

Kennedy-Wilson Holdings, Inc.  
Form 8-K  
October 20, 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): October 20, 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)

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

90212  
(Zip Code)

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**

On October 14, 2011, KW UK Loan Partners, LLC, a wholly owned subsidiary of Kennedy-Wilson Holdings, Inc. ( KW ) entered into an agreement with The Governor and Company of the Bank of Ireland to acquire approximately £1.3 billion (\$2.1 billion) of loans secured by real estate located in the United Kingdom. At closing, the agreement is expected to be transferred to a structure that includes various subsidiaries and affiliates of KW and several institutional partners unaffiliated with KW. Affiliates of KW have posted £20 million (\$32 million) of deposits, nonrefundable in certain circumstances, in connection with the agreement. Although the transaction is expected to close on October 21, 2011, there can be no assurance that the transaction will close.

**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: October 20, 2011