of Michigan in the matter of Simon Property Group, Inc. and Simon Property Acquisitions, Inc. v. Taubman Centers, |

Edgar Filing: TAUBMAN CENTERS INC - Form SC 14D9/A

Inc., et al., and Lionel Z. Glancy v. Robert S. Taubman,  
et al.

(a) (68) Press release issued by Taubman Centers on May 8, 2003

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: May 9, 2003

Taubman Centers, Inc.

By: /s/ Lisa A. Payne

-----  
Lisa A. Payne

Executive Vice President,  
Chief Financial Officer

EXHIBIT INDEX

| Exhibit No.<br>----- | Description<br>-----   |
|----------------------|--|
| (a) (67)             | Amended Opinion and Order issued on May 8, 2003 by the<br>United States District Court for the Eastern District of<br>Michigan in the matter of Simon Property Group, Inc. and<br>Simon Property Acquisitions, Inc. v. Taubman Centers, Inc.,<br>et al., and Lionel Z. Glancy v. Robert S. Taubman, et al. |
| (a) (68)             | Press release issued by Taubman Centers on May 8, 2003   |