

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

SIMON PROPERTY GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

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)

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

Title of each class to be so registered:

Name of each exchange on which each class is to be registered:

8³/₈% Series J Cumulative Redeemable Preferred Stock

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.

Securities Act registration statement file number to which this form relates: 333-118247

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

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

A description of the Registrant's $8\frac{3}{8}\%$ Series J Cumulative Redeemable Preferred Stock (the " $8\frac{3}{8}\%$ Preferred Stock") to be registered hereunder is set forth in the section entitled "DESCRIPTION OF SIMON CAPITAL STOCK—Description of Simon $8\frac{3}{8}\%$ Preferred Stock" of the proxy statement/prospectus included in Amendment No. 1 to the Registration Statement on Form S-4 (File No. 333-118247) that was filed with the Securities and Exchange Commission (the "Commission") on September 9, 2004, which description is incorporated herein by reference.

Item 2. Exhibits

Pursuant to the Instructions as to Exhibits, the following exhibits are being filed herewith:

- (1) Proxy Statement/Prospectus of Simon Property Group, Inc. (incorporated by reference to Amendment No. 1 to the Registration Statement on Form S-4 (File No. 333-118247) filed on September 9, 2004).
- (2) Restated Certificate of Incorporation of Simon Property Group, Inc. (incorporated by reference to Exhibit 3.1 to the Form 8-K filed on October 9, 1998).
- (3) Amended and Restated By-Laws of Simon Property Group, Inc. (incorporated by reference to Exhibit 3.1 of the Quarterly Report on Form 10-Q for the quarter ended June 30, 2002).
- (4) Form of Certificate of Designations of the $8\frac{3}{8}\%$ Series J Cumulative Redeemable Preferred Stock (incorporated by reference to Amendment No. 1 to the Registration Statement on Form S-4 (File No. 333-118274) filed on September 9, 2004).
- (5) Form of the $8\frac{3}{8}\%$ Series J Cumulative Redeemable Preferred Stock Certificate.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: December 2, 2004

SIMON PROPERTY GROUP, INC.

By: /s/ STEPHEN E. STERRETT

Stephen E. Sterrett
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

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(4)	Form of Certificate of Designations of the 8 ³ / ₈ % Series J Cumulative Redeemable Preferred Stock (incorporated by reference to Amendment No. 1 to the Registration Statement on Form S-4 (File No. 333-118274) filed on September 9, 2004).
(5)	Form of the 8 ³ / ₈ % Series J Cumulative Redeemable Preferred Stock Certificate.

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[Item 1. Description of Registrant's Securities to be Registered.](#)

[Item 2. Exhibits](#)

[SIGNATURE](#)

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Number: R-1

796,948 Shares

CUSIP NO.: 828806 88 5

8³/₈% Series J Cumulative Redeemable Preferred Stock
(par value \$0.0001 per share)
(liquidation preference \$50.00 per share)
OF
SIMON PROPERTY GROUP, INC.

UNLESS THIS CERTIFICATE IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY TRUST COMPANY, A NEW YORK CORPORATION ("*DTC*"), TO THE CORPORATION (AS DEFINED BELOW) OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE OR PAYMENT, AND ANY CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO., OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL IN AS MUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

TRANSFERS OF THIS GLOBAL SECURITY SHALL BE LIMITED TO TRANSFERS IN WHOLE, BUT NOT IN PART, TO NOMINEES OF DTC OR TO A SUCCESSOR THEREOF OR SUCH SUCCESSOR'S NOMINEE AND TRANSFERS OF PORTIONS OF THIS GLOBAL SECURITY SHALL BE LIMITED TO TRANSFERS MADE IN ACCORDANCE WITH THE RESTRICTIONS SET FORTH IN THE CERTIFICATE OF DESIGNATIONS REFERRED TO BELOW.

IN CONNECTION WITH ANY TRANSFER, THE HOLDER WILL DELIVER TO THE REGISTRAR AND TRANSFER AGENT ("*REGISTRAR*") SUCH CERTIFICATES AND OTHER INFORMATION AS SUCH REGISTRAR MAY REASONABLY REQUIRE TO CONFIRM THAT TRANSFER COMPLIES WITH THE FOREGOING RESTRICTIONS.

SIMON PROPERTY GROUP, INC., a Delaware corporation (the "*Corporation*"), hereby certifies that Cede & Co. or registered assigns (the "*Holder*") is the registered owner of 796,948 fully paid and non-assessable shares of preferred stock of the Corporation designated the "8³/₈% Series J Cumulative Redeemable Preferred Stock," par value \$0.0001 per share and liquidation preference \$50.00 per share (the "*Series J Preferred Stock*"). The shares of Series J Preferred Stock are transferable on the books and records of the Registrar, in person or by a duly authorized attorney, upon surrender of this certificate duly endorsed and in proper form for transfer. The designation, rights, privileges, restrictions, preferences and other terms and provisions of the Series J Preferred Stock represented hereby are issued and shall in all respects be subject to the provisions of the Certificate of Designations of the Corporation dated October 13, 2004, as the same may be amended from time to time in accordance with its terms (the "*Certificate of Designations*"). Capitalized terms used herein but not defined shall have the respective meanings given them in the Certificate of Designations. The Corporation will provide a copy of the Certificate of Designations to a Holder without charge upon written request to the Corporation at its principal place of business.

