# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM S-8 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

## SIMON PROPERTY GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

046268599

(I.R.S. Employer Identification Number)

SPG REALTY CONSULTANTS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-2838638 (I.R.S. Employer Identification Number)

、 **.** ·

National City Center 115 West Washington Street, Suite 15 East Indianapolis, Indiana 46204 (317) 636-1600 (Address of Principal Executive Offices)

SIMON PROPERTY GROUP, L.P. 1998 STOCK INCENTIVE PLAN (Full title of the plan)

James M. Barkley, Esq. Simon Property Group shington Street Suite 15 Fast Indianapolis I

115 West Washington Street, Suite 15 East, Indianapolis, Indiana 46204 (Name and address of agent for service)

(317) 636-1600

(Telephone number, including area code, of agent for service)

Copy to: David C. Worrell Baker & Daniels 300 North Meridian Street, Suite 2700 Indiana 46204 (317) 237-0300

CALCULATION OF REGISTRATION FEE

| Title of Securities to be registered(1)    | Amount of shares to be registered(2) | Proposed maximum offering price per share | Proposed maximum aggregate<br>offering price | Amount of registration fee |
|--|--------------------------------------|---|--|----------------------------|
| Common Stock, par value \$0.0001 per share | 5,000,000                            | \$34.275(3)                               | \$171,375,000(3)                             | \$15,767(3)                |

Each share of Common Stock of Simon Property Group, Inc. is paired with a beneficial interest in 1/100<sup>th</sup> of a share of common stock of SPG Realty Consultants, Inc.
Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also registers additional shares of Common Stock as may be offered or issued to

(2) prevent dilution resulting from stock splits, stock dividends, and similar transactions.
(3) It is impracticable to state the maximum offering price per share with respect to the shares registered for issuance pursuant to the Simon Property Group, L.P. 1998 Stock Incentive Plan (the "Plan"). Accordingly, the proposed maximum offering price per share, the aggregate offering price and the amount of the registration fee attributed thereto are estimated solely for the purpose of calculating the registration fee and computed in accordance with Rule 457(c) and (h) under the Securities Act using the average of the high and low sale prices of the Common Stock as reported by the New York Stock Exchange on November 11, 2002, which was \$34.275 per share.

The Registrants' Registration Statement on Form S-8 (Registration Nos. 333-64313 and 333-64313-01) is incorporated herein by reference.

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#### SIGNATURES

*The Registrants.* Pursuant to the requirements of the Securities Act of 1933, the Registrants certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-8 and have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on November 7, 2002.

SIMON PROPERTY GROUP, INC. and SPG REALTY CONSULTANTS, INC.

By: /s/ DAVID SIMON

### POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes David Simon, Stephen E. Sterrett, James M. Barkley and John Dahl, or any of them, each with full power of substitution, to execute in the name and on behalf of such person any amendment to this Registration Statement, including post-effective amendments, and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933 and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the Registrant deems appropriate, and appoints David Simon, Stephen E. Sterrett, James M. Barkley and John Dahl, or any of them, each with full power of substitution, attorney-in-fact to sign any amendment to this Registration Statement, including post-effective amendments, and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933 and to file the same, with exhibits thereto, and other documents in connection therewith, and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933 and to file the same, with exhibits thereto, and other documents in connection therewith.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities and on November 7, 2002.

| Signature                  | Title  |  |  |
|----------------------------|--|--|--|
| /s/ DAVID SIMON            | Chief Executive Officer and Director (Principal Executive Officer) |  |  |
| David Simon                |  |  |  |
| /s/ HERBERT SIMON          | Co-Chairman of the Board of Directors                              |  |  |
| Herbert Simon              |  |  |  |
| /s/ MELVIN SIMON           | Co-Chairman of the Board of Directors                              |  |  |
| Melvin Simon               |  |  |  |
| /s/ HANS C. MAUTNER        | Vice Chairman of the Board of Directors                            |  |  |
| Hans C. Mautner            |  |  |  |
| /s/ RICHARD S. SOKOLOV     | President, Chief Operating Officer and Director                    |  |  |
| Richard S. Sokolov         |  |  |  |
| /s/ BIRCH BAYH             | Director   |  |  |
| Birch Bayh                 |  |  |  |
| /s/ MELVYN E. BERGSTEIN    | Director   |  |  |
| Melvyn E. Bergstein        |  |  |  |
| /s/ PIETER S. VAN DEN BERG | Director   |  |  |
| Pieter S. van den Berg     |  |  |  |
| /s/ G. WILLIAM MILLER      | Director   |  |  |
| G. William Miller          |  |  |  |
| /s/ FREDRICK W. PETRI      | Director   |  |  |
| Fredrick W. Petri          |  |  |  |
| /s/ J. ALBERT SMITH, JR.   | Director   |  |  |
| J. Albert Smith, Jr.       |  |  |  |
| /s/ PHILIP J. WARD         | Director   |  |  |
| Philip J. Ward             |  |  |  |

