

Kennedy-Wilson Holdings, Inc.  
Form 8-K  
March 27, 2015

**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)**

**March 27, 2015**

**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)**  
**(310) 887-6400**

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

**(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 8.01. Other Events.**

On March 23, 2015, Kennedy-Wilson Holdings, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Deutsche Bank Securities Inc. (the Underwriter ), relating to the public offering of 7,500,000 newly issued shares of the Company s common stock pursuant to the Company s registration statement on Form S-3 (File No. 333-192059). Pursuant to the Underwriting Agreement, the Company also granted the Underwriter the option, exercisable for 30 days after the date of the Underwriting Agreement, to purchase up to 1,125,000 additional newly issued shares of the Company s common stock.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit

Number	Description
1.1	Underwriting Agreement, dated as of March 23, 2015, between Kennedy-Wilson Holdings, Inc. and Deutsche Bank Securities Inc.
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1)

**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: March 27, 2015

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