

Douglas Emmett Inc
Form POS EX
October 24, 2006

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As filed with the Securities and Exchange Commission on October 24, 2006

Registration No. 333-138168

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Post-Effective Amendment No. 1
to
Form S-11**

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

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)

**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)

Copies to:

**Gregg A. Noel, Esq.
Jennifer A. Bensch, Esq.
Rand S. April, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
300 South Grand Avenue, Suite 3400
Los Angeles, California 90071
Telephone: (213) 687-5000**

**Julian T. H. Kleindorfer, Esq.
Edward Sonnenschein, Jr., Esq.
Martha B. Jordan, Esq.
Latham & Watkins LLP
633 West Fifth Street, Suite 4000
Los Angeles, California 90071
Telephone: (213) 485-1234**

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

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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.

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. 333-138168

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

Explantatory Note

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-11 (File No. 333-138168) is being filed pursuant to Rule 462(d) solely for the purpose of adding Exhibit 23.3 to such Registration Statement.

**PART II
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 36. Financial Statements and Exhibits.

(B) *Exhibits.* The following exhibits are filed as part of this Registration Statement.

Exhibits

- 5.1 Opinion of Venable LLP, with respect to the legality of the shares being registered.(1)
 - 23.1 Consent of Venable LLP (included in Exhibit 5.1).(1)
 - 23.3 Consent of Ernst & Young LLP.
 - 24.1 Power of Attorney.(2)
-

(1) Previously filed with the Registrant's Registration Statement on Form S-11 (File No. 333-138168) filed with the Commission on October 23, 2006.

(2) 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.

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 Post-Effective Amendment No. 1 to the 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 24, 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 24, 2006 |
| Jordan Kaplan | | |
| * | | |
| William Kamer | Chief Financial Officer (Principal Financial Officer) | October 24, 2006 |
| * | | |
| Barbara J. Orr | Chief Accounting Officer (Principal Accounting Officer) | October 24, 2006 |
| * | | |
| Dan A. Emmett | Chairman of the Board of Directors | October 24, 2006 |
| *By: /s/ JORDAN KAPLAN | | |
| Jordan Kaplan | | |
| <i>Attorney-in-fact</i> | | |

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