

KITE REALTY GROUP TRUST  
Form 8-K  
May 12, 2008  
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): **May 6, 2008**

**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)

(Registrant's telephone number, including area code) **(317) 577-5600**

**Not applicable**

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(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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### **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

#### *Shareholder Approval of Employee Share Purchase Plan*

At the 2008 annual meeting of shareholders of Kite Realty Group Trust ( Kite ) held on May 6, 2008, the shareholders of Kite approved the Kite Realty Group Trust 2008 Employee Share Purchase Plan (the Plan ). The Plan had previously been approved by Kite s Board of Trustees (the Board ), subject to shareholder approval. The Plan s effective date is May 6, 2008.

The Plan is described in detail in Kite s definitive proxy statement (the Proxy Statement ) filed with the Securities and Exchange Commission on April 11, 2008 under the heading Proposal 3: Approval of the Kite Realty Group Trust 2008 Employee Share Purchase Plan Description of the Plan. This description of the Plan is qualified in its entirety by reference to the full text of the Plan, which is attached as Exhibit A to the Proxy Statement and filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

#### *Departure of Trustee*

On May 6, 2008, Eugene Golub notified Kite that he does not intend to stand for reelection to the Board when his current term expires at the 2009 annual meeting of shareholders and, while he has not yet determined the effective date, he intends to retire from the Board at some time prior to such annual meeting.

### **Item 9.01. Financial Statements and Exhibits.**

(d) The following exhibits are filed as part of this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description</u>
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10.1	Kite Realty Group Trust 2008 Employee Share Purchase Plan.
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SIGNATURES

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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.

Date: May 12, 2008

KITE REALTY GROUP TRUST

By: /s/ Daniel R. Sink

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Daniel R. Sink  
Executive Vice President,  
Chief Financial Officer  
and Treasurer

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EXHIBIT INDEX

Exhibit  
Number

Description

10.1

Kite Realty Group Trust 2008 Employee Share Purchase Plan.