

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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Opinion/Consent of Locke Liddell & Sapp LLP

Consent of Ernst & Young LLP

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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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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 28<sup>th</sup> 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**

<b>Exhibit Number</b>	<b>Description</b>
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)