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Kennedy-Wilson Holdings, Inc.
Form 8-K
October 03, 2014

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 3, 2014

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.)

9701 Wilshire Blvd., Suite 700 Beverly Hills, California
(Address of Principal Executive Offices)

90212
(Zip Code)

(310) 887-6400
(Registrant's Telephone Number, Including Area Code)

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:

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

As previously announced, as part of a secondary offering of approximately 35 million ordinary shares (the “Offering”) of Kennedy Wilson Europe Real Estate plc (“KWE”), Kennedy-Wilson Holdings, Inc. (the “Company”) committed to acquire approximately 4.6 million ordinary shares in the Offering. On October 3, 2014, the pricing for the Offering was set at £10.06 per ordinary share. Given such pricing, the Company’s total commitment in the Offering is approximately £46.7 million (approximately \$75.6 million). Furthermore, as previously announced, certain employees of the Company in the United States and Europe, including certain executive officers of the Company, agreed to invest an aggregate of approximately 105,000 ordinary shares of KWE in the Offering. Given the final pricing of the Offering, the employees’ total commitment in the Offering is approximately £1.1 million (approximately \$1.7 million). The Offering will be conducted in two stages: (i) the firm placing period which is scheduled to close on or around October 8, 2014 (“Firm Placing”); and (ii) the open offer period which is scheduled to close on or around October 23, 2014 (“Open Offer”). It is currently contemplated, subject to certain conditions, that the Company will settle approximately £13.3 million of its total commitment (approximately \$21.6 million) at the conclusion of the Firm Placing and approximately £33.4 million of its total commitment (approximately \$54.0 million) at the conclusion of the Open Offer.

This Current Report on Form 8-K shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, including any securities of KWE.

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.

Date: October 3, 2014

By: /S/ JUSTIN ENBODY

Justin Enbody

Chief Financial Officer