

KITE REALTY GROUP TRUST  
Form 8-K  
May 15, 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): May 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)

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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 9, 2012, the Board of Trustees (the “Board”) of Kite Realty Group Trust (the “Company”) approved and adopted amendments (the “Amendments”) to the Company’s First Amended and Restated Bylaws, as amended (the “Bylaws”). Article III, Section 9 and Article IV, Section 6 of the Bylaws were amended to provide the Board and any committee thereof the flexibility to take action without a meeting if a unanimous consent setting forth the action is given by electronic transmission by each member of the Board or committee and is filed in paper or electronic form with the minutes of the Board or committee. The Amendments took effect on May 9, 2012.

The foregoing description of the Amendments is qualified in its entirety by reference to the full text of the Amendments, a copy of which is attached as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | First Amendment to the First Amended and Restated Bylaws of Kite Realty Group Trust |

SIGNATURE

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.

May 15, 2012

KITE REALTY GROUP TRUST

/s/ Daniel R. Sink

Daniel R. Sink

Executive Vice President and Chief Financial  
Officer

EXHIBIT INDEX

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