

TAUBMAN CENTERS INC  
Form SC 14D9/A  
October 07, 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. 47)

-----

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  
(313) 465-7000

JEFFREY H. MIRO  
KENNETH H. GOLD  
MIRO, WEINER & KRAMER  
38500 WOODWARD AVENUE,  
SUITE 100  
BLOOMFIELD HILLS,  
MICHIGAN 48303  
(248) 646-2400

ADAM O. EMMERICH  
TREVOR S. NORWITZ  
ROBIN PANOVKA  
WACHTELL, LIPTON, ROSEN  
& KATZ  
51 WEST 52ND STREET  
NEW YORK, NEW YORK 10019  
(212) 403-1000

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

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

=====

This Amendment No. 47 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 October 7, 2003, Michigan Governor Jennifer M. Granholm signed Public Act 181, which clarifies the original intent of the Michigan Control Share Acquisitions Act. The law, which takes immediate effect, specifies that the formation of a group does not constitute a "control share acquisition" of an issuing public corporation's shares held by members of that group. In addition, the law has retroactive effect to April 1, 1988.

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: October 7, 2003

Taubman Centers, Inc.

By: /s/ Lisa A. Payne

-----  
Lisa A. Payne  
Executive Vice President,  
Chief Financial Officer

