

SIMON PROPERTY GROUP INC /DE/  
Form 8-K  
September 26, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **September 25, 2012**

**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)

**04-6268599**  
(IRS Employer  
Identification No.)

**225 WEST WASHINGTON STREET**  
**INDIANAPOLIS, INDIANA**  
(Address of principal executive offices)

**46204**  
(Zip Code)

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

Edgar Filing: SIMON PROPERTY GROUP INC /DE/ - Form 8-K

**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))
-

**ITEM 8.01 Other Events**

On September 25, 2012, Simon Property Group, Inc. (the Company) registered the offering and sale of 142,611 shares of the Company's common stock by certain stockholders under the Company's Registration Statement on Form S-3 (Registration No. 333-179874), the prospectus dated March 2, 2012, and the related prospectus supplement dated September 25, 2012.

In connection with the offering and sale of the Shares by the selling stockholders, the following exhibit is filed herewith in order to be incorporated by reference into the Registration Statement, the base prospectus and the prospectus supplement: the opinion of counsel with respect to the validity of the Shares (Exhibit 5.1 to this Current Report on Form 8-K).

**ITEM 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 5.1	Opinion of Faegre Baker Daniels LLP.

**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.

Date: September 26, 2012

SIMON PROPERTY GROUP, INC.

By: /s/ Steven K. Broadwater  
Steven K. Broadwater  
Senior Vice President and  
Chief Accounting Officer