

KILROY REALTY CORP  
Form 8-K  
June 30, 2011

**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 27, 2011**

**KILROY REALTY CORPORATION**  
**KILROY REALTY, L.P.**

(Exact name of registrant as specified in its charter)

Maryland (Kilroy Realty Corporation)

001-12675 (Kilroy Realty Corporation)

95-4598246 (Kilroy Realty Corporation)

Delaware (Kilroy Realty, L.P.)

000-54005 (Kilroy Realty, L.P.)

95-4612685 (Kilroy Realty, L.P.)

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(State or other jurisdiction of

(Commission File Number)

(IRS Employer Identification No.)

incorporation)

12200 W. Olympic Boulevard, Suite 200,

Los Angeles, California  
(Address of principal executive offices)

90064  
(Zip Code)

Registrant's telephone number, including area code: (310) 481-8400

N/A

(Former name or former address, if changed since last report.)

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 (see General Instructions A.2.):

- .. 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 1.01 ENTRY INTO A MATERIAL AGREEMENT**

On June 27, 2011, Kilroy Realty, L.P. (the Operating Partnership ) and Kilroy Realty Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with J.P. Morgan Securities LLC ( J.P. Morgan ), Barclays Capital Inc. ( Barclays Capital ), Merrill Lynch, Pierce, Fenner & Smith Incorporated ( BofA Merrill Lynch ) and Wells Fargo Securities, LLC ( Wells Fargo Securities ).

Under the Underwriting Agreement, J.P. Morgan, Barclays Capital, BofA Merrill Lynch and Wells Fargo Securities agreed to serve as representatives of the several underwriters listed on Schedule A attached to the Underwriting Agreement in connection with the public offering by the Operating Partnership of \$325 million aggregate principal amount of the Operating Partnership's 4.800% Senior Notes due 2018. The notes will be fully and unconditionally guaranteed by the Company.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by the full text of the Underwriting Amendment, which is being filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

- 1.1 Underwriting Agreement, dated June 27, 2011, by and among Kilroy Realty, L.P., Kilroy Realty Corporation and J.P. Morgan Securities LLC, Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named on Schedule A thereto.

**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.

KILROY REALTY CORPORATION

By:

/s/ Heidi R. Roth  
Heidi R. Roth

*Senior Vice President and Controller*

Date: June 30, 2011

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.

KILROY REALTY, L.P.

By: KILROY REALTY CORPORATION,  
Its general partner

By:

/s/ Heidi R. Roth  
Heidi R. Roth

*Senior Vice President and Controller*

Date: June 30, 2011

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
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\* Filed herewith.