

Kennedy-Wilson Holdings, Inc.  
Form 8-K  
April 13, 2016

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)  
April 13, 2016

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.)

151 S. El Camino Blvd.,  
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

On April 13, 2016, Kennedy Wilson Europe Real Estate plc (“KWE,” LSE: KWE) announced a draw down under its Euro Medium Term Note Programme (the “Programme”) that it established in November 2015, with the issuance of €150 million aggregate principal amount of senior unsecured notes due 2025 (the “Notes”). The Notes will be consolidated and form a single series with the €400 million 3.25% notes due 2025 that KWE issued in November 2015. The transaction is currently expected to close on or around April 19, 2016.

The Notes will be issued at a yield of 3.039% and will mature on November 12, 2025. The Notes, along with KWE and the Programme, are rated BBB (outlook stable) by Standard & Poor’s. On or about the closing date, the Notes are expected to be listed on the official list of the London Stock Exchange and admitted to trading on its regulated market. The Notes will rank pari passu with KWE’s outstanding senior unsecured bonds.

Kennedy-Wilson Holdings, Inc. (the “Company”) currently owns approximately 20.27% 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 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.

The Notes are being sold only outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States or to United States persons (within the meaning of Regulation S under the Securities Act) absent registration or an applicable exemption from registration requirements. This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy the Notes, nor shall there be any offer, solicitation or sale of the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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**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: April 13, 2016

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