
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form S-1

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

BankUnited, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6035
(Primary Standard Industrial
Classification Code Number)

27-0162450
(I.R.S. Employer
Identification Number)

**14817 Oak Lane
Miami Lakes, Florida 33016
(305) 569-2000**

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

**John A. Kanas
Chairman, President and Chief Executive Officer
BankUnited, Inc.
14817 Oak Lane
Miami Lakes, Florida 33016
(305) 569-2000**

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

Copies to:

Richard B. Aftanas, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000

Richard D. Truesdell, Jr., Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

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 (the "Securities Act"), 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-170203

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.

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 Securities Exchange Act of 1934. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered(1)	Proposed Maximum Aggregate Offering Price per Share(2)(3)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, par value \$0.01 per share	3,162,500	\$ 27	\$ 85,387,500	\$ 9,914

- (1) The registrant previously registered 30,187,500 shares of its Common Stock at an aggregate offering price not to exceed \$754,687,500 on Registration Statement on Form S-1 (File No. 333-170203), which registration statement was declared effective by the Securities and Exchange Commission on January 27, 2011. In accordance with Rule 462(b) promulgated under the Securities Act, and certain interpretations of the Securities and Exchange Commission with respect thereto, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under such registration statement is hereby registered.
- (2) Calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended.
- (3) Based on the initial public offering price per share.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-1 is being filed by BankUnited, Inc., a Delaware corporation (the “Company”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). The contents of the Company’s Registration Statement on Form S-1, as amended (File No. 333-170203), declared effective by the Securities and Exchange Commission on January 27, 2011, and all exhibits thereto, are incorporated by reference into this Registration Statement in their entirety and are deemed to be a part of this Registration Statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and financial statement schedules.

(a) Exhibits.

Exhibit Number	Exhibit Title
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of KPMG LLP
23.2	Consent of PricewaterhouseCoopers LLP
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
24.1*	Power of Attorney of directors and officers

*Previously on the signature page to the registrant's Registration Statement on Form S-1 (File No. 333-170203), which was originally filed with the Commission on October 28, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami Lakes, State of Florida, on January 27, 2011.

BANKUNITED, INC.

By:

/s/ John A. Kanas

Name: John A. Kanas

Title: Chairman, President and Chief
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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John A. Kanas</u> John A. Kanas	Chairman, President and Chief Executive Officer (Principal Executive Officer)	January 27, 2011
<u>/s Douglas J. Pauls</u> Douglas J. Pauls	Chief Financial Officer (Principal Financial and Accounting Officer)	January 27, 2011
<u>*</u> John Bohlsen	Vice Chairman, Chief Lending Officer and Director	January 27, 2011
<u>*</u> Chinh E. Chu	Director	January 27, 2011
<u>*</u> Ambassador Sue M. Cobb	Director	January 27, 2011
<u>*</u> Eugene F. DeMark	Director	January 27, 2011
<u>*</u> Richard S. LeFrak	Director	January 27, 2011
<u>*</u> Wilbur L. Ross, Jr.	Director	January 27, 2011
<u>*</u> Pierre Olivier Sarkozy	Director	January 27, 2011
<u>*</u> Lance N. West	Director	January 27, 2011

*By: /s/ John A. Kanas
Attorney-in-Fact

EXHIBIT INDEX

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Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036-6522

January 27, 2011

BankUnited, Inc.
14817 Oak Lane
Miami Lakes, Florida 33016

Re: BankUnited, Inc.
Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as special counsel to BankUnited, Inc., a Delaware corporation (the "Company"), in connection with the initial public offering of the Company's common stock, par value \$0.01 per share ("Common Stock"), by the Company and the selling stockholders (the "Selling Stockholders") named in Schedule I to the Underwriting Agreement (defined below) pursuant to a Registration Statement on Form S-1 (File No. 333-170203) of the Company, as filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), including Pre-Effective Amendments No. 1 through No. 5 thereto, and declared effective by the Commission on January 27, 2011 (such Registration Statement, as so amended, being hereinafter referred to as the "Registration Statement"). This opinion relates to 3,162,500 shares of Common Stock (the "Additional Shares") to be sold by the Selling Stockholders in such initial public offering pursuant to the registration statement to which this opinion pertains (the "462(b) Registration Statement").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the General Rules and Regulations under the Act.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (a) the Registration Statement; (b) the 462(b) Registration Statement; (c) the form of underwriting agreement (the

“Underwriting Agreement”) proposed to be entered into by and among Morgan Stanley & Co. Incorporated and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named in Schedule II thereto (the “Underwriters”), the Selling Stockholders and the Company filed as Exhibit 1.1 to the Registration Statement; (d) a specimen certificate evidencing the Common Stock in the form of Exhibit 4.1 to the Registration Statement; (e) the Certificate of Incorporation of the Company, as amended to date and currently in effect (the “Charter”); (f) the By-Laws of the Company, as amended to date and currently in effect (the “By-Laws”); (g) the form of the Amended and Restated Certificate of Incorporation (the “New Charter”) of the Company, to be in effect in connection with the consummation of the initial public offering (the “IPO”) of Common Stock of the Company and filed as an exhibit to the Registration Statement; (h) the form of Amended and Restated By-Laws of the Company (the “New By-Laws”), to be in effect in connection with the consummation of the IPO and filed as an exhibit to the Registration Statement; (i) certain resolutions of the Board of Directors of the Company relating to the reorganization transactions described in the Registration Statement pursuant to which the Additional Shares and other shares of Common Stock will be issued to the unitholders (including the Selling Stockholders) of BU Financial Holdings LLC, the sole stockholder of the Company, preceding the IPO, the adoption of the New Charter and the New By-Laws and related matters; and (j) certain resolutions of the sole stockholder of the Company relating to the New Charter. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinions set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Members of our firm are admitted to the bar in the State of New York, and we do not express any opinion with respect to the law of any jurisdiction other than Delaware corporate law (including, to the extent applicable, the Delaware constitution and judicial decisions) and we do not express any opinion as to the effect of any other laws on the opinions herein stated.

Based upon and subject to the foregoing, we are of the opinion that the issuance of the Additional Shares has been duly authorized and, when the reorganization transactions are consummated as contemplated by the Registration Statement, the Additional Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the 462(b) Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
BankUnited, Inc.:

In connection with the registration statement to be filed by BankUnited, Inc. and subsidiaries pursuant to Rule 462(b), we consent to the use of our report dated October 25, 2010, except for Note 22, as to which the date is January 10, 2011, with respect to the consolidated balance sheet of BankUnited, Inc. and subsidiaries as of December 31, 2009, and the related consolidated statements of income, stockholder's equity and comprehensive income, and cash flows for the period from April 28, 2009 (date of inception) through December 31, 2009, included herein and to the reference to our firm under the heading "Experts" in the prospectus.

/s/KPMG LLP

January 27, 2011
Miami, Florida
Certified Public Accountants

CONSENT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of BankUnited, Inc of our report dated October 27, 2010 relating to the consolidated financial statements of BankUnited FSB and its subsidiaries, which appears in BankUnited, Inc's Registration Statement on Form S-1, as amended (File No. 333-170203).

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Fort Lauderdale, Florida
January 27, 2011
