

OMB APPROVAL

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO/A  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5)  
TAUBMAN CENTERS, INC.  
(Name of Subject Company (Issuer))  
SIMON PROPERTY ACQUISITIONS, INC.  
SIMON PROPERTY GROUP, INC.  
WESTFIELD AMERICA, INC.  
(Names of Filing Persons (Offerors))  
COMMON STOCK, PAR VALUE \$.01 PER SHARE  
(Title of Class of Securities)  
876664103  
(CUSIP Number of Class of Securities)

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(Name, Address and Telephone Numbers of Person  
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

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CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE**
\$1,243,725,540	\$248,745.11

\* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying \$20.00, the per share tender offer price, by 62,186,277 shares of Common Stock, consisting of (i) 52,207,756 outstanding shares of Common Stock, (ii) 2,269 shares of Common Stock issuable upon conversion of 31,767,066 outstanding shares of Series B Non-Participating Convertible Preferred Stock, (iii) 7,097,979 shares of Common Stock issuable upon conversion of outstanding partnership units of The Taubman Realty Group, Limited Partnership ("TRG") and (iv) 2,878,273 shares of Common Stock issuable upon conversion of outstanding options (each of which entitles the holder thereof to purchase one partnership unit of TRG which, in turn, is convertible into one share of Common Stock), based on the Registrant's Preliminary Proxy Statement on Schedule 14A filed on December 20, 2002, the Registrant's Schedule 14D-9 filed on December 11, 2002 and the Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2002.

\*\* The amount of the filing fee calculated in accordance with Regulation 240.0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

[X] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$223,861.11 Filing Party: Simon Property Group, Inc.; Simon Property  
Form or Registration No.: Schedule TO (File No. 005-42862) Date Filed: December 5, 2002 and December 16, 2002  
and Amendment No. 1 to the Schedule TO

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
  - Check the appropriate boxes below to designate any transactions to which the statement relates.
    - third-party tender offer subject to Rule 14d-1.
    - issuer tender offer subject to Rule 13e-4.
    - going-private transaction subject to Rule 13e-3.
    - amendment to Schedule 13D under Rule 13d-2.
- Check the following box if the filing is a final amendment reporting the results of the tender offer:
- =====

SCHEDULE TO

This Amendment No. 5 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "Commission") on December 5, 2002, as amended and supplemented by Amendment No. 1 thereto filed with the Commission on December 16, 2002, by Amendment No. 2 thereto filed with the Commission on December 27, 2002, by Amendment No. 3 thereto filed with the Commission on December 30, 2002 and by Amendment No. 4 thereto filed with the Commission on December 31, 2002 (as amended and supplemented, the "Schedule TO") relating to the offer by Simon Property Acquisitions, Inc., a Delaware corporation (the "Purchaser") and wholly owned subsidiary of Simon Property Group, Inc., a Delaware corporation ("SPG Inc."), to purchase all of the outstanding shares of common stock, par value \$.01 per share (the "Shares"), of Taubman Centers, Inc. (the "Company") at a purchase price of \$20.00 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 5, 2002 (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with any supplements or amendments, collectively constitute the "Offer") and adds Westfield America, Inc. ("Westfield") as a filing person. This Amendment No. 5 to the Schedule TO is being filed on behalf of the Purchaser, SPG Inc. and Westfield.

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase and the Schedule TO, as applicable.

The item numbers and responses thereto below are in accordance with the requirements of Schedule TO.

Item 11. ADDITIONAL INFORMATION.

On January 15, 2003, SPG Inc. announced that Westfield has joined the Offer pursuant to the terms of an Offer Agreement, dated as of January 15, 2003, between SPG Inc., the Purchaser and Westfield, the Offer Price has been increased to \$20.00 per Share and the Expiration Date of the Offer has been extended until 12:00 midnight, New York City time, on February 14, 2003. The full text of a press release, dated January 15, 2003, issued by SPG Inc. with respect to such announcement is filed herewith as Exhibit (a)(5)(G).

On January 15, 2003, SPG Inc. made available certain materials regarding the Offer on its website, located under the corporate information tab at www.shopsimon.com. A copy of those materials, dated January 15, 2003, is filed herewith as Exhibit (a)(5)(H).

Item 12. EXHIBITS.

- (a)(5)(G) Press release issued by Simon Property Group, Inc., dated January 15, 2003.
- (a)(5)(H) Materials Regarding the Offer, dated January 15, 2003.

