

**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): **March 20, 2023**

**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**

(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common stock, \$0.0001 par value	SPG	New York Stock Exchange
8 <sup>3</sup> / <sub>8</sub> % Series J Cumulative Redeemable Preferred Stock, \$0.0001 par value	SPGJ	New York Stock Exchange

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 Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 20, 2023, the Board of Directors (the “Board”) of Simon Property Group, Inc. (the “Company”), upon the recommendation of its Governance and Nominating Committee (the “Committee”) appointed Mr. Randall J. Lewis to the Board, effective as of March 21, 2023, to serve for the balance of the term expiring at the Company’s 2023 annual meeting of stockholders. In connection with such action, the Board increased its size from 14 to 15 members. As of the date of this filing, Mr. Lewis’s committee appointments have not yet been determined. The Committee and the Board have determined that Mr. Lewis is independent under the requirements of the New York Stock Exchange, and there are no arrangements or understandings between Mr. Lewis and any other persons pursuant to which Mr. Lewis was appointed a director of the Company. Mr. Lewis does not have a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

As a non-employee director, Mr. Lewis will participate in the non-employee director compensation arrangements described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission (the “SEC”) on March 23, 2023 and incorporated herein by reference. In addition, the Company expects that Mr. Lewis will enter into the Company’s standard form of director indemnity agreement, which was filed as Exhibit 10.7 to the Company’s Registration Statement on Form S-4 filed with the SEC on August 13, 1998 and is incorporated herein by reference.

On March 20, 2023, Board members Karen N. Horn, Ph.D. and J. Albert Smith, Jr. notified the Company that they are retiring from the Board, and therefore, will not stand for reelection, effective as of the date of the Company’s upcoming 2023 annual meeting of stockholders on May 4, 2023. Neither Ms. Horn’s nor Mr. Smith’s retirement is due to a disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

A copy of the Company’s press releases announcing the appointment of Mr. Lewis and the retirement of Ms. Horn and Mr. Smith are attached hereto as Exhibits 99.1 and 99.2, and the information set forth therein is incorporated herein by reference.

**ITEM 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press release dated March 23, 2023</a>
<a href="#">99.2</a>	<a href="#">Press release dated March 23, 2023</a>
104	Cover Page Interactive Data File (embedded the Inline XBRL document)

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**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: March 23, 2023

SIMON PROPERTY GROUP, INC.

By: /s/ Steven E. Fivel

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Steven E. Fivel

Secretary and General Counsel

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**Contacts:**

Tom Ward 317-685-7330 Investors  
Nicole Kennon 704-804-1960 Media

**Simon Property Group Announces Appointment of Randall J. Lewis to Board of Directors**

**INDIANAPOLIS, March 23, 2023** — Simon<sup>®</sup>, a real estate investment trust engaged in the ownership of premier shopping, dining, entertainment and mixed-use destinations, announced today that Randall J. Lewis has been appointed to its Board of Directors, effective March 21, 2023. Mr. Lewis is the Managing Partner for Cleveland Avenue, LLC, a venture capital investment firm that invests in agrifood and beverage, related technologies, and life-style related technology investments. He has been with the firm since 2020.

Mr. Lewis has over thirty-five years of finance, risk management, and operations experience. This includes his years with GE, Wells Fargo and Elevance Health, Inc. (Formerly Anthem). While working for these Fortune 500 companies, Mr. Lewis held various senior executive roles, including Executive Vice President and Chief Compliance Officer, Executive Vice President and Chief Auditor, Managing Director of Corporate Development, and Chief Executive Officer for a start-up logistics firm.

David Simon, Chairman of the Board, Chief Executive Officer and President, remarked, “On behalf of the entire Board, I would like to welcome Randall. We are fortunate to have attracted someone with the experience, skills and character that Randall has.”

**About Simon**

Simon<sup>®</sup> is a real estate investment trust engaged in the ownership of premier shopping, dining, entertainment and mixed-use destinations and an S&P 100 company (Simon Property Group, NYSE: SPG). Our properties across North America, Europe and Asia provide community gathering places for millions of people every day and generate billions in annual sales.

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**Contacts:**

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**Simon Property Group Announces That Its Two Most Highly Tenured Independent Directors Will Retire from the Board**

**INDIANAPOLIS, March 23, 2023** — Simon<sup>®</sup>, a real estate investment trust engaged in the ownership of premier shopping, dining, entertainment and mixed-use destinations, announced today that its two most highly tenured Independent Directors, J. Albert Smith, Jr. and Karen H. Horn, Ph.D. will retire from the Board of Directors of Simon Property Group, Inc. at the upcoming Annual Meeting to be held on May 4, 2023.

David Simon, Chairman of the Board of Directors, Chief Executive Officer and President stated, “On behalf of the entire Board of Directors, our officers and employees, I want to personally thank both, Al and Karen for their incredible dedication and thoughtful service to our Company. They have tirelessly delivered invaluable insight into Board deliberations and provided critical oversight through our remarkable growth and operating history.”

“Since we became a public company in 1993, Al Smith has distinguished himself as an effective leader on the Board and Audit Committee and Karen, who joined our Board in 2004, led the Board’s development of our leading corporate governance principles as well as attracting new candidates for our Board,” said David Simon.

Mr. Smith was appointed Chair of the Audit Committee in 1998, and he served as our lead Independent Director from 2003 to 2014 and Ms. Horn was appointed Chair of the Governance and Nominating Committee in 2005.

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