

KENNEDY WILSON INC
Form S-3/A
November 15, 2012
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As filed with the Securities and Exchange Commission on November 15, 2012

File No. 333-184752

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Kennedy-Wilson Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

26-0508760
(I.R.S. Employer
Identification No.)

9701 Wilshire Boulevard, Suite 700
Beverly Hills, California 90212
(310) 887-6400

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

AND

Kennedy-Wilson, Inc.

(Exact name of registrant as specified in its charter)

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Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

95-4364537

(I.R.S. Employer
Identification No.)

9701 Wilshire Boulevard, Suite 700
Beverly Hills, California 90212
(310) 887-6400

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

AND

The Other Registrants Named in the Table of Additional Registrants Below

Justin Enbody

Chief Financial Officer

Kennedy-Wilson Holdings, Inc.

Kennedy-Wilson, Inc.

9701 Wilshire Boulevard, Suite 700

Beverly Hills, California 90212

(310) 887-6400

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

Copies of all correspondence to:

Julian T.H. Kleindorfer

Latham & Watkins LLP

355 South Grand Avenue

Los Angeles, California 90071

(213) 485-1234

Fax: (213) 891-8763

(Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.)

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

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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.

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 Exchange Act. (Check one):

Large accelerated filer

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

Accelerated filer

Smaller reporting company

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Title of each class of securities to be registered	Proposed maximum aggregate offering price ⁽¹⁾	Amount of registration fee ⁽²⁾
Common Stock, \$0.0001 par value per share, of Kennedy-Wilson Holdings, Inc. ⁽³⁾⁽⁴⁾		
Preferred Stock, \$0.0001 par value per share, of Kennedy-Wilson Holdings, Inc. ⁽⁵⁾⁽⁶⁾		
Warrants ⁽⁷⁾		
Debt Securities of Kennedy-Wilson Holdings, Inc. ⁽⁸⁾		
Debt Securities of Kennedy-Wilson, Inc. ⁽⁸⁾		
Guarantees of Debt Securities of Kennedy-Wilson Holdings, Inc. and Kennedy-Wilson, Inc. ⁽⁹⁾⁽¹⁰⁾		
Total	\$350,000,000	\$47,740⁽¹¹⁾

- (1) Not specified as to each class of securities to be registered pursuant to General Instruction II.D of Form S-3. Securities registered hereunder may be sold separately or together with other securities registered hereby. Subject to Rule 462(b) under the Securities Act, in no event will the aggregate maximum offering price of the securities issued under this registration statement exceed \$350,000,000 or its equivalent in a foreign currency based on the exchange rate at the time of sale.
- (2) Calculated pursuant to Rule 457(o) the Securities Act.
- (3) Includes shares of common stock of Kennedy-Wilson Holdings, Inc., if any, issuable upon conversion of the debt securities of Kennedy-Wilson Holdings, Inc. registered hereby. Pursuant to Rule 457(i) under the Securities Act, no separate filing fee is payable for any such shares issuable upon conversion of such debt securities to the extent no additional consideration is to be received in connection with the exercise of the conversion privilege of such debt securities.
- (4) Includes shares of common stock of Kennedy-Wilson Holdings, Inc., if any, issuable upon exercise of the warrants registered hereby.
- (5) Includes shares of preferred stock of Kennedy-Wilson Holdings, Inc., if any, issuable upon conversion of the debt securities of Kennedy-Wilson Holdings, Inc. registered hereby. Pursuant to Rule 457(i) under the Securities Act, no separate filing fee is payable for any such shares issuable upon conversion of such debt securities to the extent no additional consideration is to be received in connection with the exercise of the conversion privilege of such debt securities.
- (6) Includes shares of preferred stock of Kennedy-Wilson Holdings, Inc., if any, issuable upon exercise of the warrants registered hereby.
- (7) Warrants exercisable for shares of common stock or preferred stock of Kennedy-Wilson Holdings, Inc.
- (8) Such debt securities may be senior, senior subordinated or subordinated.
- (9) Consists of (i) full and unconditional guarantees of debt securities of Kennedy-Wilson Holdings, Inc. by any one or more of Kennedy-Wilson, Inc. and/or the guarantor registrants listed on the Table of Additional Registrants below and (ii) full and unconditional guarantees of debt securities of Kennedy-Wilson, Inc. by Kennedy-Wilson Holdings, Inc. and by any one or more of the guarantor registrants listed on the Table of Additional Registrants below.
- (10) Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is payable for the guarantees.
- (11) Previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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(As Guarantors of the Debt Securities)

Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number	Address, Including Zip Code and Telephone Number, Including Area Code of Registrant's Principal Executive Offices
Kennedy-Wilson Properties, Ltd.	DE	95-4697159	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Property Services, Inc.	DE	95-4812579	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Property Services II, Inc.	DE	20-3693493	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Property Services III, L.P.	DE	26-1558520	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Property Equity, Inc.	DE	95-4812580	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Property Equity II, Inc.	DE	20-3812712	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Property Special Equity, Inc.	DE	95-4812583	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Property Special Equity II, Inc.	DE	20-3693618	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Property Special Equity III, LLC	DE	26-1558607	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
K-W Properties	CA	95-4492564	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Property Services III GP, LLC	DE	26-3806726	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400

