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TAUBMAN CENTERS INC
Form SC 14D9/A
January 28, 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. 11)

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

Jeffrey H. Miro
Kenneth H. Gold
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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. 11 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 3. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS

(a) Arrangements with Executive Officers and Directors of Taubman Centers

Item 3(a) of the Schedule 14D-9 is hereby amended and supplemented by adding the following to the Section entitled "Voting Agreements":

On January 28, 2003, Robert S. Taubman and the other persons who were parties to the Voting Agreements terminated them, and as of such date the Voting Agreements are no longer in force or effect. There are no longer any agreements, arrangements or understandings between Robert S. Taubman and any of the other parties to the Voting Agreements in relation to the Common Stock. The Voting Agreements formed the basis for at least one of the claims alleged by the Simon Property Group in its litigation against the Company. While Robert S. Taubman believes that all of the claims are without merit, he believes that terminating these voting agreements will eliminate the issues Simon has raised based on these agreements.

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.

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Dated: January 28, 2003

Taubman Centers, Inc.

By: /s/ Robert S. Taubman

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