

**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 11, 2021**

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

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**000-55931**  
(Commission  
File Number)

**81-0696966**  
(IRS. Employer  
Identification No.)

**345 Park Avenue**  
**New York, New York 10154**  
(Address of Principal Executive Offices) (Zip Code)

**Registrant's telephone number, including area code:**  
**(212) 583-5000**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act: None

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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**Item 3.02. Unregistered Sale of Equity Securities**

On February 11, 2021, Blackstone Real Estate Income Trust, Inc. (the “Company”) sold unregistered Class I shares of common stock to feeder vehicles primarily created to hold the Company’s Class I shares, which in turn offer interests in themselves to non-U.S. persons. The offer and sale of these Class I shares was exempt from the registration provisions of the Securities Act of 1933, as amended, by virtue of Section 4(a)(2) and Regulation S thereunder. The following table details the shares sold to such feeder vehicles:

<u>Date of Unregistered Sale</u>	<u>Amount of Class I Common Shares Issued to Feeder Vehicles</u>	<u>Consideration</u>
February 11, 2021	15,427,318	\$ 179,970,462

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**SIGNATURE**

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 hereunto duly authorized.

BLACKSTONE REAL ESTATE INCOME TRUST, INC.

Date: February 17, 2021

By: /s/ Leon Volchyok  
Name: Leon Volchyok  
Title: Chief Legal Officer, Chief Compliance Officer and Secretary