

TAUBMAN CENTERS INC  
Form SC 14D9/A  
December 12, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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SCHEDULE 14D-9/A  
SOLICITATION/ RECOMMENDATION STATEMENT UNDER  
SECTION 14(D) (4) OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)  
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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)  
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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)  
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With copies to:

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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. 1 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"), as set forth in a Tender Offer Statement filed by Simon on Schedule TO, dated December 5, 2002 (the "Schedule TO"), to pay \$18.00 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. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 14D-9.

ITEM 8. ADDITIONAL INFORMATION TO BE FURNISHED

The Company recently obtained a copy of a federal action filed on December 5, 2002 in the Eastern District of Michigan, purporting to assert claims derivatively and on behalf of a class, that had been filed by one of the shareholders who had also filed an action in Michigan state court. The complaint alleges that the Michigan Control Shares Acquisitions Act and the Michigan Business Combination Act is unconstitutional. In addition, the complaint alleges, among other things, breaches of fiduciary duty in connection with the Simon proposal. A copy of the complaint is filed as Exhibit (a) (11) and incorporated herein by reference.

ITEM 9. MATERIAL TO BE FILED ON EXHIBITS

Item 9 is hereby amended and supplemented by adding thereto the following:

Exhibit (a) (11) Complaint titled Joseph Leone v. Robert S. Taubman, William S. Taubman, Lisa A. Payne, Graham T. Allison, Peter Karmanos, Jr., Allan J. Bloostein, Jerome A. Chazen and S. Parker Gilbert, as Defendants, and Taubman Centers, Inc., as Nominal Defendant, filed on December 5, 2002 in the United States District Court for the Eastern District of Michigan.

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.

Dated: December 12, 2002

Taubman Centers, Inc.

By: /s/ William S. Taubman

\_\_\_\_\_  
William S. Taubman  
Executive Vice President

EXHIBIT INDEX

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