

CRESCENT REAL ESTATE EQUITIES CO

Form S-8 POS

August 03, 2007

As filed with the Securities and Exchange Commission on August 3, 2007

**Registration Statement No. 333-3454**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Post-Effective Amendment No. 2 to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**CRESCENT REAL ESTATE EQUITIES COMPANY  
(Exact name of Registrant as Specified in Its Charter)**

**Texas  
(State or Other Jurisdiction  
of Incorporation or Organization)**

**52-1862813  
(I.R.S. Employer Identification No.)**

**c/o Morgan Stanley  
1585 Broadway  
New York, New York 10036  
(212) 761-4000**

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

**1995 Crescent Real Estate Equities, Inc. Stock Incentive Plan  
(Full Title of the Plan)**

**Morgan Stanley  
1585 Broadway  
New York, New York 10036  
Attention: Barbara L. Burns  
(212) 762-4744**

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

***Copy to:*  
Gilbert G. Menna, Esq.  
John T. Haggerty, Esq.  
Goodwin Procter LLP  
Exchange Place  
53 State Street  
Boston, MA  
(617) 570-1000**

**TERMINATION OF REGISTRATION**

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-8 (Registration No. 333-3454) of Crescent Real Estate Equities Company ( Crescent ).

On August 3, 2007, pursuant to the terms of an Agreement and Plan of Merger, by and among Crescent, Crescent Real Estate Equities Limited Partnership (the Operating Partnership ), Moon Acquisition Holdings LLC ( Parent ), Moon Acquisition LLC ( REIT Merger Sub ) and Moon Acquisition Limited Partnership ( Partnership Merger Sub ), dated as of May 22, 2007, Crescent merged with and into REIT Merger Sub, with REIT Merger Sub as the surviving entity (the REIT Merger ). Parent, REIT Merger Sub and Partnership Merger Sub are affiliates of Morgan Stanley Real Estate.

In connection with the REIT Merger, Crescent hereby removes from registration all of its securities registered pursuant to this Registration Statement that remain unissued.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the 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 this third day of August 2007.

MOON ACQUISITION LLC (as surviving entity of its merger with Crescent Real Estate Equities Company)

By: /s/ Michael J. Franco  
Michael J. Franco  
Principal 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.

<b>NAME</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Michael J. Franco Michael J. Franco	Principal Executive Officer of Moon Acquisition LLC and Principal Executive Officer of Moon Acquisition Holdings LLC, in its capacity as manager of Moon Acquisition LLC	August 3, 2007
/s/ John B. Kessler John B. Kessler	Principal Financial Officer	August 3, 2007
/s/ R. Gregory Fox R. Gregory Fox	Principal Accounting Officer	August 3, 2007