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LUMINENT MORTGAGE CAPITAL INC
Form S-11MEF
March 30, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 30, 2004
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 SECURITIES OF CERTAIN REAL ESTATE COMPANIES

LUMINENT MORTGAGE CAPITAL, INC.
(Exact name of registrant as specified in its governing instruments)

MARYLAND 06-1694835
(State of other jurisdiction of incorporation (I.R.S. Employer Identification
or organization) No.)

909 MONTGOMERY STREET, SUITE 500
SAN FRANCISCO, CALIFORNIA 94133
(415) 486-2110
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

ALBERT J. GUTIERREZ, CFA
PRESIDENT
LUMINENT MORTGAGE CAPITAL, INC.
909 MONTGOMERY STREET, SUITE 500
SAN FRANCISCO, CALIFORNIA 94133
(415) 486-2110

COPIES TO:

PETER T. HEALY, ESQ. DHIYA EL-SADEN, ESQ.
O'MELVENY & MYERS LLP GIBSON, DUNN & CRUTCHER LLP
275 BATTERY STREET, SUITE 2600 333 SOUTH GRAND AVE.
SAN FRANCISCO, CALIFORNIA 94111-3344 LOS ANGELES, CALIFORNIA 90071
(415) 984-8700 (213) 229-7000

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

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
AS SOON AS PRACTICABLE AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT.

If this Form is filed to register additional securities for an offering

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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. 333-113493

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, check the following box. _____

CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SHARES TO BE REGISTERED | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) |
|--|---|
| ----- | |
| Common Stock, par value \$0.001 per share..... | \$20,700,000 |

- (1) Represents the amount by which the maximum aggregate offering price of the registrant's public offering (\$193,200,000), including the shares potentially issuable upon exercise of the underwriters' over-allotment option, exceeds the maximum offering price previously registered (\$172,500,000) on Form S-11 (333-113493).
- (2) Calculated under Section 6(b) of the Securities Act of 1933, as amended, based upon a registration fee rate of \$126.70 per \$1.0 million of proposed maximum aggregate offering price.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

THE EXHIBIT INDEX BEGINS ON PAGE 4.

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INCORPORATION BY REFERENCE OF CONTENTS OF
EARLIER REGISTRATION STATEMENT (FILE NO. 333-113493)

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), by the Registrant solely to register additional common stock as part of the Registrant's public offering. Pursuant to General Instruction G of Form S-11, the contents of the Registration Statement on Form S-11 (File No. 333-113493) filed by Luminent Mortgage Capital, Inc. are hereby incorporated by reference in this Registration Statement.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

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ITEM 36. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Exhibits

All exhibits filed with or incorporated by reference in Registration Statement on Form S-11 (File No. 333-113493) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, except for exhibits 5.1, 8.1, 23.1, 23.2 and 23.3. The following exhibits are also filed herewith.

| EXHIBIT NUMBER | DESCRIPTION |
|----------------|---|
| | LEGAL OPINIONS |
| 5.1* | Opinion of Ballard Spahr Andrews & Ingersoll LLP as to legality of the securities |
| 8.1* | Opinion of O'Melveny & Myers LLP as to certain U.S. federal income tax matters |
| | CONSENTS AND POWERS OF ATTORNEY |
| 23.1* | Consent of Deloitte & Touche LLP, independent accountants |
| 23.2 | Consent of Ballard Spahr Andrews & Ingersoll LLP (included within Exhibit 5.1 hereto) |
| 23.3 | Consent of O'Melveny & Myers LLP (included within Exhibit 8.1 hereto) |

* Filed as a separate exhibit herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant, Luminent Mortgage Capital, Inc., certifies that it has reasonable grounds to believe that it 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 San Francisco, State of California, on this 30th day of March, 2004.

LUMINENT MORTGAGE CAPITAL, INC.
(registrant)

By: /s/ GAIL P. SENECA

Gail P. Seneca
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE

TITLE

DATE

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| | | |
|---|--|-------------|
| ----- /s/ GAIL P. SENECA ----- Gail P. Seneca | Chief Executive Officer, Chairman of the Board of Directors and Director (Principal Executive Officer) | March 30, 2 |
| /s/ CHRISTOPHER J. ZYDA ----- Christopher J. Zyda | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | March 30, 2 |
| ALBERT J. GUTIERREZ* ----- Albert J. Gutierrez | President and Director | March 30, 2 |
| BRUCE A. MILLER* ----- Bruce A. Miller | Director | March 30, 2 |
| JOHN MCMAHAN* ----- John McMahan | Director | March 30, 2 |
| ROBERT B. GOLDSTEIN* ----- Robert B. Goldstein | Director | March 30, 2 |
| DONALD H. PUTNAM* ----- Donald H. Putnam | Director | March 30, 2 |
| JOSEPH E. WHITTERS* ----- Joseph E. Whitters | Director | March 30, 2 |

*By: /s/ GAIL P. SENECA

Gail P. Seneca
Attorney-In-Fact

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