

SIMON PROPERTY GROUP INC /DE/  
Form 8-K  
April 29, 2005

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): **April 28, 2005**

### SIMON PROPERTY GROUP, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-14469**  
(Commission  
File Number)

**046268599**  
(IRS Employer  
Identification No.)

**115 WEST WASHINGTON STREET  
INDIANAPOLIS, INDIANA**

(Address of principal executive offices)

**46204**  
(Zip Code)

Registrant's telephone number, including area code: **317.636.1600**

#### Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operation and Financial Condition**

On April 28, 2005, the Registrant issued a press release containing information on earnings for the quarter ended March 31, 2005 and other matters. A copy of the press release is included as an exhibit to this filing.

The exhibits furnished herewith use the non-GAAP financial measures Funds from Operations ("FFO") and Net Operating Income ("NOI"). The Company considers FFO and NOI key measures of its operating performance that are not specifically defined by accounting principles generally accepted in the United States ("GAAP"). The Company believes that FFO and NOI are helpful to investors because they are widely recognized measures of the performance of real estate investment trusts and provide relevant bases for comparison among REITs. The Company also uses FFO and NOI internally to measure the operating performance of its portfolio. The reconciliation of GAAP reported net income to FFO is provided on page 68 furnished herewith in Exhibit 99.2. The reconciliation of GAAP reported net income to NOI is provided on page 13 furnished herewith in Exhibit 99.1.

**Item 7.01. Regulation FD Disclosure**

On April 28, 2005, the Registrant made available additional ownership and operational information concerning the Registrant, Simon Property Group, L.P., and properties owned or managed as of March 31, 2005, in the form of a Supplemental Information package, a copy of which is included as an exhibit to this filing. The Supplemental Information package is also available upon request as specified therein.

Exhibit 99.1 included with this filing is being furnished pursuant to Item 7.01 of Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

Financial Statements:

**None**

Exhibits:

Exhibit No.	Description	Page Number in This Filing
99.1	Supplemental Information as of March 31, 2005	4
99.2	Earnings Release for the quarter ended March 31, 2005	60

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: April 28, 2005

SIMON PROPERTY GROUP, INC.

By:                         /s/ STEPHEN E. STERRETT

  Stephen E. Sterrett,  
  *Executive Vice President and*  
  *Chief Financial Officer*

3

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## SIMON PROPERTY GROUP

## Table of Contents

As of March 31, 2005

Description	Page
Exhibit 99.1	Supplemental Information
<b>Company Overview</b>	
	Overview (reporting calendar, stock information, and corporate ratings) 5-6
	Ownership Structure 7
	Changes in Common Shares and Unit Ownership 8
<b>Financial Data</b>	
	Selected Financial and Equity Information 9
	Unaudited Pro-Rata Statement of Operations 10-11
	Unaudited Pro-Rata Balance Sheet 12
	Reconciliation of NOI to Net Income 13
	Computation of Comparable Property NOI Growth 14
	Analysis of Other Income and Other Expense 15
	NOI Composition 16
<b>Operational Data</b>	
	U.S. Portfolio GLA, Occupancy & Rent Data 17
	Regional Mall Operational Information 18
	Regional Mall Lease Expirations 19
	Regional Mall Top Tenants 20
	Regional Mall Anchor/Big Box Openings, 2005 - 2007 21
	Regional Mall Property Listing 22-26
	U.S. Premium Outlet® Centers Operational Information 27
	U.S. Premium Outlet® Centers Lease Expirations 28
	U.S. Premium Outlet® Centers Top Tenants 29
	U.S. Premium Outlet® Centers Property Listing 30
	Community/Lifestyle Centers Operational Information 31
	Community/Lifestyle Centers Lease Expirations 32
	Community/Lifestyle Centers Top Tenants 33
	Community/Lifestyle Centers Property Listing 34-35
	International Operational Information 36
	International Property Listing 37-39
<b>Development Activity</b>	
	Capital Expenditures in the U.S. Portfolio 40
	U.S. Development Activity Report 41-44
	International Development Activity Report 45
<b>Balance Sheet Information</b>	
	The Company's Share of Total Debt Amortization and Maturities by Year 46
	Summary of Indebtedness 47
	Summary of Indebtedness by Maturity 48-54
	Unencumbered Assets 55-58
	Preferred Stock/Units Outstanding 59
<b>Quarterly Earnings Announcement</b>	
Exhibit 99.2	Press Release 60-72

QuickLinks

[Item 2.02. Results of Operation and Financial Condition](#)

[Item 7.01. Regulation FD Disclosure](#)

[Item 9.01. Financial Statements and Exhibits](#)

[SIGNATURES](#)

[Table of Contents](#)