| /s/ M. DENISE DEBARTOLO YORK | Director   |  |  |  |
|------------------------------|--|--|--|--|
| M. Denise DeBartolo York     |  |  |  |  |
| /s/ STEPHEN E. STERRETT      | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |  |  |  |
| Stephen E. Sterrett          | Unicer)  |  |  |  |
| /s/ JOHN DAHL                | Senior Vice President (Principal Accounting Officer)                               |  |  |  |
| John Dahl                    |  |  |  |  |
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| Exhibit<br>No. | Description of Exhibit  |
|----------------|---|
| 4.1            | Restated Certificate of Incorporation of Simon Property Group, Inc. (incorporated by reference to Exhibit 3.1 to the Registrants' Current Report<br>on Form 8-K filed October 9, 1998).   |
| 4.2            | Amended and Restated By-laws of Simon Property Group, Inc. (incorporated by reference to Exhibit 3.1 to the Registrants' Quarterly Report on Form 10-Q for the quarter ended June 30, 2002).  |
| 4.3            | Restated Certificate of Incorporation of SPG Realty Consultants, Inc. (incorporated by reference to Exhibit 3.3 to the Registrants' Current Report<br>on Form 8-K filed October 9, 1998).   |
| 4.4            | Amended and Restated By-laws of SPG Realty Consultants, Inc. (incorporated by reference to Exhibit 3.2 to the Registrants' Quarterly Report on Form 10-Q for the quarter ended June 30, 2002).  |
| 4.5            | Issuance Agreement dated as of September 23, 1998, between Simon Property Group, Inc. and SPG Realty Consultants, Inc. (incorporated by reference to Exhibit 4.5 to the Registrants' Current Report on Form 8-K filed October 9, 1998).   |
| 4.6            | Trust Agreement, dated as of October 30, 1979, among shareholders of predecessors in interest to Simon Property Group, Inc. and SPG Realty Consultants, Inc., and First Jersey National Bank, as Trustee (incorporated by reference to Exhibit 4.7 of the Form S-4 filed by Corporate Property Investors, Inc. (Reg. No. 333-61399)). |
| 5              | Opinion of Baker & Daniels.   |
| 23.1           | Consent of Arthur Andersen LLP (omitted pursuant to Rule 437a of the Securities Act).   |
| 23.2           | Consent of Baker & Daniels (included in Exhibit 5).   |
| 24             | Power of Attorney (included on the Signature Page of the Registration Statement).   |
| 99             | Simon Property Group, L.P. 1998 Stock Incentive Plan (As Proposed To Be Amended May 8, 2002) (incorporated by reference to Appendix A to the Registrants' Definitive Proxy Statement on Schedule 14A dated April 12, 2002.)   |

# QuickLinks

SIGNATURES POWER OF ATTORNEY INDEX TO EXHIBITS Baker & Daniels 300 North Meridian Street, Suite 2700 Indianapolis, Indiana 46204 (317) 237-0300 (317) 237-1000 (fax)

November 12, 2002

Simon Property Group, Inc. SPG Realty Consultants, Inc. Suite 15 East 115 West Washington Street Indianapolis, Indiana 46204

### Ladies and Gentlemen:

We have acted as counsel to Simon Property Group, Inc., a Delaware corporation ("SPG"), and SPG Realty Consultants, Inc., a Delaware corporation ("SRC" and together with SPG, the "Companies"), in connection with the registration under the Securities Act of 1933, as amended, (the "Act"), pursuant to the Registration Statement on Form S-8 of the Companies (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission"), relating to the additional 5,000,000 paired shares of common stock, par value \$.0001 per share, of the Companies (the "Shares") to be issued pursuant to the Simon Property Group, L.P. 1998 Stock Incentive Plan (the "Plan").

We have examined the Registration Statement, the Certificates of Incorporation and By-Laws of the Companies, minutes of the proceedings of the Companies' Boards of Directors authorizing the issuance of the Shares, and such other documents as we have considered necessary. We have also examined Certificates of Secretary of the Companies dated the date hereof (the "Certificates"). In such examination, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the aforesaid documents, the authenticity of all documents submitted to us as originals, the conformity with originals of all documents submitted to us as copies (and the authenticity of the originals of such copies), and that all public records reviewed are accurate and complete. As to factual matters, we have relied on the certifications, statements or representations of the Companies (including the Certificates) and have not independently verified the matters stated therein.

Based upon the foregoing and having regard for such legal considerations as we deem relevant, we are of the opinion and so advise you that the Shares have been duly authorized and, when the Registration Statement shall have become effective and the Shares have been issued in accordance with the Plan, the Shares will be validly and legally issued, fully paid and nonassessable.

This opinion letter is solely for the use of the Companies in connection with the Registration Statement. This opinion may not be relied on by any other person or in any other connection without our prior written approval. This opinion is limited to the matters set forth herein, and no other opinion should be inferred beyond the matters expressly stated.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ BAKER & DANIELS

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EXHIBIT 5