

**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, 2017**

**SIMON PROPERTY GROUP, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36110**  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.**

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 ratio of earnings to fixed charges for the nine months ended September 30, 2017 and 2016.

**ITEM 9.01 Financial Statements and Exhibits.**

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| Exhibit 12.1       | <a href="#">Statement Regarding Computation of Ratio of Earnings to Fixed Charges</a> |

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: November 30, 2017

SIMON PROPERTY GROUP, L.P.

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

By: /s/ Andrew A. Juster  
Andrew A. Juster  
Executive Vice President and Chief Financial Officer

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

Unaudited (in thousands)

|   | For the nine months ended<br>September 30, |                     |
|---|--|---------------------|
|   | 2017                                       | 2016                |
| <b>Earnings:</b>  |  |                     |
| Pre-tax income from continuing operations   | \$ 1,602,063                               | \$ 1,707,729        |
| Add:  |  |                     |
| Distributions from unconsolidated entities  | 270,938                                    | 239,390             |
| Amortization of capitalized interest  | 4,383                                      | 3,893               |
| <b>Fixed Charges</b>  | <b>762,456</b>                             | <b>683,039</b>      |
| Less:   |  |                     |
| Income from unconsolidated entities   | (282,201)                                  | (323,043)           |
| Minority interest in pre-tax (income) loss of subsidiaries that have not incurred fixed charges | (305)                                      | (318)               |
| Interest capitalization   | (20,460)                                   | (25,516)            |
| <b>Earnings</b>   | <b>\$ 2,336,874</b>                        | <b>\$ 2,285,174</b> |
| Fixed Charges:  |  |                     |
| Portion of rents representative of the interest factor  | 8,970                                      | 9,475               |
| Interest on indebtedness (including amortization of debt expense)                               | 604,408                                    | 648,048             |
| Interest capitalized  | 20,460                                     | 25,516              |
| Loss on extinguishment of debt  | 128,618                                    | —                   |
| <b>Fixed Charges</b>  | <b>\$ 762,456</b>                          | <b>\$ 683,039</b>   |
| <b>Ratio of Earnings to Fixed Charges</b>   | <b>3.06x</b>                               | <b>3.35x</b>        |

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.