

Kennedy-Wilson Holdings, Inc.  
Form 8-K  
June 12, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**June 12, 2014**

**KENNEDY-WILSON HOLDINGS, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**

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

**001-33824**  
**(Commission File Number)**

**26-0508760**  
**(IRS Employer Identification No.)**

**9701 Wilshire Blvd., Suite 700 Beverly Hills,**

**California**  
**(Address of Principal Executive Offices)**

**90212**  
**(Zip Code)**

**(310) 887-6400**

**(Registrant's Telephone Number, Including Area Code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **ITEM 7.01. REGULATION FD DISCLOSURE**

On June 12, 2014, Kennedy Wilson Europe Real Estate plc ( KWE, LSE: KWE), issued a release announcing that it has received the independent shareholder vote required to approve the Central Park portfolio acquisition and the Opera portfolio acquisition (together, the Transactions ). KWE also announced that the banks that provided the existing property-level debt have provided their consent to the Transactions. A copy of the release is furnished herewith as Exhibit 99.1. Kennedy-Wilson Holdings, Inc. (the Company ) currently owns approximately 13.2% of the total issued share capital of KWE. A wholly-owned subsidiary of the Company incorporated in Jersey also serves as KWE s external manager pursuant to an investment management agreement.

The information in this report (including Exhibit 99.1) is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing.

## **ITEM 8.01. OTHER EVENTS**

On May 9, 2014, Kennedy-Wilson Holdings, Inc. (the Company, we, or us ) filed a Form 8-K regarding (i) the Company and its equity partners entering into a purchase agreement with KWE to sell to KWE a portfolio of 7 office and 6 retail properties located across Dublin, Ireland, with one in Cork, Ireland (the Opera Portfolio ) for a total purchase price of approximately 391.4 million, consisting of approximately 194.9 million of cash and approximately 196.5 million of assumed non-recourse debt secured by the Opera Portfolio; and (ii) a subsidiary of the Company entering into a purchase agreement with KWE to sell to KWE, its interests in a portfolio of properties located in Dublin, Ireland, comprising of 272 residential units, approximately 31,000 square feet of total commercial space and a partially completed residential development with permits for 166 residential units and 14,800 square feet of total commercial space ( Central Park Portfolio ) for a total purchase price of approximately 88.1 million, consisting of approximately 30.7 of cash and approximately 57.4 million of assumed non-recourse debt secured by the Central Park Portfolio.

These transactions are subject to various closing conditions, including KWE obtaining approval from its independent shareholders. On June 12, 2014, KWE announced that it had obtained approval from its independent shareholders. The banks that provided the existing property-level debt have also provided their consent to these transactions. The Company anticipates closing these transactions in the second quarter of 2014.

## **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

99.1 Kennedy Wilson Europe Real Estate plc RNS release dated June 12, 2014.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Kennedy-Wilson Holdings, Inc.**

Date: June 12, 2014

By: /s/ JUSTIN ENBODY  
Justin Enbody  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Kennedy Wilson Europe Real Estate plc RNS release dated June 12, 2014.