Douglas Emmett Inc Form 8-K February 20, 2014

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 18, 2014

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

Maryland (State or other jurisdiction of incorporation) 001-33106 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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02(e) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 18, 2014, the Board of Directors of Douglas Emmett, Inc. approved an amendment to the Douglas Emmett, Inc. 2006 Omnibus Stock Incentive Plan to allow more flexibility in the method of exercise of options, including net exercises and cash settlements, provided that the Compensation Committee of the Board deems it advisable in the individual case.

Item 9.01 Financial Statements and Exhibits.

None

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.

Dated: February 20, 2014

DOUGLAS EMMETT, INC. By: /s/ THEODORE E. GUTH Theodore E. Guth Chief Financial Officer