

AMERICAN CAMPUS COMMUNITIES INC

Form S-11MEF

June 28, 2005

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As filed with the Securities and Exchange Commission on June 28, 2005

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**

American Campus Communities, Inc.

(Exact Name of Registrant as Specified in Its Governing Instruments)

805 Las Cimas Parkway, Suite 400
Austin, TX 78746
(512) 732-1000

(Address, Including Zip Code and Telephone Number, Including Area Code,
of Registrant's Principal Executive Offices)

William C. Bayless, Jr.
President and Chief Executive Officer
805 Las Cimas Parkway, Suite 400
Austin, TX 78746
(512) 732-1000

(Name, Address, Including Zip Code and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Bryan L. Goolsby
Toni Weinstein
Locke Liddell & Sapp LLP
2200 Ross Avenue, Suite 2200
Dallas, TX 75201
Telephone: (214) 740-8000
Facsimile: (214) 740-8800

Edward F. Petrosky
J. Gerard Cummins
Sidley Austin Brown & Wood LLP
787 Seventh Avenue
New York, NY 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599

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. Registration No. 333-125549

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 | Amount To Be Registered | Proposed Maximum Aggregate Offering Price (1) | Amount of Registration Fee |
|--|-------------------------|---|----------------------------|
| Common Stock, par value \$.01 per share | 665,000 | \$ 14,962,500 | \$ 1,762 |

(1) Estimated pursuant to Rule 457(a) of the Securities Act of 1933, as amended. Includes shares that the underwriters have the option to purchase from us to cover over-allotments, if any.

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EXPLANATORY NOTE

This registration statement is being filed pursuant to Rule 462(b) and General Instruction G of Form S-11, both as promulgated under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and the required opinion and consents. The contents of the Registration Statement on Form S-11 (Registration No. 333-125549), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission on June 28, 2005, are incorporated by reference in this registration statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that the registrant 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 Austin, State of Texas, on this 28th day of June 2005.

AMERICAN CAMPUS COMMUNITIES, INC.

By: /s/ William C. Bayless, Jr.
 William C. Bayless, Jr.
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|---------------|
| <u>/s/ William C. Bayless, Jr.</u> William C. Bayless, Jr. | President and Chief Executive Officer (Principal Executive Officer) | June 28, 2005 |
| <u>/s/ Brian B. Nickel</u> Brian B. Nickel | Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer) | June 28, 2005 |
| <u>/s/ Jonathan Graf</u> Jonathan Graf | Senior Vice President, Chief Accounting Officer and Treasurer (Principal Accounting Officer) | June 28, 2005 |
| <u> *</u> R.D. Burck | Chairman of the Board of Directors | June 28, 2005 |
| <u> *</u> G. Steven Dawson | Director | June 28, 2005 |
| <u> *</u> Cydney Donnell | Director | June 28, 2005 |
| <u> *</u> Edward Lowenthal | Director | June 28, 2005 |
| <u> *</u> Scott H. Rechler | Director | June 28, 2005 |
| <u> *</u> Winston W. Walker | Director | June 28, 2005 |

By: /s/ William C. Bayless, Jr.
William C. Bayless, Jr.
Attorney-in-Fact

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EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 5.1 | Opinion of Locke Liddell & Sapp LLP with respect to the legality of the securities being registered |
| 23.1 | Consent of Ernst & Young LLP |
| 23.2 | Consent of Locke Liddell & Sapp LLP (included in Exhibit 5.1) |
| 24.1 | Powers of Attorney (included on the signature page to the registrant's Registration Statement on Form S-11 (Registration No. 333-125549) as filed with the Securities and Exchange Commission on June 6, 2005 and declared effective on June 28, 2005) |