

SIMON PROPERTY GROUP INC /DE/  
Form POSASR  
March 08, 2019

As filed with the Securities and Exchange Commission on March 8, 2019

Registration Nos. 333-223199 and 333-223199-01

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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Post-Effective Amendment No. 1

to

**FORM S-3**

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

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**SIMON PROPERTY GROUP, INC. AND**  
**SIMON PROPERTY GROUP, L.P.**

(Exact name of registrants as specified in its charter)

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**Simon Property Group, Inc. Delaware**  
**Simon Property Group, L.P. Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**Simon Property Group, Inc. 04-6268599**  
**Simon Property Group, L.P. 34-1755769**  
(I.R.S. Employer  
Identification No.)

**225 West Washington Street, Indianapolis, IN 46204; (317) 636-1600**

(Address, including zip code, and telephone number, including area code,  
of registrants principal executive offices)

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**Steven E. Fivel**  
**Simon Property Group**  
**225 West Washington Street**  
**Indianapolis, Indiana 46204**

**(317) 636-1600**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Edward F. Petrosky**

**J. Gerard Cummins**  
**Sidley Austin LLP**  
**787 Seventh Avenue**  
**New York, New York 10019**

**(212) 839-5300**

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**Approximate date of commencement of proposed sale to the public:** From time to time or at one time after the effective date of the Registration Statement.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether each registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="radio"/>	Non-accelerated <input checked="" type="checkbox"/>	Smaller reporting company <input type="radio"/>
(Simon Property Group, Inc.)		(Simon Property Group, L.P.)	Emerging growth company <input type="radio"/>

If an emerging growth company, indicate by check mark if either registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE**

This registration statement is being filed to correct the Consent of Independent Registered Public Accounting Firm, included as Exhibit 23.1 and Exhibit 23.2 to the Simon Property Group, Inc. and Simon Property Group, L.P. Annual Report on Form 10-K, as filed with the Securities Exchange Commission on February 22, 2019. The consents of Ernst & Young LLP filed as Exhibits 23.1 and 23.2 to the Annual Report on Form 10-K incorrectly referred to a Registration Statement on Form S-3 of Simon Property Group, Inc. and Simon Property Group, L.P. that is no longer in effect instead of this Registration Statement on Form S-3. This Post-Effective Amendment No. 1 to Registration Statement on Form S-3 is being filed solely to include as Exhibit 23.3 a corrected consent of Ernst & Young LLP that references this Registration Statement on Form S-3 (333-223199 and 333-223199-01).

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits.**

Exhibit No.	Description of Exhibit
23.3	<u>Consent of Ernst &amp; Young LLP.</u>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, each Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on March 8, 2019.

**SIMON PROPERTY GROUP, INC.**

By: */s/ David Simon*  
David Simon,  
*Chairman of the Board of*  
*Directors, Chief*  
*Executive Officer and President*

**SIMON PROPERTY GROUP, L.P.**

By: Simon Property  
Group, Inc., General  
Partner

By: */s/ David Simon*  
David Simon,  
*Chairman of the Board of*  
*Directors, Chief*  
*Executive Officer and President*