

Kennedy-Wilson Holdings, Inc.  
Form 8-K  
November 16, 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): November 10, 2011

**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.)

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**9701 Wilshire Blvd., Suite 700**

**Beverly Hills, California**  
(Address of principal executive offices)

**90212**  
(Zip Code)

**Registrant's telephone number, including area code: (310) 887-6400**

**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 8.01 OTHER EVENTS**

Kennedy-Wilson, Holdings, Inc. (the Company ) entered into an underwriting agreement dated November 10, 2011 (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein, to issue and sell 6,000,000 shares of the Company s common stock (the Shares ). All Shares were offered by the Company and were sold under the Company s registration statement on Form S-3 (File No. 333-174742), as supplemented by the prospectus supplement filed on November 10, 2011 with the Securities and Exchange Commission. The Company granted to the underwriters an option to purchase up to 900,000 shares of the Company s common stock to cover over-allotments. The Underwriting Agreement is attached hereto as Exhibit 1.1.

Attached hereto as Exhibit 5.1 is the opinion of Latham & Watkins LLP relating to the legality of the Shares.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

*(d) Exhibits*

- 1.1 Underwriting Agreement, dated November 10, 2011.
- 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.

By: /s/ FREEMAN A. LYLE  
Freeman A. Lyle  
Chief Financial Officer

Date: November 16, 2011