

Kennedy-Wilson Holdings, Inc.  
Form 8-K  
December 09, 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):

December 5, 2011

**KENNEDY-WILSON HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction

(Commission

(IRS Employer

of incorporation)

File Number)

Identification No.)

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

(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 8.01 OTHER EVENTS**

On November 10, 2011, Kennedy-Wilson, Holdings, Inc. (the Company ) entered into an underwriting agreement (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 Initial Shares ). Pursuant to the Underwriting Agreement, the Company granted to the underwriters an option to purchase up to 900,000 shares of the Company s common stock (the Additional Shares and, together with the Initial Shares, the Shares ) to cover over-allotments. On November 30, 2011, the underwriters exercised their option with respect to all of the Additional Shares and such Additional Shares were issued and sold by the Company to the underwriters on December 5, 2011. 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.

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

**Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

Exhibit 5.1 Opinion of Latham & Watkins LLP.

Exhibit 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/ WILLIAM J. McMORROW  
William J. McMorrow  
Chief Executive Officer

Date: December 9, 2011

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).