

SIMON PROPERTY GROUP INC /DE/

Form 8-K

October 28, 2004

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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): **October 27, 2004**

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)

Item 2.02. Results of Operation and Financial Condition

On October 27, 2004, the Registrant issued a press release containing information on earnings for the quarter ended September 30, 2004 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 net income to FFO is provided on page 64 furnished herewith in Exhibit 99.2. The reconciliation of net income to NOI is provided on page 18 furnished herewith in Exhibit 99.1.

The exhibits included with this filing are being furnished pursuant to Item 2.02 and Item 7.01 of Form 8-K.

Item 7.01. Regulation FD Disclosure

On October 27, 2004, the Registrant made available additional ownership and operational information concerning the Registrant, Simon Property Group, L.P., and properties owned or managed as of September 30, 2004, 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.

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 September 30, 2004 | 5 |
| 99.2 | Earnings Release for the quarter ended September 30, 2004 | 57 |

SIMON PROPERTY GROUP

Table of Contents

As of September 30, 2004

| Description | Page |
|---|-------|
| Exhibit 99.1 | |
| Supplemental Information | |
| Company Overview | |
| Overview (reporting calendar, stock information, and corporate ratings) | 5-7 |
| Ownership Structure | 8 |
| Changes in Common Shares and Unit Ownership | 9 |
| Financial Data | |
| Selected Financial and Operational Information | |
| Financial Highlights and Operational Statistics | 10-11 |
| Shareholders' Equity Information | 12 |
| Debt Information | 12 |
| Debt-to-Market Capitalization | 12 |
| Miscellaneous Balance Sheet Data | 12 |
| Unaudited Pro-Rata Balance Sheet | 14 |
| Unaudited Pro-Rata Statements of Operations | 15-16 |
| Reconciliation of NOI to Net Income | 17-18 |
| Computation of Comparable Property NOI Growth | 19 |
| Analysis of Other Income and Other Expense | 20 |
| NOI Composition | 21 |
| Operational Data | |
| Portfolio GLA, Occupancy & Rent Data | 22 |
| Rent Information | 23 |
| Lease Expirations | 24-25 |
| Top Regional Mall Tenants | 26 |
| Projected Regional Mall Anchor/Big Box Openings, 2004 - 2006 | 27-28 |
| Property Listing North American Assets | 29-36 |
| Property Listing European Assets | 37-38 |
| Development Activity | |
| Capital Expenditures | 39 |
| North American Development Activity Report | 40-42 |
| European Development Activity Report | 43 |
| Balance Sheet Information | |
| Debt Amortization and Maturities by Year | 44 |
| Summary of Indebtedness | 45 |
| Summary of Indebtedness by Maturity | 46-52 |
| Unencumbered Assets | 53-55 |
| Preferred Stock/Units Outstanding | 56 |
| Quarterly Earnings Announcement | |
| Exhibit 99.2 | |
| Press Release | 57-68 |

QuickLinks

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

[Item 7.01. Regulation FD Disclosure](#)

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

[SIGNATURES](#)

[SIMON PROPERTY GROUP Table of Contents As of September 30, 2004](#)