

SIMON PROPERTY GROUP INC /DE/
Form 8-K
February 13, 2018

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): **February 12, 2018**

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**

Not Applicable

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(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 12, 2018, the Board of Directors (the Board) of Simon Property Group, Inc. (the Company), upon recommendation of its Governance and Nominating Committee, appointed Ms. Marta R. Stewart to the Board, with a term set to expire at the Company's 2018 annual meeting of stockholders. The appointment of Ms. Stewart increases the size of the Board to thirteen members. The Governance and Nominating Committee and the Board have determined that Ms. Stewart is Independent under the Company's Governance Principles and an audit committee financial expert in accordance with the rules adopted by the Securities and Exchange Commission. Ms. Stewart has been appointed to the Company's Audit Committee. There are no arrangements or understandings between Ms. Stewart and any other persons pursuant to which Ms. Stewart was appointed a director of the Company.

As a non-employee director, Ms. Stewart will participate in the non-employee director compensation arrangements described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 31, 2017 and incorporated herein by reference. In addition, it is expected that she will enter into the Company's standard form of director indemnity agreement. The form of the indemnity agreement was filed as Exhibit 10.7 to the Company's Registration Statement on Form S-4 filed with the Securities and Exchange Commission on August 13, 1998 and is incorporated herein by reference.

A copy of the Company's press release announcing the appointment of Ms. Stewart to the Board is attached hereto as Exhibit 99.1 and the information set forth therein is incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| Exhibit 99.1 | <u>Press release, dated February 12, 2018, issued by Simon Property Group, Inc.</u> |

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: February 13, 2018

SIMON PROPERTY GROUP, INC.

By: /s/ Steven E. Fivel
Steven E. Fivel
Secretary and General Counsel