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TAUBMAN CENTERS INC
Form SC TO-T/A
May 30, 2003

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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. 31)

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)

James M. Barkley, Esq.
Simon Property Group, Inc.
National City Center
115 West Washington Street
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Indianapolis, IN 46024
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Peter R. Schwartz, Esq.
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11601 Wilshire Boulevard
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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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thereto filed with the Commission on December 27, 2002, by Amendment No. 3
thereto filed with the Commission on December 30, 2002, by Amendment No. 4
thereto filed with the Commission on December 31, 2002, by Amendment No. 5
thereto filed with the Commission on January 15, 2003, by Amendment No. 6
thereto filed with the Commission on January 15, 2003, by Amendment No. 7
thereto filed with the Commission on January 16, 2003, by Amendment No. 8
thereto filed with the Commission on January 22, 2003, by Amendment No. 9
thereto filed with the Commission on January 23, 2003, by Amendment No. 10
thereto filed with the Commission on February 7, 2003, by Amendment No. 11
thereto filed with the Commission on February 11, 2003, by Amendment No. 12
thereto filed with the Commission on February 18, 2003, by Amendment No. 13
thereto filed with the Commission on February 21, 2003, by Amendment No. 14
thereto filed with the Commission on February 21, 2003, by Amendment No. 15
thereto filed with the Commission on February 27, 2003, by Amendment No. 16
thereto filed with the Commission on February 27, 2003, by Amendment No. 17
thereto filed with the Commission on February 28, 2003, by Amendment No. 18
thereto filed with the Commission on March 3, 2003, by Amendment No. 19 thereto
filed with the Commission on March 6, 2003, by Amendment No. 20 thereto filed
with the Commission on March 18, 2003, by Amendment No. 21 thereto filed with
the Commission on March 21, 2003, by Amendment No. 22 thereto filed with the
Commission on March 28, 2003, by Amendment No. 23 thereto filed with the
Commission on March 31, 2003, by Amendment No. 24 thereto filed with the
Commission on April 30, 2003, by Amendment No. 25 thereto filed with the
Commission on May 2, 2003, by Amendment No. 26 thereto filed with the Commission
on May 9, 2003, by Amendment No. 27 thereto filed with the Commission on May 12,
2003, by Amendment No. 28 thereto filed with the Commission on May 13, 2003, by
Amendment No. 29 thereto filed with the Commission on May 21, 2003 and by
Amendment No. 30 thereto filed with the Commission on May 27, 2003 (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 the Supplement to the
Offer to Purchase, dated January 15, 2003 (the "Supplement"), and in the related
revised Letter of Transmittal (which, together with any supplements or
amendments, collectively constitute the "Offer"). This Amendment No. 31 to the
Schedule TO is being filed on behalf of the Purchaser, SPG Inc. and Westfield
America, Inc. ("WEA").

Capitalized terms used and not defined herein shall have the meanings
assigned to such terms in the Offer to Purchase, the Supplement 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 May 29, 2003, the SPG Plaintiffs filed (i) an Emergency Motion
(the "Motion") to Modify the United States District Court for the
Eastern District of Michigan's (the "Court") Order Granting Stay of
Preliminary Injunction, issued May 20, 2003 (the "Order") and (ii) a
Memorandum of Law in support of the Motion (the "Memorandum of Law")
to seek a modification of the Order. Copies of the Motion and the
Memorandum of Law are filed herewith as Exhibits (a) (5) (CCC) and
(a) (5) (DDD), respectively.

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Item 12. EXHIBITS.

(a) (5) (CCC) SPG Plaintiffs' Emergency Motion to Modify the United States District Court for the Eastern District of Michigan's Order Granting Stay of Preliminary Injunction, issued May 20, 2003, filed by Simon Property Group, Inc. and Simon Property Acquisitions, Inc. on May 29, 2003.

(a) (5) (DDD) Memorandum of Law in Support of SPG Plaintiffs' Emergency Motion to Modify the United States District Court for the Eastern District of Michigan's Order Granting Stay of Preliminary Injunction, issued May 20, 2003, as well as certain exhibits thereto, filed by Simon Property Group, Inc. and Simon Property Acquisitions, Inc. on May 29, 2003.

SIGNATURE

After due inquiry and to the best of their knowledge and belief, the undersigned hereby certify as of May 30, 2003 that the information set forth in this statement is true, complete and correct.

SIMON PROPERTY GROUP, INC.

By: /s/ JAMES M. BARKLEY

Name: James M. Barkley
Title: Secretary and General Counsel

SIMON PROPERTY ACQUISITIONS, INC.

By: /s/ JAMES M. BARKLEY

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 May 30, 2003 that the information set forth in this statement is true, complete and correct.

WESTFIELD AMERICA, INC.

By: /s/ PETER R. SCHWARTZ

Name: Peter R. Schwartz
Title: Senior Executive Vice President

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|---------------|--|
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