SIGNATURE

After due inquiry and to the best of its knowledge and belief, the undersigned hereby certify as of January 15, 2003 that the information set forth in this statement is true, complete and correct.

SIMON PROPERTY GROUP, INC.

By: /s/ James M. Barkley  
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 Name: James M. Barkley  
 Title: Secretary and General Counsel

SIMON PROPERTY ACQUISITIONS, INC.

By: /s/ James M. Barkley  
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 Name: James M. Barkley  
 Title: Secretary and Treasurer

After due inquiry and to the best of its knowledge and belief, the undersigned hereby certifies as of January 15, 2003 that the information set forth in this statement is true, complete and correct.

WESTFIELD AMERICA, INC.

By: /s/ Peter R. Schwartz

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Name: Peter R. Schwartz

Title: Senior Executive Vice President

EXHIBIT INDEX

EXHIBIT  
NO.  
DESCRIPTION

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---- (a)  
(5)(G)  
Press  
release  
issued by  
Simon  
Property  
Group,  
Inc.,  
dated  
January  
15, 2003.  
(a)(5)(H)  
Materials  
Regarding  
the Offer,  
dated  
January  
15, 2003.

[SIMON PROPERTY GROUP LOGO]

CONTACTS:  
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SIMON INCREASES CASH TENDER OFFER  
FOR TAUBMAN CENTERS TO \$20.00 PER SHARE

WESTFIELD JOINS SIMON OFFER

WILL PROCEED WITH OFFER IF 2/3 OF TCO COMMON SHARES  
TENDERED BY FEBRUARY 14

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INDIANAPOLIS, JANUARY 15, 2003 - Simon Property Group, Inc. (NYSE: SPG) today announced that Westfield America, Inc., the U.S. subsidiary of Westfield America Trust (ASX: WFA), has joined its tender offer for all of the outstanding common shares of Taubman Centers, Inc. (NYSE: TCO) - and that the price of the offer has been increased to \$20.00 per share net to the seller in cash.

The increased price represents a premium of 50% to the price of TCO shares when SPG first made a written acquisition proposal and 25% above both yesterday's closing price and the highest closing price in TCO's 10-year history as a public company prior to SPG's proposal. The tender offer is not conditioned on financing, due diligence or the participation of the limited partners of the Taubman Realty Group operating partnership. The tender offer will now expire at 12:00 midnight, New York City time, on February 14, 2003.

SPG and Westfield will withdraw the offer unless at least two-thirds, or approximately 35 million, of TCO's approximately 52.2 million outstanding common shares are tendered by February 14, 2003.

Under the terms of the agreement between SPG and Westfield America, Inc., upon successful completion of the tender offer, Westfield America, Inc. would pay 50% of the aggregate consideration paid for the TCO shares acquired in the offer.

David Simon, Chief Executive Officer of SPG, stated: "We are pleased to have Westfield join us in offering this substantial all-cash premium. It's now time for TCO's public shareholders

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to stand up and be counted - if they want the opportunity to receive \$20 in cash for their shares, they must tender now. If, as we expect, two-thirds of TCO's outstanding common shares are tendered, we will consider it a shareholder mandate, and SPG and Westfield will continue their efforts to complete the offer and consummate the acquisition. However, if at least two-thirds of TCO's outstanding common shares are not tendered by February 14, we will withdraw our offer and terminate our efforts to acquire TCO."

Simon continued, "We believe the public shareholders - who own 99% of TCO - should have the right to decide for themselves if they want \$20 in cash for their shares. Tendering shares costs nothing and is the only way for TCO's public shareholders to tell their Board of Directors they want \$20 per share."

Peter Lowy, Chief Executive Officer of Westfield America, Inc., stated: "We have worked successfully with SPG in past transactions, and we are confident that we can do so again. We believe the increased offer is in the best interest of TCO shareholders as it is fully priced and provides TCO shareholders with a substantial premium. If we receive strong shareholder support, as we expect, we believe this offer can be successfully completed."

SPG today sent the following letter to TCO shareholders:

Dear Taubman Centers Shareholder:

Simon Property Group (NYSE: SPG) has today increased its CASH tender offer to acquire ALL outstanding common shares of Taubman Centers, Inc. (NYSE: TCO) to a price of \$20.00 per share.

We are also pleased to announce that Westfield America, Inc., the U.S. subsidiary of Westfield America Trust (ASX: WFA), has joined us in this offer. SPG has worked successfully with Westfield in the past and produced significant value for all shareholders involved - we are confident we can do so again with TCO.

