

Kennedy-Wilson Holdings, Inc.  
Form 8-K  
February 27, 2017

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)  
February 27, 2017

KENNEDY-WILSON HOLDINGS, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

001-33824    26-0508760  
(Commission File Number)                          (IRS Employer Identification No.)

151 S. El Camino Drive                                  90212  
Beverly Hills, California  
(Address of Principal Executive Offices) (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 7.01. REGULATION FD

On February 27, 2017, Kennedy Wilson Europe Real Estate plc (“KWE,” LSE: KWE) issued a release with respect to its payment of the stock portion of the quarterly management fee due to KW Investment Management Ltd., its external manager and a wholly-owned subsidiary of Kennedy-Wilson Holdings, Inc. (the “Company”). A copy of the release is furnished herewith as Exhibit 99.1

The information in this report (including Exhibit 99.1) is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing.

ITEM 8.01. OTHER EVENTS

On February 27, 2017, the Company received a total of 194,937 ordinary shares from KWE that KWE purchased in the open market, as part payment of the quarterly management fee for the quarter ended December 31, 2016. After such transactions, the Company owns approximately 23.8% of the total issued share capital of KWE. A wholly-owned subsidiary of the Company incorporated in Jersey also serves as KWE’s external manager pursuant to an investment management agreement.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

Kennedy Wilson Europe Real Estate plc RNS release dated February 27, 2017.

99.1

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**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: February 27, 2017

By: /S/ JUSTIN ENBODY  
Justin Enbody  
Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number	Description
99.1	Kennedy Wilson Europe Real Estate plc RNS release dated February 27, 2017.