

---

## Section 1: 8-K (FORM 8-K)

---

---

**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 20, 2017**

---

**Douglas  
Emmett**

**Douglas Emmett, Inc.**  
(Exact name of registrant as specified in its charter)

---

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

**1-33106**  
Commission  
file number

**20-3073047**  
(I.R.S. Employer  
identification No.)

**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.**

On November 20, 2017, Douglas Emmett, Inc. (the “Company”) entered into a supplement to its equity distribution agreement dated August 4, 2017 (as supplemented, the “equity distribution agreement”) with Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC (collectively, the “Agents”) relating to the offer and sale of shares of the Company’s common stock, par value \$0.01 per share, to replenish shares previously sold under the equity distribution agreement. Accordingly, the Company will have the ability, from time to time in accordance with the terms of the equity distribution agreement, to offer and sell additional shares of common stock having an aggregate offering price of up to \$400,000,000 (the “Shares”) through the Agents as sales agents, or directly to the Agents acting as principal.

Any Shares which the Company determines to issue in the future under the equity distribution agreement will be issued pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333-219731) filed with the Securities and Exchange Commission (“SEC”) on August 4, 2017 and a new Prospectus Supplement filed with the SEC on November 21, 2017.

The Company is not currently offering any of the Shares and this Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any security nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Other than as described above, the disclosures and descriptions set forth in the Current Report on Form 8-K filed August 7, 2017 continue to apply to the offering contemplated by the equity distribution agreement and the November 20, 2017 Prospectus Supplement.

The description of the supplement to the original equity distribution agreement does not purport to be complete and is qualified in its entirety by reference to the agreement filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

(d) Exhibits.

- 1.1 [Supplement No. 1 to Equity Distribution Agreement, dated November 20, 2017, by and among Douglas Emmett, Inc., Douglas Emmett Management, Inc., Douglas Emmett Properties, LP, Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC](#)
- 5.1 [Opinion of Venable LLP regarding the legality of the shares offered](#)
- 23.1 [Consent of Venable LLP \(included in Exhibit 5.1\)](#)

---

## 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: November 21, 2017

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

[\(Back To Top\)](#)

## Section 2: EX-1.1 (EX-1.1)

Exhibit 1.1

DOUGLAS EMMETT, INC.

SUPPLEMENT NO. 1

TO

EQUITY DISTRIBUTION AGREEMENT

November 20, 2017

Wells Fargo Securities, LLC  
375 Park Avenue  
New York, New York 10152

Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
One Bryant Park  
New York, New York 10036

J.P. Morgan Securities LLC  
383 Madison Avenue  
40th Floor  
New York, NY 10179

Ladies and Gentlemen:

Reference is made to the Equity Distribution Agreement, dated August 4, 2017 (the "Equity Distribution Agreement"), among Douglas Emmett, Inc., a Maryland corporation (the "Company"), Douglas Emmett Management, Inc., a Delaware corporation ("DEM") and Douglas Emmett Properties, LP, a Delaware limited partnership (the "Operating Partnership" and, collectively with the Company and DEM, the "Transaction Entities") and the managers signatory thereto (the "Managers"), pursuant to which the Company agreed to sell through or to the Managers, as sales agents, shares of common stock of the Company, \$0.01 par value per share ("Common Stock"), having an aggregate gross sales price of up to \$400,000,000. All capitalized terms used in this Supplement No. 1 to the Equity Distribution Agreement among the Transaction Entities and the Managers (this "Supplement") and not otherwise defined shall have the respective meanings assigned to them in the Equity Distribution Agreement. The Transaction Entities and the Managers agree as follows:

A. Amendments to Equity Distribution Agreement. The Equity Distribution Agreement is amended as follows:

1. The first sentence of the first paragraph of Section 1 of the Equity Distribution Agreement is amended to read as follows:

"The Company proposes to issue and sell through or to the Managers, as sales agents, shares of common stock of the Company, \$0.01 par value per share ("Common Stock").

---

having an aggregate gross sales price of up to \$400.0 million (the “Shares”), from time to time during the term of this Agreement and on the terms set forth in Section 3 of this Agreement. Such amount of Shares available for issue and sale pursuant to the Equity Distribution Agreement are in addition to the \$249,996,591 of Common Stock sold by the Company prior to September 30, 2017 under the Prospectus Supplement filed by the Company on August 4, 2017.”

2. This “Agreement” shall mean the Equity Distribution Agreement, dated August 4, 2017, by and among the Transaction Entities and the Managers, as amended by Supplement No. 1 to Equity Distribution Agreement, dated November 20, 2017, by and among the Transaction Entities and the Managers (“Supplement No. 1”).
3. The definition of “Execution Time” is amended to read as follows:  
“Execution Time” shall mean the date and time that Supplement No. 1 is executed and delivered by and among the Transaction Entities and the Managers.

