

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-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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.
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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.

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 ⁽²⁾ | 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.

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

- 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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