

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A

(Amendment No. 1)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 1997  
Commission file number 333-11491

SIMON DeBARTOLO GROUP, L.P.  
(Exact name of registrant as specified in its charter)

Delaware 34-1755769

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(State or other jurisdiction  
of incorporation or organization)

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(I.R.S. Employer  
Identification No.)

115 West Washington Street  
Indianapolis, Indiana

46204

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(Address of principal executive offices)

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(Zip Code)

Registrant's telephone number, including area code: (317) 636-1600

Securities registered pursuant to Section 12 (b) of the Act: None

Securities registered pursuant to Section 12 (g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES [X] NO [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. N/A

Documents Incorporated By Reference

Portions of Simon DeBartolo Group, Inc.'s Form 10-K/A (Amendment No. 1) are incorporated by reference in Part III.

Simon DeBartolo Group, L.P. hereby amends its Annual Report on Form 10-K for the year ended December 31, 1997, filed with the Commission on March 31, 1998, by revising the information required by Part III (Items 10, 11, 12 and 13), as attached hereto.

SIGNATURE

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

SIMON DeBARTOLO GROUP, L.P.  
By: Simon DeBartolo Group, Inc.  
General Partner

By: /s/ James M. Barkley  
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James M. Barkley,  
Secretary/General Counsel

### Part III

#### Item 10. Directors and Executive Officers of the Registrant

The general partners of the Operating Partnership are the Company and SD Property Group, Inc., a majority owned subsidiary of the Company. SD Property Group, Inc. is the managing general partner of the Operating Partnership. The directors and executive officers of the Company also hold the same offices with SD Property Group, Inc. The information required by this item is incorporated herein by reference to the Company's Form 10-K/A (Amendment No. 1) and is included under the caption "EXECUTIVE OFFICERS OF THE REGISTRANT" in Part I hereof.

#### Item 11. Executive Compensation

The information required by this item is incorporated herein by reference to the Company's Form 10-K/A (Amendment No. 1).

#### Item 12. Security Ownership of Certain Beneficial Owners and Management

The information required by this item is incorporated herein by reference to the Company's Form 10-K/A (Amendment No. 1).

#### Item 13. Certain Relationships and Related Transactions

The information required by this item is incorporated herein by reference to the Company's Form 10-K/A (Amendment No. 1).