

Kennedy-Wilson Holdings, Inc.  
Form 8-K  
March 28, 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):

March 28, 2011

**KENNEDY-WILSON HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of

(Commission File Number)

(IRS Employer

incorporation)

9701 Wilshire Blvd., Suite 700 Beverly Hills, California 90212

Identification No.)

(Address of principal executive offices) (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 7.01 REGULATION FD DISCLOSURE**

On March 28, 2011, Kennedy-Wilson, Inc. (the Company), a wholly-owned subsidiary of Kennedy-Wilson Holdings, Inc., issued a press release announcing that it intends to offer \$200 million in aggregate principal amount of senior notes due 2019, subject to market and other conditions. The Company intends to use the net proceeds from the offering to repay in full outstanding borrowings under its unsecured revolving credit facility and certain unsecured loans and mortgage loans. The remaining proceeds will be used by the Company for general corporate purposes, including future acquisitions and investments. The notes will be unsecured and guaranteed by certain of the Company's subsidiaries. A copy of the press release is furnished as Exhibit 99.1 to this report.

The notes have not been registered under the Securities Act of 1933, as amended (the Securities Act), or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the notes in any state or foreign jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or foreign jurisdiction.

**ITEM 8.01 OTHER EVENTS**

During the first quarter of 2011, the Company and its joint ventures purchased multifamily real estate assets for an aggregate purchase price of approximately \$216 million, of which the Company invested approximately \$9.75 million or 15% of the total equity.

Additionally, in the first quarter of 2011, the Company entered into agreements to purchase 68 separate real estate assets at an aggregate purchase price of approximately \$1.6 billion. The Company is currently conducting its due diligence on the assets, and the agreements provide the Company with the right to terminate the agreements for any reason whatsoever prior to the expiration of the due diligence time period. The Company anticipates closing these acquisitions over a 3 to 10 month period. The Company's equity investment in these acquisitions has not yet been determined.

The Company also entered into an agreement to purchase an office building for a purchase price of approximately \$32 million. The Company has committed a non-refundable deposit on the investment. The Company's equity investment in this acquisition has not yet been determined.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

99.1 Press Release dated March 28, 2011 issued by Kennedy-Wilson, Inc.

The information included in this Current Report on Form 8-K (including the exhibit hereto) under this Item 7.01 is being furnished and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing. This Current Report on Form 8-K (including the exhibit hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

**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: March 28, 2011

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press Release dated March 28, 2011 issued by Kennedy-Wilson, Inc.