

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): August 20, 2002 (August 14, 2002)

SIMON PROPERTY GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

001-14469

(Commission File No.)

04-6268599

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

**National City Center
115 West Washington Street, Suite 15 East
Indianapolis, Indiana 46204**

(Address of principal executive offices) (ZIP Code)

(317) 636-1600

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Item 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 99.1 Statement Under Oath of Principal Executive Officer dated August 13, 2002
- 99.2 Statement Under Oath of Principal Financial Officer dated August 13, 2002

Item 9. Regulation FD Disclosure

On August 14, 2002, pursuant to the Commission's Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934, No. 4-460, the Registrant's Chief Executive Officer and Chief Financial Officer submitted to the Commission their statements under oath regarding the Registrant's 2001 annual report on Form 10-K, 2002 definitive proxy materials, and all reports on Forms 10-Q and 8-K subsequent to the filing of the Registrant's 2001 Form 10-K. Those statements were made in the prescribed form without exceptions or modifications.

The statements are attached as exhibits to this Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Dated: August 20, 2002

SIMON PROPERTY GROUP, INC.

By: /s/ STEPHEN E. STERRETT

Stephen E. Sterrett,
Executive Vice President and
Chief Financial Officer

3

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Statement Under Oath of Principal Executive Officer dated August 13, 2002
99.2	Statement Under Oath of Principal Financial Officer dated August 13, 2002

QuickLinks

[Item 7. FINANCIAL STATEMENTS AND EXHIBITS](#)

[Item 9. Regulation FD Disclosure](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

Statement Under Oath of Principal Executive Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings

I, David Simon, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Simon Property Group, Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- the Annual Report on Form 10-K for the year ended December 31, 2001, filed with the Commission on March 29, 2002 of Simon Property Group, Inc.;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Simon Property Group, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

/s/ David Simon

David Simon
August 13, 2002

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Subscribed and sworn to before me, a Notary Public in and for the State of Indiana, this 13 day of August 2002.

/s/ Teresa M. Wall

Notary Public

Teresa M. Wall

Printed

My Commission Expires: August 8, 2008
I am a resident of Marion County, Indiana.

Statement Under Oath of Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Stephen E. Sterrett, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Simon Property Group, Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- the Annual Report on Form 10-K for the year ended December 31, 2001, filed with the Commission on March 29, 2002 of Simon Property Group, Inc.;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Simon Property Group, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

/s/ Stephen E. Sterrett

Stephen E. Sterrett
August 13, 2002

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Subscribed and sworn to before me, a Notary Public in and for the State of Indiana, this 13 day of August 2002.

/s/ Teresa M. Wall

Notary Public

Teresa M. Wall

Printed

My Commission Expires: August 8, 2008
I am a resident of Marion County, Indiana.