

Douglas Emmett Inc  
Form S-11MEF  
October 23, 2006

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As filed with the Securities and Exchange Commission on October 23, 2006

Registration No. 333-

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form S-11**

FOR REGISTRATION UNDER  
THE SECURITIES ACT OF 1933  
OF CERTAIN REAL ESTATE COMPANIES

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**DOUGLAS EMMETT, INC.**

(Exact name of registrant as specified in its governing instruments)

**808 Wilshire Boulevard, Suite 200  
Santa Monica, California 90401  
(310) 255-7700**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**William Kamer  
Chief Financial Officer  
808 Wilshire Boulevard, Suite 200  
Santa Monica, California 90401  
(310) 255-7700**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

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Latham & Watkins LLP  
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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement of the same offering.  333-135082

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
Common Stock, par value \$0.01 per share	\$265,650,000	\$28,424.55

(1) Based on the public offering price.

(2) The \$265,650,000 proposed maximum aggregate offering price is in addition to the \$1,328,250,000 proposed maximum aggregate offering price registered pursuant to the Registrant's Registration Statement on Form S-11 (File No. 333-135082). An aggregate registration fee of \$142,122.75 was previously paid in connection with that Registration Statement.

**Explantatory Note**

This Registration Statement is being filed pursuant to Rule 462(b) ("Rule 462(b)") under the Securities Act of 1933, as amended, and General Instruction G of Form S-11. Pursuant to Rule 462(b), the contents of our registration statement on Form S-11, as amended (File No. 333-135082), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission (the "Commission") on October 23, 2006 (the "Initial Registration Statement"), are incorporated by reference into this Registration Statement. This Registration Statement covers the registration of an additional \$265,650,000 aggregate offering price of our common stock in the offering related to the Initial Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Santa Monica, state of California, on October 23, 2006.

DOUGLAS EMMETT, INC

By: /s/ JORDAN KAPLAN

Name: Jordan Kaplan  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ JORDAN KAPLAN	Chief Executive Officer, President and Director (Principal Executive Officer)	October 23, 2006
Jordan Kaplan		
*		
William Kamer	Chief Financial Officer (Principal Financial Officer)	October 23, 2006
*		
Barbara J. Orr	Chief Accounting Officer (Principal Accounting Officer)	October 23, 2006
*		
Dan A. Emmett	Chairman of the Board of Directors	October 23, 2006
*By: /s/ JORDAN KAPLAN		
Jordan Kaplan		
<i>Attorney-in-fact</i>		

**EXHIBIT INDEX**

**Exhibits**

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- 5.1 Opinion of Venable LLP, with respect to the legality of the shares being registered.
  - 23.1 Consent of Venable LLP (included in Exhibit 5.1).
  - 23.3 Consent of Ernst & Young LLP.
  - 24.1 Power of Attorney.(1)
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(1) Filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-11 (File No. 333-135082) filed with the Commission on June 16, 2006.

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