

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): November 30, 2022

Simon Property Group Acquisition Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-40084
(Commission
File Number)

85-4374563
(I.R.S. Employer
Identification Number)

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

46204
(Zip Code)

(317) 636-1600
Registrant's telephone number, including area code

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A common stock, \$0.0001 par value, and one-fifth of one redeemable warrant	SPGS.U	New York Stock Exchange
Shares of Class A common stock	SPGS	New York Stock Exchange
Redeemable warrants included as part of the units, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50		OTC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 8.01. Other Events

On November 25, 2022, Simon Property Group Acquisition Holdings, Inc. (the “Company”) filed a definitive proxy statement relating to a special meeting of shareholders to approve (i) an amendment to the Company’s Amended and Restated Certificate of Incorporation (the “First Charter Amendment Proposal”), (ii) a second amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Second Charter Amendment Proposal”), (iii) an amendment to the Investment Management Trust Agreement, dated February 18, 2021, by and between the Company and Continental Stock Transfer & Trust Company, as trustee (the “Trust Amendment Proposal”), and (iv) the adjournment of the special meeting of shareholders (the “Adjournment Proposal”, if necessary, and together with the First Charter Amendment Proposal, the Second Charter Amendment Proposal and Trust Amendment Proposal, the “Proposals”), which would, if implemented, allow the Company to redeem all of its outstanding Class A Ordinary Shares (the “Public Shares”) in advance of the Company’s contractual expiration date of February 18, 2023 by changing the date by which the Company must consummate a merger, consolidation, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination from February 18, 2023 to the date of the special meeting of shareholders (the “Amended Termination Date”). The special meeting will be held on Thursday, December 15, 2022, at 9:30 a.m. Eastern time, at the offices of Paul, Weiss, Rifkind, Wharton & Garrison LLP, located at 1285 Avenue of the Americas, New York, New York, 10019, and the record date for the meeting is the close of business (New York time) on November 23, 2022.

In connection with the approval of the First Charter Amendment Proposal, the holders of Public Shares may elect to redeem all or a portion of their Public Shares in exchange for their pro rata portion of the funds held in the trust account (the “Voluntary Redemption”). If the Proposals are approved, the Company will redeem all remaining Public Shares not redeemed in the Voluntary Redemption (the “Mandatory Redemption”). The Company expects to complete the Voluntary Redemption, if any, and the Mandatory Redemption as promptly as reasonably possible but not more than ten business days after the Amended Termination Date. On that basis, the Company currently expects to complete the Voluntary Redemption and the Mandatory Redemption on or around December 16, 2022 if shareholders approve the Proposals. Additionally, the last day of trading of the Public Shares will be December 15, 2022, if shareholders approve the Proposals.

Forward-Looking Statements

Certain statements included in this Current Report on Form 8-K are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are not historical facts, including with respect to the Company’s anticipated redemption, liquidation and dissolution, and involve risks and uncertainties that could cause actual results to differ materially from those expected and projected. Words such as “expect,” “believe,” “anticipate,” “intend,” “estimate,” “seek,” “future,” “project,” “anticipate” and variations and similar words and expressions are intended to identify such forward-looking statements. Such forward-looking statements relate to future events or future performance, but reflect management’s current beliefs, based on information currently available. A number of factors could cause actual events, performance or results to differ materially from the events, performance and results discussed in the forward-looking statements. For information identifying important factors and risks that could cause actual results to differ materially from those anticipated in the forward-looking statements, please refer to the Company’s Form S-1 relating to its initial public offering, Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other documents the Company has filed with the SEC, as amended from time to time. Copies of such filings are available on the SEC’s website, www.sec.gov.

Forward-looking statements speak only as of the date they are made, and the Company assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law. Nothing in this Current Report on Form 8-K should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. The inclusion of any statement in this Current Report does not constitute an admission by the Company or any other person that the events or circumstances described in such statements are material.

SIGNATURE

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 hereunto duly authorized.

Dated: November 30, 2022

SIMON PROPERTY GROUP ACQUISITION HOLDINGS, INC.

By: /s/ Steven E. Fivel

Name: Steven E. Fivel

Title: Secretary