

Douglas Emmett Inc  
Form 8-K  
February 16, 2018

**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)**

**February 16, 2018**

**Douglas Emmett, Inc.**

**(Exact name of registrant as specified in its charter)**

<b>(State or other jurisdiction of incorporation)</b>	<b>Commission file number</b>	<b>(I.R.S. Employer identification No.)</b>
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**808 Wilshire Boulevard, Suite 200, Santa Monica, California 90401**  
**(Address of principal executive offices) (Zip Code)**  
**Registrant's telephone number, including area code (310) 255-7700**

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 (see General Instruction A.2. below):

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.**

Douglas Emmett, Inc. (the Company ) is filing herewith the opinion of Venable LLP as an exhibit to its Registration Statement on Form S-3 (Registration No. 333-219731) (the Registration Statement ) in connection with the resale from time to time of shares of common stock, \$0.01 par value per share, of the Company issuable upon redemption of units representing common limited partnership interests in Douglas Emmett Properties, LP by the selling stockholders identified in the prospectus supplement dated February 16, 2018 to the prospectus dated August 4, 2017 (collectively, the Prospectus ) forming part of the Registration Statement. Such resale will be made under the Registration Statement and the Prospectus.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 5.1 Opinion of Venable LLP.
- 23.1 Consent of Venable LLP (included in Exhibit 5.1 above).

**SIGNATURES**

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.

DOUGLAS EMMETT, INC.

Dated: February 16, 2018

By: */s/ MONA M. GISLER*  
Mona M. Gisler  
Chief Financial Officer