

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SIMON DAVID</u> <hr/> (Last) (First) (Middle) <u>225 WEST WASHINGTON STREET</u> <hr/> (Street) <u>INDIANAPOLIS IN 46204</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/18/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Simon Property Group Acquisition Holdings, Inc. [ SPGS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Chairman of the Board</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B common stock, par value \$0.0001 per share	(1)	(1)	Class A common stock, par value \$0.0001 per share	8,550,000	(1)	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>SIMON DAVID</u> <hr/> (Last) (First) (Middle) <u>225 WEST WASHINGTON STREET</u> <hr/> (Street) <u>INDIANAPOLIS IN 46204</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>SIMON PROPERTY GROUP INC /DE/</u> <hr/> (Last) (First) (Middle) <u>225 WEST WASHINGTON STREET</u> <hr/> (Street) <u>INDIANAPOLIS IN 46204</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>M.S. Management Associates, Inc.</u> <hr/> (Last) (First) (Middle) <hr/> (Street) <hr/> (City) (State) (Zip)

(Last)	(First)	(Middle)
225 WEST WASHINGTON STREET		
<hr/>		
(Street)		
INDIANAPOLIS IN		46204
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

SPG Sponsor, LLC

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(Last)	(First)	(Middle)
225 WEST WASHINGTON STREET		
<hr/>		
(Street)		
INDIANAPOLIS IN		46204
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The shares of Class B Common Stock are convertible into the Issuer's Class A Common Stock on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights, as described under the heading "Description of Securities - Founder Shares" in the Issuer's registration statement on Form S-1 (File No. 333-252586). The shares of Class B Common Stock have no expiration date.

2. M.S. Management Associates, which is the sole member of SPG Sponsor, LLC, is wholly-owned by Simon Property Group, Inc. of which David Simon is the Chairman, Chief Executive Officer and President, and the beneficial owner of approximately 8.6% of shares and units.

**Remarks:**

Exhibit 24.1 Power of Attorney

<u>/s/ David Simon by his attorney-in-fact Steven Fivel</u>	<u>02/18/2021</u>
<u>Simon Property Group, Inc., /s/ Steven Fivel, General Counsel and Secretary</u>	<u>02/18/2021</u>
<u>M.S. Management Associates, Inc., by: /s/ Steven Fivel, Authorized Signatory</u>	<u>02/18/2021</u>
<u>SPG Sponsor, LLC, by: M.S. Management Associates, Inc. /s/ Steven Fivel, Authorized Signatory</u>	<u>02/18/2021</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

**POWER OF ATTORNEY**

Know all by these presents, that each of the undersigned parties hereby constitutes and appoints each of Steven Fivel and Eli Simon, signing singly, such party's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of such party, all documents relating to the reporting of beneficial ownership of securities required to be filed with the United States Securities and Exchange Commission (the "SEC") pursuant to Section 13(d) or Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act"), including, without limitation, Schedule 13D and Form 3, Form 4 and Form 5 and successive forms thereto;

(2) do and perform any and all acts for and on behalf of such party that may be necessary or desirable to complete and execute any such documents, complete and execute any amendment or amendments thereto, and timely file such documents with the SEC and any stock exchange, automated quotation system or similar authority; and

(3) take any other action of any type whatsoever in furtherance of the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, such party, it being understood that the documents executed by such attorney-in-fact on behalf of such party pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

Such party hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such party might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of such party, are not assuming, nor is Simon Property Group Acquisition Holdings, Inc. assuming, any of the undersigned's responsibilities to comply with the Exchange Act.

This Power of Attorney shall remain in full force and effect until such party is no longer required to file such documents with respect to such party's holdings of and transactions in securities issued by the Simon Property Group Acquisition Holdings, Inc., unless earlier revoked by such party in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of February, 2021.

By: /s/ David Simon  
David Simon