

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SIMON PROPERTY GROUP INC /DE/</u> _____ (Last) (First) (Middle) <u>225 WEST WASHINGTON STREET</u> _____ (Street) <u>INDIANAPOLIS IN 46204</u> _____ (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <u>Simon Property Group Acquisition Holdings, Inc. [ SPGS ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) (See footnote (2))	
		3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2021</u>			
		4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Class B common stock, par value \$0.0001 per share	(1)	03/30/2021		J <sup>(2)</sup>		8,550,000		(1)	(1)	Class A common stock, par value \$0.0001 per share	(2)	8,550,000	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
SIMON PROPERTY GROUP INC /DE/  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
225 WEST WASHINGTON STREET  
 \_\_\_\_\_  
 (Street)  
INDIANAPOLIS IN 46204  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
SIMON DAVID  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
225 WEST WASHINGTON STREET  
 \_\_\_\_\_  
 (Street)  
INDIANAPOLIS IN 46204  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
M.S. Management Associates, Inc.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
225 WEST WASHINGTON STREET  
 \_\_\_\_\_  
 (Street)  
INDIANAPOLIS IN 46204  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

SPG Sponsor, LLC

(Last)	(First)	(Middle)
225 WEST WASHINGTON STREET		
(Street)		
INDIANAPOLIS	IN	46204
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The shares of Class B Common Stock are convertible into the Issuer's Class A Common Stock on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights, as described under the heading "Description of Securities - Founder Shares" in the Issuer's registration statement on Form S-1 (File No. 333-252586). The shares of Class B Common Stock have no expiration date.

2. M.S. Management Associates, which is the sole member of SPG Sponsor, LLC, distributed its interest in SPG Sponsor LLC to its sole member for no consideration. The general partner of the distributee is Simon Property Group, Inc., of which David Simon is the Chairman, Chief Executive Officer and President. Each of the Reporting Persons expressly disclaims beneficial ownership of the equity securities reported herein, except to the extent of their respective pecuniary interests therein, and the filing of this Form 4 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any equity securities covered by this Form 4.

**Remarks:**

Following the distribution described in Note 2 above, MS Management Associates has ceased to be a Reporting Person.

Simon Property Group, Inc., /s/  
Steven Fivel, General Counsel  
and Secretary 03/30/2021

/s/ David Simon by his attorney-  
in-fact Steven Fivel 03/30/2021

M.S. Management Associates,  
Inc., by: /s/ Steven Fivel, 03/30/2021  
Authorized Signatory

SPG Sponsor, LLC, by: M.S.  
Management Associates, Inc. /s/  
Steven Fivel, Authorized  
Signatory 03/30/2021

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**