

TAUBMAN CENTERS INC  
Form DFAN14A  
May 31, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule  
14a-12

TAUBMAN CENTERS, INC.  
(Name of Registrant as Specified in Its Charter)

LAND & BUILDINGS CAPITAL GROWTH FUND, LP

L & B REAL ESTATE OPPORTUNITY FUND, LP

LAND & BUILDINGS GP LP

LAND & BUILDINGS INVESTMENT MANAGEMENT, LLC

CHARLES ELSON

JONATHAN LITT  
(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Land & Buildings Investment Management, LLC, together with the other participants named herein (collectively, "Land & Buildings"), has filed a definitive proxy statement and an accompanying **GOLD** proxy card with the Securities and Exchange Commission to be used to solicit votes for the election of Land & Buildings' slate of highly-qualified director nominees to the Board of Directors of Taubman Centers, Inc., a Michigan corporation (the "Company"), at the Company's upcoming 2017 annual meeting of shareholders, or any other meeting of shareholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof.

Item 1: On May 31, 2017, Land & Buildings issued the following press release:

### **Land and Buildings Encourages Shareholders to Vote GOLD Today for Change at Taubman Centers**

*- Reminds Shareholders of June 1 Annual Meeting Date –*

*- Urges Shareholders to Follow Recommendations of ISS, Glass Lewis and Egan-Jones to Vote on the GOLD Card for Land and Buildings Highly-Qualified Nominees Today –*

**Stamford, CT** — May 31, 2017 – Land & Buildings Investment Management, LLC (together with its affiliates, "Land and Buildings") today urged shareholders to vote "FOR" both Land and Buildings highly-qualified and experienced nominees, Charles Elson and Jonathan Litt, on the **GOLD** proxy card today in advance of Taubman Centers, Inc. (NYSE: TCO) ("Taubman," "Taubman Centers" or the "Company") June 1, 2017 Annual Meeting of Shareholders (the "Annual Meeting"). Please visit [www.SaveTaubman.com](http://www.SaveTaubman.com) for additional materials regarding the solicitation.

Shareholders can vote online or by telephone by following the easy instructions on the **GOLD** proxy card. Since the Annual Meeting is tomorrow, voting online or by telephone is the best way for investors to ensure that their shares will be represented at the Annual Meeting.

Land and Buildings reminds shareholders not to be fooled by the recently announced promise of change from the Company. In a report yesterday analyzing Taubman's statement, Green Street Advisors questioned whether this move was a "Hail Mary," noting, "The (T)iming of the announcement – just two days before the Annual Shareholder Meeting...suggests the transition is reactionary and aimed to temporarily appease shareholder angst." Green Street also points out that the "(C)ompany has a long way to go in giving a full voice to all its shareholders."

Taubman shareholders deserve directors who will work to enhance value for all shareholders, not ones who appear only committed to doing the bare minimum in the face of shareholder pressure and to win an election contest. Importantly, shareholders should remember that no step short of removing the Taubman family's dual class B-share structure and 30% voting block will truly protect shareholders.

**We urge you to vote the enclosed GOLD proxy card TODAY by telephone, over the Internet, or by signing, dating and returning your GOLD proxy card in the postage-paid envelope provided.**

Even if Taubman shareholders have already voted using a White proxy card, they have the right to change their vote by using the **GOLD** proxy card to vote in support of Land and Buildings director nominees, Jonathan Litt and Charles Elson. Only the last-dated proxy will count.

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<sup>1</sup> *Green Street Advisors Quick Take: Taubman Centers (TCO): A Corporate Governance Promise*, May 30, 2017. Permission neither sought nor obtained from Green Street Advisors. Emphasis added.

**About Land and Buildings:**

Land and Buildings is a registered investment manager specializing in publicly traded real estate and real estate related securities. Land and Buildings seeks to deliver attractive risk adjusted returns by opportunistically investing in securities of global real estate and real estate related companies, leveraging its investment professionals' deep experience, research expertise and industry relationships.

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Item 2: The following materials were posted by Land & Buildings to [www.savetaubman.com](http://www.savetaubman.com):



