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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**POST-EFFECTIVE  
AMENDMENT NO. 2**

**TO**

**Form S-11**

**FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933  
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES**

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**Blackstone Real Estate Income Trust, Inc.**

(Exact Name of Registrant as Specified in Governing Instruments)

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345 Park Avenue  
New York, NY 10154  
(212) 583-5000

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

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**BX REIT Advisors LLC.**  
Judy Turchin  
345 Park Avenue  
New York, NY 10154  
(212) 583-5000

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

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*With copies to:*

**Andrew R. Keller**  
**Simpson Thacher & Bartlett LLP**  
425 Lexington Avenue  
New York, New York 10017  
(212) 455-3577

**Robert H. Bergdolt**  
**DLA Piper LLP (US)**  
4141 Parklake Avenue, Suite 300  
Raleigh, North Carolina 27612-2350  
Telephone: (919) 786-2000

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

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.

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.  Registration No. 333-213043

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company



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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-11 (No. 333-213043) is filed pursuant to Rule 462(d) solely to add certain exhibits not previously filed with respect to such Registration Statement.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 36. Financial Statements and Exhibits.**

(b) *Exhibits:* The following exhibit is filed as part of this Registration Statement.

<u>Exhibit Number</u>	<u>Description</u>
3.3	Articles of Amendment of Blackstone Real Estate Income Trust, Inc., dated October 17, 2016 (incorporated by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K, as filed by the Registrant with the Securities and Exchange Commission on October 19, 2016 (file number 333-213043))

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 amended Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on October 19, 2016.

**Blackstone Real Estate Income Trust, Inc.**

By: /s/ Frank Cohen  
Frank Cohen  
Chairman of the Board and Chief  
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Form S-11 Registration Statement has been signed by the following persons in the following capacities on October 19, 2016.

<u>Signature</u>	<u>Title</u>
<u>/s/ Frank Cohen</u> Frank Cohen	Chairman of the Board and Chief Executive Officer (principal executive officer)
<u>/s/ Paul D. Quinlan</u> Paul D. Quinlan	Chief Financial Officer and Treasurer (principal financial officer and principal accounting officer)
<u>*</u> A. J. Agarwal	Director
<u>*</u> Wesley LePatner	Director
<u>*</u> Raymond J. Beier	Independent Director
<u>*</u> Richard I. Gilchrist	Independent Director
<u>*</u> Field Griffith	Independent Director
<u>*</u> Edward Lewis	Independent Director

\*BY: /s/ Frank Cohen  
Frank Cohen  
Attorney-in-fact

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**Exhibit Index**

**Exhibit  
Number**

**Description**

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