

TAUBMAN CENTERS INC  
Form SC 14D9/A  
February 28, 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. 21)

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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  
2290 FIRST NATIONAL BUILDING  
660 WOODWARD AVENUE  
DETROIT, MICHIGAN 48226-3583

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MICHIGAN 48303  
(248) 646-2400

NEW YORK, NEW YORK 10019  
(212) 403-1000

[ ] 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. 21 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

On February 28, 2003, Simon Property Group, Inc., Simon Property Acquisitions, Inc. and Randall J. Smith filed in the United States District Court for the Eastern District of Michigan a Reply Memorandum of Law in Support of SPG Plaintiffs' and Randall Smith's Motion for a Preliminary Injunction.

ITEM 9. EXHIBITS.

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

<u>Exhibit No.</u>	<u>Description</u>
(a) (53)	Memo entitled Simon is Dissembling About the Goldman Sachs Documents and the Shareholder Vote Issue
(a) (54)	Reply Memorandum of Law in Support of SPG Plaintiffs' and Randall Smith's Motion for a Preliminary Injunction, filed on February 28, 2003 by Simon Property Group, Inc., Simon Property Acquisitions, Inc., and Randall J. Smith in the United States District Court for the Eastern District of Michigan

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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: February 28, 2003

Taubman Centers, Inc.

By: /s/ Robert S. Taubman

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

EXHIBIT INDEX

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