This increased cash offer represents a:

- o 50% PREMIUM over TCO's price before SPG first made a written acquisition proposal
- o 25% PREMIUM over TCO's closing price yesterday
- o 25% PREMIUM over the highest closing price in TCO's 10-year history

before SPG's proposal

This ALL-CASH offer is not conditioned on due diligence or financing. Nor is it conditioned on participation by the limited partners of Taubman Realty Group operating partnership.

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IF YOU WANT \$20.00 PER TCO SHARE IN CASH, YOU MUST TENDER NOW

If you want the opportunity to receive \$20.00 in cash for your TCO shares, you must tender your shares. UNLESS AT LEAST TWO-THIRDS, OR APPROXIMATELY 35 MILLION, OF TCO'S APPROXIMATELY 52.2 MILLION OUTSTANDING COMMON SHARES, ARE TENDERED BY FEBRUARY 14, 2003, WE WILL WITHDRAW OUR OFFER AND TERMINATE OUR EFFORTS TO ACQUIRE TCO.

SEND A MESSAGE TO THE TCO BOARD

Despite the compelling premium being offered, your Board has thus far refused to even discuss a transaction because the Taubman family - which owns approximately 1% of TCO's common shares - opposes a sale. The public shareholders of TCO - who own approximately 99% of TCO's common shares - should be the ones to decide whether to accept our premium all-cash offer. TENDERING YOUR SHARES BY FEBRUARY 14 IS THE ONLY WAY FOR YOU TO TELL YOUR BOARD THAT YOU DEMAND THAT OPPORTUNITY.

Remember, TCO shares were trading at only \$13.32 before SPG first offered to acquire TCO. WE ARE OFFERING YOU \$20.00 IN CASH - TCO HAS FAILED TO OFFER YOU ANY CREDIBLE ALTERNATIVE TO DELIVER COMPARABLE IMMEDIATE VALUE.

SPG AND WESTFIELD ARE JOINING TOGETHER TO ACQUIRE TCO - BUT WE NEED YOUR SUPPORT

Your Board is standing in the way of you receiving \$20.00 per share. SHOW THEM YOU OBJECT. With strong shareholder support, we are confident the offer can be successfully completed.

Stand up and be counted. TENDER YOUR SHARES TODAY - and send a clear message to the TCO Board. If you need information or assistance with tendering, please call MacKenzie Partners toll-free at (800) 322-2885.

Very truly yours,

David Simon  
Chief Executive Officer  
Simon Property Group

\* \* \*

Amended tender offer materials are being filed today with the SEC. The complete terms and conditions of the offer are set forth in the Offer to Purchase, as amended, and the related Letter of Transmittal, copies of which are available by contacting the information agent, MacKenzie Partners, Inc. at (800) 322-2885. Merrill Lynch & Co. is acting as financial advisor to SPG and Westfield America, Inc. and is the Dealer Manager for the Offer. Willkie Farr & Gallagher is acting as legal advisor to SPG and Skadden, Arps, Slate, Meagher & Flom LLP is acting as legal advisor to Westfield America, Inc. Simpson Thacher & Bartlett is acting as legal advisor to Merrill Lynch & Co.

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As of midnight, New York City time, on January 14, 2003, TCO shareholders had tendered and not withdrawn approximately 3,702,775 shares at the previous offer price of \$18.00 per share.

#### ABOUT SIMON PROPERTY GROUP

Headquartered in Indianapolis, Indiana, Simon Property Group is a real estate investment trust engaged in the ownership and management of income-producing properties, primarily regional malls and community shopping centers. Through its subsidiary partnerships, it currently owns or has an interest in 243 properties containing an aggregate of 183 million square feet of gross leasable area in 36 states, as well as eight assets in Europe and Canada and ownership interests in other real estate assets. Additional Simon Property Group information is available at <http://about.simon.com/corpinfo/index.html>.

#### ABOUT WESTFIELD AMERICA, INC.

Westfield America, Inc. is a United States subsidiary of Westfield America Trust (ASX: WFA), the second-largest property trust listed on the Australian Stock Exchange. WFA owns a majority interest in the Westfield America portfolio of 63 centres, branded as Westfield Shoppingtowns. Westfield Shoppingtowns are home to more than 8,400 specialty stores and encompass 64 million square feet in the states of California, Colorado, Connecticut, Florida, Illinois, Indiana, Maryland, Missouri, Nebraska, New Jersey, New York, North Carolina, Ohio and Washington.

