

SIMON PROPERTY GROUP INC /DE/
Form 8-K
February 06, 2006

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): **February 6, 2006**

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))

Item 2.02. Results of Operation and Financial Condition

On February 6, 2006, Simon Property Group, Inc. (the Registrant) issued a press release containing information on earnings for the quarter ended December 31, 2005 and other matters. A copy of the press release is attached hereto as Exhibit 99.2 and the information in the press release is incorporated by reference into this report.

The press release and Supplemental Information package attached as Exhibit 99.1 use the non-GAAP financial measure of Funds from Operations (FFO). The Supplemental Information package also uses the non-GAAP measure of Net Operating Income (NOI). The Registrant 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 Registrant 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 Registrant also uses FFO and NOI internally to measure the operating performance of its portfolio. Reconciliations of FFO to net income on an estimated and historical basis are provided on page 67 furnished herewith in Exhibit 99.2. Reconciliations of net income to NOI on an estimated and historical basis are provided on page 14 furnished herewith in Exhibit 99.1.

The Registrant is furnishing the information contained herein, including Exhibit 99.2, pursuant to Item 2.02 of Form 8-K promulgated by the Securities and Exchange Commission (the SEC). This information shall not be deemed to be filed with the SEC or incorporated by reference into any other filing with the SEC. By furnishing this information, the Registrant makes no admission as to the materiality of any information in this Item 2.02, including the Exhibit 99.2.

Item 7.01. Regulation FD Disclosure

On February 6, 2006, the Registrant made available additional ownership and operational information concerning the Registrant, Simon Property Group, L.P., and properties owned or managed as of December 31, 2005, in the form of a Supplemental Information package, a copy of which is attached as Exhibit 99.1. The Supplemental Information package is also available upon request as specified therein.

The Registrant is furnishing the information contained herein, including Exhibit 99.1, pursuant to Item 7.01 of Form 8-K promulgated by the SEC. This information shall not be deemed to be filed with the SEC or incorporated by reference into any other filing with the SEC.

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 December 31, 2005	5
99.2	Earnings Release for the quarter ended December 31, 2005	59

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: February 6, 2006

SIMON PROPERTY GROUP, INC.

By:

/s/ STEPHEN E. STERRETT
Stephen E. Sterrett
*Executive Vice President and
Chief Financial Officer*

SIMON PROPERTY GROUP

Table of Contents

As of December 31, 2005

Description	Page
<u>Exhibit 99.1</u>	
<u>Supplemental Information</u>	
Company Overview	
<u>Overview (reporting calendar, stock information, and corporate ratings)</u>	5-6
<u>Ownership Structure</u>	7
<u>Changes in Common Shares and Unit Ownership</u>	8
Financial Data	
<u>Selected Financial and Equity Information</u>	9
<u>Unaudited Pro-Rata Statements of Operations</u>	11-12
<u>Unaudited Pro-Rata Balance Sheet</u>	13
<u>Reconciliation of Net Income to NOI</u>	14
<u>Analysis of Other Income and Other Expense</u>	15
<u>NOI Composition</u>	16
Operational Data	
<u>U.S. Portfolio GLA</u>	17
<u>U.S. Regional Mall Operational Information</u>	18
<u>U.S. Regional Mall Lease Expirations</u>	19
<u>U.S. Regional Mall Top Tenants</u>	20
<u>U.S. Regional Mall Anchor/Big Box Openings, 2005-2007</u>	21-22
<u>U.S. Regional Mall Property Listing</u>	23-27
<u>U.S. Premium Outlet® Centers Operational Information</u>	28
<u>U.S. Premium Outlet® Centers Lease Expirations</u>	29
<u>U.S. Premium Outlet® Centers Top Tenants</u>	30
<u>U.S. Premium Outlet® Centers Property Listing</u>	31
<u>U.S. Community/Lifestyle Centers Operational Information</u>	32
<u>U.S. Community/Lifestyle Centers Lease Expirations</u>	33
<u>U.S. Community/Lifestyle Centers Top Tenants</u>	34
<u>U.S. Community/Lifestyle Centers Property Listing</u>	35-36
<u>International Operational Information</u>	37
<u>International Property Listing</u>	38-40
Development Activity	
<u>Capital Expenditures in the U.S. Portfolio</u>	41
<u>U.S. Development Activity Report</u>	42-43
<u>International Development Activity Report</u>	44
Balance Sheet Information	
<u>The Company's Share of Total Debt Amortization and Maturities by Year</u>	45
<u>Summary of Indebtedness</u>	46
<u>Summary of Indebtedness by Maturity</u>	47-52
<u>Unencumbered Assets</u>	53-57
<u>Preferred Stock/Units Outstanding</u>	58
Quarterly Earnings Announcement	
<u>Press Release</u>	59-71
<u>Exhibit 99.2</u>	