

TAUBMAN CENTERS INC  
Form SC 14D9/A  
June 26, 2003

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 14D-9/A  
SOLICITATION/RECOMMENDATION STATEMENT UNDER  
SECTION 14(D) (4) OF THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 36)

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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)

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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)

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WITH COPIES TO:

CYRIL MOSCOW  
HONIGMAN MILLER SCHWARTZ AND  
COHN, LLP  
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660 WOODWARD AVENUE  
DETROIT, MICHIGAN 48226-3583  
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(248) 646-2400

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[ ] 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. 36 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 as subsequently amended, 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 as subsequently amended. 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

On June 20, 2003, the United States Court of Appeals for the Sixth Circuit issued an Order (the "Order"), a copy of which is filed herewith as Exhibit (a)(76). The Order granted appellants' motion to expedite the appeal of the Amended Opinion and Order issued on May 8, 2003 by the United States Court for the Eastern District of Michigan in the matter of Simon Property Group, Inc. et al., Plaintiffs, vs. Taubman Centers, Inc., et al., Defendants, and Lionel Z. Glancy, Plaintiff, vs. Robert S. Taubman, et al., Defendants.

On June 5, 2003, the Michigan State House of Representatives passed House Bill No. 4764 ("HB 4764"), which provided for certain amendments to the Michigan Control Share Act. On June 24, 2003, Michigan State Senate Majority Leader Ken Sikkema issued a press release announcing that the Michigan State Senate would not act on HB 4764 until after Michigan lawmakers returned from the summer recess in September 2003. In the press release, State Senate Majority Leader Sikkema announced that a date for further consideration of HB 4764 would not be announced until September 2003. A copy of the press release issued by State Senate Majority Leader Sikkema is filed herewith as Exhibit (a)(77).

ITEM 9. EXHIBITS.

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

EXHIBIT NO.	DESCRIPTION
(a) (76)	Order issued on June 20, 2003 by the United States Court of Appeals for the Sixth Circuit in the matter of Simon Property Group, Inc. et al., Plaintiffs - Appellees, vs. Taubman Centers, Inc., et al., Defendants - Appellants, and Lionel Z. Glancy, Plaintiff - Appellant, vs. Robert S.

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Taubman, et al., Defendants - Appellees

(a) (77)

Press release issued by Michigan State Senate  
Majority Leader Ken Sikkema, dated June 24, 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: June 26, 2003

Taubman Centers, Inc.

By: /s/ Lisa A. Payne

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Lisa A. Payne  
Executive Vice President,  
Chief Financial Officer

EXHIBIT INDEX

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Z. Glancy, Plaintiff - Appellant, vs. Robert S.  
Taubman, et al., Defendants - Appellees

(a) (77)

Press release issued by Michigan State Senate  
Majority Leader Ken Sikkema, dated June 24, 2003