# # #

IMPORTANT INFORMATION

This news release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any TCO shares, and is not a solicitation of a proxy. Simon Property Group and Simon Property Acquisitions, Inc., a wholly owned subsidiary of Simon Property Group, filed a tender offer statement on Schedule TO with the Securities and Exchange Commission on December 5, 2002 (as amended), with respect to the offer to purchase all outstanding shares of TCO common stock. Investors and security holders are urged to read this tender offer statement as amended, the preliminary proxy statement filed December 16, 2002 (as amended), and any other proxy statement relating to the tender offer because they will contain important information. Each such proxy statement will be filed with the Securities and Exchange Commission. Investors and security holders may obtain a free copy of the tender offer statement, each such proxy statement and other documents filed by SPG with the Commission at the Commission's web site at: <http://www.sec.gov>. The tender offer statement, any proxy statement and any related materials may also be obtained for free by directing such requests to MacKenzie Partners, Inc. at (800) 322-2885.

#### FORWARD-LOOKING STATEMENTS

This release contains some forward-looking statements as defined by the federal securities laws which are based on our current expectations and assumptions, which are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated, projected or implied. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

[SIMON(TM) LOGO]

SIMON PROPERTY GROUP  
AND  
WESTFIELD AMERICA

PROPOSED \$20.00 PER SHARE ALL-CASH OFFER  
TO ACQUIRE  
TAUBMAN CENTERS

JANUARY 15, 2003

Simon has filed tender offer materials with the SEC under cover of Schedule TO under applicable federal securities laws. The complete terms and conditions of the offer are set forth in the Offer to Purchase and the Letter of Transmittal relating to the tender offer, as amended, copies of which are available via EDGAR at the SEC website at [www.sec.gov](http://www.sec.gov) or by contacting the information agent, MacKenzie Partners, Inc. at (800) 322-2885.

[SIMON(TM) LOGO]

THE OFFER

Simon Property Group and Westfield America, the world's two leading owners of regional malls, have joined to make a compelling ALL-CASH tender offer to acquire all of the common shares of Taubman Centers (TCO) for \$20.00 PER SHARE.

[SIMON(TM) LOGO]

A COMPELLING TRANSACTION FOR TCO SHAREHOLDERS

The offer represents SUBSTANTIAL, IMMEDIATE and CERTAIN consideration for TCO common shareholders:

- o All-cash offer for 100% of outstanding common shares
- o No financing conditions
- o Not subject to due diligence
- o Not subject to participation by limited partners of Taubman Realty Group operating partnership

[SIMON(TM) LOGO]

UNPRECEDENTED PREMIUM TO SHAREHOLDERS

This fully-priced offer represents an UNPRECEDENTED premium for TCO shareholders:

- o 50% PREMIUM to TCO closing price before Simon made initial offer
- o 25% PREMIUM to TCO's all-time (10-year) closing high prior to Simon's first offer
- o 25% PREMIUM to yesterday's TCO closing price

TCO's closing price was \$13.32 on October 15, 2002, the day before Simon made its first offer to TCO.

[SIMON(TM) LOGO]

TCO STOCK PRICE FROM IPO TO PRESENT

[GRAPH OMITTED]

[The graph depicts the share price of the common stock of Taubman Centers, Inc. beginning on November 20, 1992 and ending on January 14, 2003 and shows that the Offer Price of \$20.00 per Share represents (i) a 50% premium to the closing price on October 15, 2002, the date preceding Simon's initial offer to

Taubman Centers, Inc. regarding a potential transaction, (ii) a 25% premium to the closing price on April 15, 2002, the all-time highest closing price of the common stock of Taubman Centers, Inc. and (iii) a 25% premium to the closing price on January 14, 2002.]

[SIMON(TM) LOGO]

#### A CLEAR PROPOSITION

Simon and Westfield have a straightforward offer for TCO common shareholders:

- o If at least 2/3 of the outstanding common shares are tendered by February 14, 2003 we will continue to pursue our acquisition
- o Otherwise, we will abandon our efforts to acquire TCO

TCO common shareholders must now decide whether they want to accept our compelling all-cash \$20.00 per share offer.

[SIMON(TM) LOGO]

#### NO CREDIBLE ALTERNATIVE

TCO MANAGEMENT HAS OFFERED NO CREDIBLE PLAN TO DELIVER EQUIVALENT VALUE TO ITS SHAREHOLDERS.

TCO SHAREHOLDERS - IT SHOULD BE YOUR DECISION

TENDER YOUR SHARES

[SIMON(TM) LOGO]