Reference is hereby made to select provisions of the Series J Preferred Stock set forth on the reverse hereof, and to the Certificate of Designations, which select provisions and the Certificate of Designations shall for all purposes have the same effect as if set forth at this place.

Upon receipt of this certificate, the Holder is bound by the Certificate of Designations and is entitled to the benefits thereunder.

Unless the Transfer Agent's Certificate of Authentication hereon has been properly executed, the shares of Series J Preferred Stock evidenced hereby shall not be entitled to any benefit under the Certificate of Designations or be valid or obligatory for any purpose.

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IN WITNESS WHEREOF, Simon Property Group, Inc. has executed this certificate as of the date set forth below.

SIMON PROPERTY GROUP, INC.

By: _____

Name:

Title:

By: _____

Name:

Title:

Dated: October 14, 2004

TRANSFER AGENT'S CERTIFICATE OF AUTHENTICATION

This is one of the certificates representing shares of Preferred Stock referred to in the within mentioned Certificate of Designations.

MELLON INVESTOR SERVICES LLC,
as Transfer Agent

By: _____

Name:

Title:

Dated: October 14, 2004

8³/₈% Series J Cumulative Redeemable Preferred Stock

The shares of Series J Preferred Stock represented by this certificate are subject to restrictions on transfer for the purpose of the Corporation's maintenance of its status as a real estate investment trust under the Internal Revenue Code of 1986, as amended from time to time (the "*Code*"). Transfers in contravention of such restrictions shall be void *ab initio*. Except as otherwise determined by the Board of Directors of the Corporation, no Person may (1) Beneficially Own or Constructively Own shares of Capital Stock in excess of 8.0% (other than members of the Simon Family Group, whose relevant percentage is 18.0%) of the value of any class of outstanding Capital Stock of the Corporation, or any combination thereof, determined as provided in the Corporation's Restated Certificate of Incorporation, as the same may be amended from time to time (the "*Charter*"), and computed with regard to all outstanding shares of Capital Stock and, to the extent provided by the Code, all shares of Capital Stock issuable under existing Options and Exchange Rights that have not been exercised; or (2) Beneficially Own Capital Stock which would result in the Corporation being "closely held" under Section 856(h) of the Code. Unless so excepted, any acquisition of Capital Stock and continued holding of ownership constitutes a continuous representation of compliance with the above limitations, and any Person who attempts to Beneficially Own or Constructively Own shares of Capital Stock in excess of the above limitations has an affirmative obligation to notify the Corporation immediately upon such attempt. If the restrictions on transfer are violated, the transfer will be void *ab initio* and the shares of Capital Stock represented hereby will be automatically converted into shares of Excess Stock and will be transferred to the Trustee to be held in trust for the benefit of one or more Qualified Charitable Organizations, whereupon such Person shall forfeit all rights and interests in such Excess Stock. In addition, certain Beneficial Owners or Constructive Owners must give written notice as to certain information on demand and on an annual basis. All capitalized terms in this legend have the meanings defined in the Charter. The Corporation will mail without charge to any requesting stockholder a copy of the Charter, including the express terms of each class and series of the authorized capital stock of the Corporation, within five days after receipts of a written request therefor.

Dividends on each share of Series J Preferred Stock shall be payable in cash at a rate per annum set forth on the face hereof or as provided in the Certificate of Designations.

The shares of Series J Preferred Stock shall be redeemable as provided in the Certificate of Designations.

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned assigns and transfers the shares of 8³/₈% Series J Cumulative Redeemable Preferred Stock evidenced hereby to:

(Insert assignee's social security or tax identification number)

(Insert address and zip code of assignee)

and irrevocably appoints:

as agent to transfer the shares of 8³/₈% Series J Cumulative Redeemable Preferred Stock evidenced hereby on the books of the Transfer Agent and Registrar. The agent may substitute another to act for him or her.

Date: _____

Signature: _____

(Sign exactly as your name appears on the other side of this certificate for 8³/₈% Series J Cumulative Redeemable Preferred Stock)

Signature Guarantee: _____(1)

(1) Signature must be guaranteed by an "eligible guarantor institution" (i.e., a bank, stockbroker, savings and loan association or credit union) meeting the requirements of the Registrar, which requirements include membership or participation in the Securities Transfer Agents Medallion Program ("STAMP") or such other "signature guarantee program" as may be determined by the Registrar in addition to, or in substitution for, STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

SCHEDULE OF EXCHANGES FOR GLOBAL SECURITY

The initial number of shares of Series J Preferred Stock represented by this global security (the "*Global Preferred Share*") shall be 796,948. The following exchanges of a part of this Global Preferred Share have been made:

Date of Exchange	Amount of decrease in number of shares represented by this Global Preferred Share	Amount of increase in number of shares represented by this Global Preferred Share	Number of shares represented by this Global Preferred Share following such decrease or increase	Signature of authorized officer of Registrar
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[Exhibit 5](#)