

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

**Post-Effective Amendment No. 28 to**  
**Form S-11**

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

**J.P. Morgan Real Estate Income Trust, Inc.**

(Exact Name of Registrant as Specified in its Governing Instruments)

277 Park Avenue, 9th Floor  
New York, NY 10172  
(212) 270-6000

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

**J.P. Morgan Investment Management Inc.**

Chad Tredway  
383 Madison Avenue  
New York, NY 10179  
(212) 270-6000

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

*With copies to:*

**Jason W. Goode**  
**Alston & Bird LLP**  
1201 West Peachtree Street  
Atlanta, GA 30309-3424  
(404) 881-7000

**Evan W. Hudson**  
**Alston & Bird LLP**  
90 Park Avenue  
New York, NY 10016-1387  
(212) 210-9400

**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.  333-265588

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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 28 to the Registration Statement on Form S-11 (No. 333-265588) is filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended, solely to add 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.
- 10.1 [Third Amended and Restated Advisory Agreement by and among J.P. Morgan Real Estate Income Trust, Inc., J.P. Morgan REIT Operating Partnership, L.P. and J.P. Morgan Investment Management Inc., dated December 12, 2024 \(filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed December 13, 2024 and incorporated herein by reference\).](#)
  - 23.1\* [Consent of Independent Valuation Advisor](#)

\* Filed herewith.

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**Signatures**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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, in the State of New York, on December 16, 2024.

**J.P. Morgan Real Estate Income Trust, Inc.**

By: /s/ Lawrence A. Goodfield, Jr.

Lawrence A. Goodfield, Jr.  
Chief Financial Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, as amended, this amended Registration Statement has been signed by the following persons in the capacities and on the dates as indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Chad Tredway</u> Chad Tredway	Chief Executive Officer and Chairperson of the Board (Principal Executive Officer)	December 16, 2024
<u>/s/ Lawrence A. Goodfield, Jr.</u> Lawrence A. Goodfield, Jr.	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	December 16, 2024
<u>*</u> Randy A. Daniels	Director	December 16, 2024
<u>*</u> Justin M. Murphy	Director	December 16, 2024
<u>*</u> Yvonne D. Nelson	Director	December 16, 2024
<u>*</u> William L. Ramseyer	Director	December 16, 2024
*By: <u>/s/ Lawrence A. Goodfield, Jr.</u> Lawrence A. Goodfield, Jr.	Attorney-in-Fact	December 16, 2024

**CONSENT OF INDEPENDENT VALUATION ADVISOR**

We hereby consent to (1) the reference to our name (including under the heading “Experts”) and the description of our role in the valuation process of any properties of J.P. Morgan Real Estate Income Trust, Inc. (the “Company”) in the Company’s Registration Statement on Form S-11, the prospectus included therein (the “Prospectus”) and in any future amendments or supplements thereto, under the headings “Net Asset Value Calculation and Valuation Guidelines – Independent Valuation Advisor” and “Net Asset Value Calculation and Valuation Guidelines – Valuation of Properties”, and (2) the disclosure on page 3 of Supplement No. 12 to the Prospectus and in any future amendments or supplements thereto that the amount presented in the line item “Investments in real estate” represents the sum of the estimated values of the Company’s properties we have provided to the Company, as of the date presented.

/s/ SitusAMC Real Estate Valuation Services, LLC  
SitusAMC Real Estate Valuation Services, LLC  
West Des Moines, Iowa

December 16, 2024

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