
**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 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

SIMON PROPERTY GROUP ACQUISITION HOLDINGS, INC.

(Exact Name of Registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of Incorporation)

225 West Washington Street
Indianapolis, IN 46204
(Address of principal executive office)

85-4374563
(I.R.S. Employer
Identification No.)

46204
(Zip Code)

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

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Units, each consisting of one share of Class A common stock, \$0.0001 par value, and one-fifth of one redeemable warrant	New York Stock Exchange
Class A common stock, par value \$0.0001 per share	New York Stock Exchange
Warrants, each exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	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) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement file number to which this form relates (if applicable): 333- 252586

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

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

The securities to be registered hereby are units, Class A common stock, par value \$0.0001 per share, and warrants to purchase Class A common stock, of Simon Property Group Acquisition Holdings, Inc. (the “Registrant”). The description of the units, Class A common stock and warrants set forth under the heading “Description of Securities” in the Registrant’s prospectus forming part of its Registration Statement on Form S-1 (File No. 333-252586), originally filed with the Securities and Exchange Commission on January 29, 2021, as thereafter amended and supplemented from time to time (the “Registration Statement”) to which this Form 8-A relates is incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

Item 2. Exhibits.

The following exhibits have been filed as exhibits to the Registration Statement, as amended, and are incorporated herein by reference.

Exhibit Number	Description
3.1	<u>Certificate of Incorporation (incorporated by reference to Exhibit 3.1 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-252586), filed with the Securities and Exchange Commission on January 29, 2021).</u>
3.2	<u>Form of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-252586), filed with the Securities and Exchange Commission on February 8, 2020).</u>
3.3	<u>Bylaws (incorporated by reference to Exhibit 3.3 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-252586), filed with the Securities and Exchange Commission on February 8, 2021).</u>
4.1	<u>Form of Specimen Unit Certificate (incorporated by reference to Exhibit 4.1 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-252586), filed with the Securities and Exchange Commission on February 8, 2021).</u>
4.2	<u>Form of Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.2 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-252586), filed with the Securities and Exchange Commission on February 8, 2021).</u>
4.3	<u>Form of Specimen Warrant Certificate (incorporated by reference to Exhibit 4.3 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-252586), filed with the Securities and Exchange Commission on February 12, 2021).</u>
4.4	<u>Form of Warrant Agreement between Continental Stock Transfer & Trust Company and the Registrant (incorporated by reference to Exhibit 4.4 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-252586), filed with the Securities and Exchange Commission on February 12, 2021).</u>
10.3	<u>Form of Investment Management Trust Agreement between Continental Stock Transfer & Trust Company and the Registrant (incorporated by reference to Exhibit 10.3 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-252586), filed with the Securities and Exchange Commission on February 8, 2021).</u>
10.4	<u>Form of Registration Rights Agreement among the Registrant and certain security holders (incorporated by reference to Exhibit 10.4 filed with the Registrant’s Registration Statement on Form S-1 (File No. 333-252586), filed with the Securities and Exchange Commission on February 8, 2021).</u>

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.

Simon Property Group Acquisition Holdings, Inc.

By: /s/ Eli Simon
Name: Eli Simon
Title: Chief Executive Officer

Date: February 17, 2021