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Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number	Address, Including Zip Code and Telephone Number, Including Area Code of Registrant's Principal Executive Offices
KW BASGF II Manager, LLC	DE	20-5523327	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Investors I, LLC	DE	27-3337920	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Investors II, LLC	DE	27-3788594	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Investors III, LLC	DE	27-4110400	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Manager I, LLC	DE	27-3337771	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Manager II, LLC	DE	27-3788479	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Manager III, LLC	DE	27-4110811	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Overseas Investments, Inc.	DE	20-2715619	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Fairways 340 Corp.	DE	20-4169707	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Richmond, LLC	DE	26-2852263	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
SG KW Venture I Manager LLC	DE	27-1366657	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Loan Partners I LLC	DE	27-1944476	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400

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KW Loan Partners II LLC	CA	27-2450209	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Summer House Manager, LLC	DE	27-2502491	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Montclair, LLC	DE	26-2942185	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Blossom Hill Manager, LLC	DE	26-3330309	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Serenade Manager, LLC	DE	27-3271987	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
K-W Santiago Inc.	CA	95-4704530	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Redmond Manager, LLC	DE	26-2773678	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Dillingham Ranch Aina LLC	DE	20-4635382	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
68-540 Farrington, LLC	DE	20-4879846	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Dillingham Aina LLC	DE	20-4788802	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Fund Management Group, LLC	CA	20-8342380	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson International	CA	95-3379144	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400

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Kennedy-Wilson Tech, Ltd.	CA	95-4725845	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWP Financial I	CA	95-4506679	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Auction Group Inc.	CA	26-0808460	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kenney-Wilson Properties, LTD.	IL	36-2709910	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Manager IV, LLC	DE	45-1836132	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Manager V, LLC	DE	45-2477455	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Ireland, LLC	DE	45-1840083	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Property Equity IV, LLC	DE	45-2147199	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Residential Group, Inc.	CA	45-2718656	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Fund IV Kohanaiki, LLC	DE	45-2718657	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Telstar Partners, LLC	DE	45-2718658	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Investors IV, LLC	DE	45-837186	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400

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KWF Investors V, LLC	DE	45-477357	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Meyers Research, LLC	DE	45-4723472	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Armacost, LLC	DE	45-2727561	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Santa Maria Land Partners Manager, LLC	DE	45-3630097	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Investment Adviser, LLC	DE	45-4320018	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Capital	CA	20-0315687	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Captowers Partners, LLC	DE	45-5023899	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Four Points, LLC	DE	45-5152394	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Loan Partners VII, LLC	DE	45-5153987	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Investors VII, LLC	DE	90-0845725	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Manager VII, LLC	DE	90-0846443	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400

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KW Residential Capital, LLC	DE	46-0678305	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Boise Plaza, LLC	DE	45-5471242	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Loan Partners VIII, LLC	DE	36-4735475	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW UR Investments 1, LLC	DE	45-4366281	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW UR Investments 2, LLC	DE	45-4366392	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Property Services IV, L.P.	DE	27-4787414	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Property Services IV GP, LLC	DE	27-4786391	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW/CV Third Pacific Manager, LLC	DE	46-0708946	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW EU Loan Partners II, LLC	DE	46-0961139	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Investors VIII, LLC	DE	46-0726774	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Manager VIII, LLC	DE	46-0726923	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW HP 11, LLC	DE	46-1072111	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400

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KW 1200 Main, LLC	DE	46-1064734	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Harrington LLC	DE	46-0995523	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KWF Manager IX, LLC	DE	46-1297551	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Sandpiper, LLC	DE	80-0855057	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Sandpiper Manager, LLC	DE	46-1082677	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 5200 Lankershim Manager, LLC	DE	46-0941753	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 5200 Lankershim, LLC	DE	90-0885624	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Lake Merritt Partners, LLC	DE	46-1127393	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW Lake Merritt, LLC	DE	61-1694610	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012A LLC	DE	46-1265534	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012B LLC	DE	46-1264104	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012C LLC	DE	46-1271047	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400

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KW 2012D LLC	DE	46-1265831	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012E LLC	DE	46-1266212	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012F LLC	DE	46-1271308	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012G LLC	DE	46-1271419	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012H LLC	DE	46-1271531	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012I LLC	DE	46-1271589	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012J LLC	DE	46-1271662	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012K LLC	DE	46-1278805	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012L LLC	DE	46-1278901	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012M LLC	DE	46-1279003	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012N LLC	DE	46-1279113	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012O LLC	DE	46-1279225	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400

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Charter KW 2012P LLC	DE	46-1288205	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012Q LLC	DE	46-1288281	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012R LLC	DE	46-1288508	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400
KW 2012S LLC	DE	46-1288647	9701 Wilshire Boulevard, Suite 700 Beverly Hills, California 90212 (310) 887-6400

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THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. THESE SECURITIES MAY NOT BE SOLD UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED NOVEMBER 15, 2012

Preliminary Prospectus

\$350,000,000

KENNEDY-WILSON HOLDINGS, INC.

KENNEDY-WILSON, INC.

Common Stock

Preferred Stock

Warrants

Debt Securities

Guarantees of Debt Securities

Kennedy-Wilson Holdings, Inc. (Kennedy-Wilson Holdings) may offer and sell, from time to time, in one or more offerings, in amounts, at prices and on terms determined at the time of any such offering, (i) shares of its common stock, (ii) shar