

**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): **January 13, 2014**

SIMON PROPERTY GROUP, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-11491
(Commission
File Number)

34-1755769
(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))

ITEM 8.01 Other Events.

Simon Property Group, L.P. is filing as Exhibit 12.1 to this Current Report on Form 8-K a Statement Regarding Computation of Ratio of Earnings to Fixed Charges, which includes the calculation of its historical ratios of earnings to fixed charges for 2012, 2011, 2010, 2009 and 2008 and the nine months ended September 30, 2013 and 2012.

ITEM 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 12.1	Statement Regarding Computation of Ratio of Earnings to Fixed Charges

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: January 13, 2014

SIMON PROPERTY GROUP, L.P.

By: Simon Property Group, Inc., the sole General Partner

By: /s/ Steven K. Broadwater
Steven K. Broadwater
Senior Vice President and
Chief Accounting Officer

Simon Property Group, L.P. and Subsidiaries
Computation of Ratio of Earnings to Fixed Charges

(in thousands)

	For the nine months ended September 30,		For the year ended December 31,				
	2013	2012	2012	2011	2010	2009	2008
Earnings:							
Pre-tax income from continuing operations	\$ 1,132,230	\$ 1,359,008	\$ 1,735,512	\$ 1,257,495	\$ 757,845	\$ 386,818	\$ 608,701
Add:							
Distributions from unconsolidated entities	143,202	114,508	151,398	112,977	109,050	105,318	118,665
Amortization of capitalized interest	3,815	3,436	4,535	3,961	3,085	3,897	4,494
Fixed Charges	875,098	863,357	1,162,628	1,003,093	1,395,163	1,015,437	1,004,100
Less:							
Income from unconsolidated entities	(158,663)	(96,613)	(122,662)	(255,058)	(88,057)	(32,617)	(32,246)
Minority interest in pre-tax (income) loss of subsidiaries that have not incurred fixed charges	(811)	(1,271)	(1,286)	(1,249)	(1,066)	3,993	(1,636)
Interest capitalization	(13,905)	(17,633)	(21,145)	(5,815)	(3,715)	(14,502)	(27,847)
Earnings	\$ 1,980,966	\$ 2,224,792	\$ 2,908,980	\$ 2,115,404	\$ 2,172,305	\$ 1,468,344	\$ 1,674,231
Fixed Charges:							
Portion of rents representative of the interest factor	11,711	10,192	14,458	13,752	13,669	8,870	8,783
Interest on indebtedness (including amortization of debt expense)	849,482	835,532	1,127,025	983,526	1,027,091	992,065	947,140
Interest capitalized	13,905	17,633	21,145	5,815	3,715	14,502	27,847
Loss on extinguishment of debt	—	—	—	—	350,688	—	20,330
Fixed Charges	\$ 875,098	\$ 863,357	\$ 1,162,628	\$ 1,003,093	\$ 1,395,163	\$ 1,015,437	\$ 1,004,100
Ratio of Earnings to Fixed Charges	<u>2.26x</u>	<u>2.58x</u>	<u>2.50x</u>	<u>2.11x</u>	<u>1.56x</u>	<u>1.45x</u>	<u>1.67x</u>

For purposes of calculating the ratio of earnings to fixed charges, the term “earnings” is the amount resulting from adding (a) pre-tax income from continuing operations before adjustment for noncontrolling interests in consolidated subsidiaries or income or loss from equity investees, (b) fixed charges, (c) amortization of capitalized interest and (d) distributed income of equity investees, reduced by (a) interest capitalized and (b) the noncontrolling interest in pre-tax income of subsidiaries that have not incurred fixed charges. “Fixed charges” consist of (a) interest expensed and capitalized, (b) amortized premiums, discounts and capitalized expenses related to indebtedness and (c) an estimate of the interest within rental expense.

There are generally no restrictions on our ability to receive distributions from our joint ventures where no preference in favor of the other owners of the joint venture exists.

Ratio calculations for years prior to the year ended December 31, 2012 have been revised to conform to the most recent presentation.