

KITE REALTY GROUP TRUST  
Form 8-K  
March 09, 2012

**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 9, 2012**

**KITE REALTY GROUP TRUST**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**1-32268**  
(Commission  
File Number)

**11-3715772**  
(IRS Employer  
Identification Number)

**30 S. Meridian Street  
Suite 1100  
Indianapolis, IN**  
(Address of principal executive offices)

**46204**  
(Zip Code)

**(317) 577-5600**

(Registrant's telephone number, including area code)

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**Not applicable**

(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 Instruction A.2. below):

- 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))
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- 1.4 Equity Distribution Agreement, dated March 9, 2012, by and among the Company, the Operating Partnership and Raymond James & Associates, Inc.
- 1.5 Equity Distribution Agreement, dated March 9, 2012, by and among the Company, the Operating Partnership and Wells Fargo Securities, LLC
- 5.1 Opinion of Hogan Lovells US LLP regarding the legality of the Common Shares
- 23.1 Consent of Hogan Lovells US 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.

KITE REALTY GROUP TRUST

Date: March 9, 2012

By:

/s/ Daniel R. Sink

Daniel R. Sink

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
1.1	Equity Distribution Agreement, dated March 9, 2012, by and among the Company, the Operating Partnership and Citigroup Global Markets Inc.
1.2	Equity Distribution Agreement, dated March 9, 2012, by and among the Company, the Operating Partnership and Merrill Lynch, Pierce, Fenner & Smith Incorporated
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