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

Post-Effective Amendment No. 6 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)

390 Madison Avenue
New York, NY 10017
(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
270 Park Avenue
New York, NY 10017
(212) 270-6000

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

With copies to:

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

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. 333-288565

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. 6 to the Registration Statement on Form S-11 (No. 333-288565) 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.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 36. Financial Statements and Exhibits

(b) Exhibits.

- 10.1* [Amended and Restated Independent Director Compensation Policy](#)
- 23.1* [Consent of Independent Valuation Advisor](#)

* Filed herewith.

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 June 11, 2026.

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.

Name	Title	Date
<u>/s/ Chad Tredway</u> Chad Tredway	Chairperson of the Board and Chief Executive Officer (Principal Executive Officer)	June 11, 2026
<u>/s/ Lawrence A. Goodfield, Jr.</u> Lawrence A. Goodfield, Jr.	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	June 11, 2026
<u>*</u> Randy A. Daniels	Independent Director	June 11, 2026
<u>*</u> Justin M. Murphy	Independent Director	June 11, 2026
<u>*</u> Yvonne D. Nelson	Independent Director	June 11, 2026
<u>*</u> William L. Ramseyer	Independent Director	June 11, 2026
*By: <u>/s/ Lawrence A. Goodfield, Jr.</u> Lawrence A. Goodfield, Jr.	Attorney-in-Fact	June 11, 2026

J.P. MORGAN REAL ESTATE INCOME TRUST, INC.
AMENDED AND RESTATED
INDEPENDENT DIRECTOR COMPENSATION POLICY

Effective Date

On May 14, 2026, the Board of Directors (the “Board”) of J.P. Morgan Real Estate Income Trust, Inc. (the “Company”) adopted this Amended and Restated Independent Director Compensation Policy (the “Policy”), to be effective as of July 1, 2026. This policy supersedes in its entirety that policy approved by the Board on June 1, 2022. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the J.P. Morgan Real Estate Income Trust, Inc. Independent Director Restricted Stock Plan (the “Plan”).

Eligibility

This Policy shall apply to directors of the Company who meet the requirements set forth for an “independent director” in the Company’s Charter.

Compensation

The following shall remain in effect until changed by the Board (collectively, the “Compensation”):

Annual Retainer:	\$100,000
Audit Committee Chair Annual Retainer:	\$10,000

Stock Ownership Policy

Each Independent Director shall be required to own Shares in an amount equal to 2.5 times his or her annual cash retainer within five years of becoming a member of the Board.

Payment Timing and Form

Audit Committee Chair Annual Retainer. The Audit Committee Chair Annual Retainer shall be paid quarterly in cash in arrears, taking into account any required proration as described below, as soon as possible following the end of the calendar quarter to which the Compensation relates.

Annual Retainer. \$62,500 of the Annual Retainer shall be paid quarterly in cash (or, if so elected by the Independent Director as provided below, some or all of which may be paid in Shares) in arrears, taking into account any required proration as described below, as soon as possible following the end of the calendar quarter to which the Compensation relates (the “Unrestricted Annual Retainer”), and \$37,500 of the Annual Retainer shall be paid in the form of restricted Shares (“Restricted Stock”).

Annual Retainer Payment Election to Receive Additional Shares

- At the election of each Independent Director, the Unrestricted Annual Retainer for a given year (the “Plan Year”) may be payable all or in part by a grant on the same day that the Unrestricted Annual Retainer, if payable in cash, would be paid (the “Annual Retainer Stock Grant Date”) of a number of fully vested Shares determined by (A) dividing the amount of the Unrestricted Annual Retainer for which the Independent Director has elected to receive Shares, by the NAV per Share for the month immediately preceding the month in which the Annual Retainer Stock

Grant Date occurs, and (B) rounding to the nearest whole number.

- If an Independent Director desires to elect to receive some or all of his or her Unrestricted Annual Retainer in Shares, the Independent Director shall deliver a valid Election Form (substantially in the form attached hereto as Exhibit A) to the Secretary of the Company prior to the beginning of a Plan Year, which will be effective as of the first day of the Plan Year beginning after the Secretary receives the Independent Director's Election Form. The Election Form will be irrevocable for the coming Plan Year. However, prior to the commencement of the following Plan Year, the Independent Director may change his or her election for future Plan Years by executing and delivering a new Election Form. If an Independent Director fails to deliver a new Election Form prior to the commencement of the new Plan Year, his or her Election Form in effect during the previous Plan Year shall continue in effect during the new Plan Year. If no Election Form is filed or effective, the Unrestricted Annual Retainer shall be paid in cash.

Terms and Conditions of Restricted Stock

- Restricted Stock shall be granted subject to the terms and conditions of the Plan.
- The Restricted Stock shall be granted on the first business day following the Company's annual meeting of stockholders (even if quorum was not present) (the "Annual Meeting") (or, if the person becomes an Independent Director after the Annual Meeting of a given year, the first business day following the effective date on which the person becomes an Independent Director) (in either case, a "Restricted Stock Grant Date"). The number of shares of Restricted Stock granted shall be determined by (A) dividing \$37,500, taking into account any required proration as described below, by the NAV per Share for the month immediately preceding the month in which the Restricted Stock Grant Date occurs, and (B) rounding to the nearest whole number.
- If an Independent Director becomes an Independent Director after the Annual Meeting of a given year, then his or her Compensation shall be prorated based on the number of calendar quarters remaining for the Independent Director to serve on the Board during the twelve-month period following the date of the most recently held Annual Meeting.
- Unless and until provided otherwise by the Board, the Restricted Stock granted pursuant to this Policy shall vest and become non-forfeitable on the one-year anniversary of the Restricted Stock Grant Date, provided that the Independent Director is providing services to the Company as a director on such vesting date. Notwithstanding the foregoing vesting schedule, the shares of Restricted Stock shall become fully vested on the earlier occurrence of: (i) the termination of the Independent Director's service as a director of the Company due to his or her death or Disability; or (ii) a Change in Control. If the Independent Director's service as a director of the Company terminates other than as described in clause (i) of the foregoing sentence, then the Independent Director shall forfeit all of his or her right, title and interest in and to any unvested shares of Restricted Stock as of the date of such termination from the Board and such Restricted Stock shall be reconveyed to the Company without further consideration or any act or action by the Independent Director.

Exhibit A

Election as to Form of Payment of Unrestricted Annual Retainer

Capitalized terms used herein and not otherwise defined have the meanings assigned such terms in the J.P. Morgan Real Estate Income Trust, Inc. Independent Director Compensation Policy (the "Policy").

This constitutes my irrevocable written election under the Policy with respect to Unrestricted Annual Retainer to be earned for the Plan Year beginning _____ and concluding on _____ (the "20__ Plan Year"). I acknowledge that this Election Form is irrevocable for the 20__ Plan Year. However, prior to the commencement of any subsequent Plan Year, I may change my election for future Plan Years by executing and delivering a new Election Form indicating different choices. If I fail to deliver a new Election Form prior to the commencement of any subsequent Plan Year, I acknowledge and intend that this Election Form continue in effect during any subsequent Plan Year until I file a new Election Form.

UNRESTRICTED ANNUAL RETAINER

please check one, as applicable:

- I hereby elect to receive ____% of my Unrestricted Annual Retainer in the form of cash payments made quarterly in arrears during the applicable Plan Year.

- I hereby elect to receive ____% of my Unrestricted Annual Retainer in the form of shares of the Company's common stock, to be granted on the same day that the Annual Retainer would be paid.

Executed this ____ day of _____, 20__.

(Name)

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. 3 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

June 11, 2026
