

GMH Communities Trust
Form S-11MEF
September 28, 2005

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As filed with the U.S. Securities and Exchange Commission, via EDGAR, on September 28, 2005

Sec Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM S-11
FOR REGISTRATION
UNDER
THE SECURITIES ACT OF 1933
OF CERTAIN REAL ESTATE COMPANIES**

GMH Communities Trust

(Exact name of registrant as specified in its governing instruments)

**10 Campus Boulevard, Newtown Square, Pennsylvania 19073
(610) 355-8000**

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Joseph M. Macchione, Esquire

Senior Vice President and General Counsel

**10 Campus Boulevard, Newtown Square, Pennsylvania 19073
(610) 355-8000**

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

with copies to:

**Justin W. Chairman, Esquire
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, Pennsylvania 19103-2921
(215) 963-5000
(215) 963-5001 (facsimile)**

**Daniel M. LeBey, Esquire
S. Gregory Cope, Esquire
Hunton & Williams LLP
Riverfront Plaza, East Tower
951 E. Byrd Street
Richmond, Virginia 23219-4074
(804) 788-8200
(804) 788-8218 (facsimile)**

**Approximate date of commencement of the 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 for the same offering: 333-128081.

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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 of Registration Fee | Proposed Maximum Aggregate Offering Price(1) |
|---|----------------------------|--|
| Common Shares of Beneficial Interest, \$0.001 par value | \$17,738,750 | \$2,088 |

(1) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(o) under the Securities Act of 1933.

Incorporation By Reference of Registration Statement on Form S-11, File No. 333-128081.

GMH Communities Trust (the "Registrant") hereby incorporates by reference into this Registration Statement on Form S-11 in its entirety the Registration Statement on Form S-11, as amended (File No. 333-128081), filed with the Securities and Exchange Commission, and declared effective on September 28, 2005, by the Securities and Exchange Commission, including each of the documents filed by the Registrant with the Securities and Exchange Commission and incorporated or deemed to be incorporated by reference therein.

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

All exhibits filed with or incorporated by reference in Registration Statement No. 333-128081 are incorporated by reference into, and shall be deemed a part of this Registration Statement, except the following which are filed herewith.

| Exhibit Number | Description |
|---------------------------|---|
| 23.1 | Consent of Ernst & Young LLP (Philadelphia office). |
| 23.2 | Consent of Ernst & Young LLP (Houston office). |
| 23.3 | Consent of Mantas, Ohlinger, McGary & Quinn, P.C. |
| 24.1 | Power of Attorney (Exhibit 24.1).(1) |

(1) Except as set forth herein, included on signature pages to Registration Statement on Form S-11 (File No. 333-128081) filed with the Securities and Exchange Commission and declared effective on September 28, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 pursuant to Rule 462(b) and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Newtown Square, Pennsylvania, on the 28th day of September, 2005.

GMH COMMUNITIES Trust

By: /s/ BRUCE F. ROBINSON

Bruce F. Robinson
President of Military Housing Business

Pursuant to the requirements of the Securities Act of 1933, as amended, and, pursuant to Rule 462(b), this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|--------------------|
| * <hr/> | President, Chief Executive Officer and Chairman of our Board of Trustees (Principal Executive Officer) | September 28, 2005 |
| Gary M. Holloway, Sr. | | |
| <u> /s/ BRUCE F. ROBINSON </u> | President of Military Housing Business and Trustee | September 28, 2005 |
| Bruce F. Robinson | | |
| * <hr/> | Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | September 28, 2005 |
| Bradley W. Harris | | |
| * <hr/> | Trustee | September 28, 2005 |
| Frederick F. Buchholz | | |
| * <hr/> | Trustee | September 28, 2005 |
| RADM James W. Eastwood | | |
| * <hr/> | Trustee | September 28, 2005 |
| Michael D. Fascitelli | | |

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Trustee September 28, 2005
Steven J. Kessler

*

Trustee September 28, 2005
Denis J. Nayden

*

Trustee September 28, 2005
Dennis J. O'Leary

*

Trustee September 28, 2005
Richard A. Silfen

*By: /s/ BRUCE F. ROBINSON

Bruce F. Robinson
Attorney-in-Fact

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SIGNATURES