

TAUBMAN CENTERS INC
Form SC 14D9/A
January 03, 2003

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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. 5)

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

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(313) 465-7000

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(248) 646-2400

NEW YORK, NEW YORK 10019
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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. 5 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"), as set forth in a Tender Offer Statement filed by Simon on Schedule TO, dated December 5, 2002 (the "Schedule TO"), to pay \$18.00 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. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 14D-9.

ITEM 9. EXHIBITS

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

Exhibit No.	Description
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Exhibit (a) (22)	Reply brief filed on January 2, 2003 in further support of motion to dismiss filed on December 16, 2002 by Taubman Centers, A. Alfred Taubman, Robert S. Taubman, Lisa A. Payne, Graham T. Allison, Peter Karmanos, Jr., William S. Taubman, Allan J. Bloostein, Jerome A. Chazen and S. Parker Gilbert

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: January 2, 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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