B. No Other Amendments. Except as set forth in Part A above, all the terms and provisions of the Equity Distribution Agreement shall continue in full force and effect.

C. Applicable Law. This Supplement and any claim, controversy or dispute arising under or related to this Supplement will be governed by and construed in accordance with the laws of the State of New York applicable to contracts made and to be performed within the State of New York.

D. Counterparts. This Supplement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed Supplement by one party to the other may be made by facsimile or email transmission.

[Remainder of page intentionally left blank]

---

If the foregoing correctly sets forth the understanding among the parties hereto, please so indicate in the space provided below for that purpose, whereupon this Supplement shall constitute a binding agreement among the parties hereto.

Very truly yours,

DOUGLAS EMMETT, INC.

By: /s/ Mona M. Gisler

Name: Mona M. Gisler

Title: Chief Financial Officer

DOUGLAS EMMETT MANAGEMENT, INC.

By: /s/ Mona M. Gisler

Name: Mona M. Gisler

Title: Chief Financial Officer

DOUGLAS EMMETT PROPERTIES, LP

By: Douglas Emmett Management, Inc.,  
its Managing General Partner

By: /s/ Mona M. Gisler

Name: Mona M. Gisler

Title: Chief Financial Officer

*[Signature page to Supplement No. 1 to the Equity Distribution Agreement]*

---

ACCEPTED as of the date  
first above written

WELLS FARGO SECURITIES, LLC

By: /s/ Elizabeth Alvarez  
Name: Elizabeth Alvarez  
Title: Managing Director

MERRILL LYNCH, PIERCE, FENNER & SMITH  
INCORPORATED

By: /s/ Evan Ladouceur  
Name: Evan Ladouceur  
Title: Managing Director

J.P. MORGAN SECURITIES LLC

By: /s/ Adam Rosenbluth  
Name: Adam Rosenbluth  
Title: Executive Director

*[Signature page to Supplement No. 1 to the Equity Distribution Agreement]*

[\(Back To Top\)](#)

## Section 3: EX-5.1 (EX-5.1)

**Exhibit 5.1**

[LETTERHEAD OF VENABLE LLP]

November 20, 2017

Douglas Emmett, Inc.  
808 Wilshire Boulevard  
Suite 200  
Santa Monica, California 90401

Re: Registration Statement on Form S-3  
Commission File No 333-219731

Ladies and Gentlemen:

We have served as Maryland counsel to Douglas Emmett, Inc., a Maryland corporation (the “Company”), in connection with certain matters of Maryland law arising out of the sale and issuance by the Company from time to time of shares (the “Shares”) of the Company’s common stock, \$0.01 par value per share (the “Common Stock”), having an aggregate offering price of up to \$400,000,000, covered by the above-referenced Registration Statement on Form S-3, and all amendments thereto (the “Registration Statement”), filed by Company with the United States Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to a Prospectus Supplement, dated August 4, 2017 (the “Prospectus Supplement”).

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the “Documents”):

1. The Registration Statement and the related form of prospectus included therein, in the form filed with the Commission under the Securities Act;
2. The Prospectus Supplement, substantially in the form to be filed with the Commission pursuant to Rule 424(b)(5) of the General Rules and Regulations promulgated under the Securities Act;
3. The charter of the Company (the “Charter”), certified by the State Department of Assessments and Taxation of Maryland (the “SDAT”);
4. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;
5. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;

6. Resolutions (the "Resolutions") adopted by the Board of Directors of the Company (the "Board"), and a duly authorized committee thereof, relating to, among other things, the registration, issuance and sale of the Shares, certified as of the date hereof by an officer of the Company;

7. The Equity Distribution Agreement, dated as of August 4, 2017, as amended by the Supplement No. 1 to Equity Distribution Agreement, dated November 20, 2017 (as amended, the "Distribution Agreement"), among the Company, Douglas Emmett Management, Inc., a Delaware corporation, Douglas Emmett Properties, LP, a Delaware limited partnership, and Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities Inc.;

8. A certificate executed by an officer of the Company, dated as of the date hereof; and

9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. Upon the issuance of any Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter.

6. None of the Shares will be issued in violation of the restrictions on ownership and transfer set forth in Article VI of the Charter.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and validly existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares has been duly authorized and, when and if issued and delivered against payment therefor in accordance with the Resolutions, the Distribution Agreement, the Registration Statement, the Prospectus Supplement and any other resolutions adopted by the Board, or any duly authorized committee thereof, relating to the number of Shares and the offering price of each Share, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of any federal or state securities laws, including the securities laws of the State of Maryland. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Current Report and the said incorporation by reference and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Venable LLP

[\(Back To Top\)](#)