

Kennedy-Wilson Holdings, Inc.
Form S-4
June 19, 2018
[Table of Contents](#)

As filed with the Securities and Exchange Commission on June 18, 2018

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Kennedy-Wilson Holdings, Inc.

(Exact name of registrant as specified in its charter)

151 S El Camino Drive
Beverly Hills, California 90212

Delaware	6500	26-0508760	(310) 887-6400
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)	(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

AND

Kennedy-Wilson, Inc.

(Exact name of registrant as specified in its charter)

Delaware	6500	95-4364537	151 S El Camino Drive Beverly Hills, California 90212
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)	(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

AND

The Other Registrants Named in the Table of Additional Registrants Below

Justin Enbody

Chief Financial Officer

Kennedy-Wilson, Inc.

151 S El Camino Drive

Beverly Hills, California 90212

(310) 887-6400

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

Julian T.H. Kleindorfer

Latham & Watkins LLP

355 South Grand Avenue

Los Angeles, California 90071

(213) 485-1234

Fax: (213) 891-8763

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction: Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

	Amount to be Registered	Maximum Offering Price Per Note ⁽¹⁾	Maximum Aggregate Offering Price	Amount of Registration Fee
Title of Each Class of Securities to be Registered				
5.875% Senior Notes due 2024 of Kennedy-Wilson, Inc.	\$250,000,000	100% of principal amount	\$250,000,000	\$31,125
Warrant Guarantees of 5.875% Senior Notes due 2024 ⁽²⁾	N/A	N/A	N/A	\$0 ⁽³⁾

- (1) Estimated solely for the purpose of calculating the registration fee under Rule 457(f) of the Securities Act of 1933, as amended (the Securities Act).
- (2) Consists of guarantees of the 5.875% Senior Notes due 2024 of Kennedy-Wilson, Inc. by Kennedy-Wilson Holdings, Inc. and the additional guarantor registrants listed on the Table of Additional Registrants below.
- (3) Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is required for the guarantees.
The registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents**TABLE OF ADDITIONAL REGISTRANTS Additional Registrants (as Guarantors of 5.875% Senior Notes due 2024)**

Exact Name of Registrant as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number	Primary Standard Industrial Classification Code Number	Address, Including Zip Code and Telephone Number, Including Area Code of Registrant's Principal Executive Offices
Kennedy-Wilson Properties, Ltd.	DE	95-4697159	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Property Services, Inc.	DE	95-4812579	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Property Services II, Inc.	DE	20-3693493	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Property Services III, L.P.	DE	26-1558520	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Property Equity, Inc.	DE	95-4812580	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Property Equity II, Inc.	DE	20-3812712	6531	151 S. El Camino Drive

Beverly Hills, California
90212

(310) 887-6400

Kennedy-Wilson Property Special Equity, DE
Inc.

95-4812583 6531

151 S. El Camino Drive

Beverly Hills, California
90212

(310) 887-6400

Kennedy-Wilson Property Special Equity II, DE
Inc.

20-3693618 6531

151 S. El Camino Drive

Beverly Hills, California
90212

(310) 887-6400

Kennedy-Wilson Property Special Equity DE
III, LLC

26-1558607 6531

151 S. El Camino Drive

Beverly Hills, California
90212

(310) 887-6400

Table of Contents

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K-W Properties	CA	95-4492564	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Property Services III GP, LLC	DE	26-3806726	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW BASGF II Manager, LLC	DE	20-5523327	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KWF Investors I, LLC	DE	27-3337920	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KWF Investors III, LLC	DE	27-4110400	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KWF Manager I, LLC	DE	27-3337771	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400

KWF Manager II, LLC	DE	27-3788479	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KWF Manager III, LLC	DE	27-4110811	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Overseas Investments, Inc.	DE	20-2715619	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400

Table of Contents

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Fairways 340 Corp.	DE	20-4169707	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW-Richmond, LLC	DE	26-2852263	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
SG KW Venture I Manager LLC	DE	27-1366657	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW Loan Partners I LLC	DE	27-1944476	6162	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW Summer House Manager, LLC	DE	27-2502491	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW Montclair, LLC	DE	26-2942185	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400

KW Serenade Manager, LLC	DE	27-3271987	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
K-W Santiago Inc.	CA	95-4704530	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW Redmond Manager, LLC	DE	26-2773678	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400

Table of Contents

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Dillingham Ranch Aina LLC	DE	20-4635382	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
68-540 Farrington, LLC	DE	20-4879846	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW Dillingham Aina LLC	DE	20-4788802	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Fund Management Group, LLC	CA	20-8342380	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson International	CA	95-3379144	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Tech, Ltd.	CA	95-4725845	6531	151 S. El Camino Drive Beverly Hills, California 90212

				(310) 887-6400
KWP Financial I	CA	95-4506679	6162	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400
Kennedy Wilson Auction Group Inc.	CA	26-0808460	6531	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400
Kenney-Wilson Properties, LTD.	IL	36-2709910	6531	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400

Table of Contents

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KWF Manager IV, LLC	DE	45-1836132	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW Ireland, LLC	DE	45-1840083	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Property Equity IV, LLC	DE	45-2147199	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Real Estate Sales & Marketing	CA	45-2718656	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KWF Investors IV, LLC	DE	45-1837186	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KWF Investors V, LLC	DE	45-2477357	6531	151 S. El Camino Drive Beverly Hills, California 90212

				(310) 887-6400
Meyers Research, LLC	DE	45-4723472	6531	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400
KW Armacost, LLC	DE	45-2727561	6162	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400
Santa Maria Land Partners Manager, LLC	DE	45-3630097	6531	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400

Table of Contents

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KW Investment Adviser, LLC	DE	45-4320018	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy-Wilson Capital	CA	20-0315687	6199	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW Four Points LLC	DE	45-5152394	6162	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW Loan Partners VII, LLC	DE	45-5153987	6162	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KWF Investors VII, LLC	DE	90-0845725	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KWF Manager VII, LLC	DE	90-0846443	6531	151 S. El Camino Drive Beverly Hills, California 90212

				(310) 887-6400
KW Residential Capital, LLC	DE	46-0678305	6199	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400
KW Boise Plaza, LLC	DE	45-5471242	6531	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400
KW Loan Partners VIII, LLC	DE	36-4735475	6162	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400

Table of Contents

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Kennedy Wilson Property Services IV, L.P.	DE	27-4787414	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
Kennedy Wilson Property Services IV GP, LLC	DE	27-4786391	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW EU Loan Partners II, LLC	DE	46-0961139	6162	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW 1200 Main, LLC	DE	46-1064734	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW Harrington LLC	DE	46-0995523	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW 5200 Lankershim Manager, LLC	DE	46-0941753	6531	151 S. El Camino Drive Beverly Hills, California 90212

				(310) 887-6400
KWF Manager X, LLC	DE	46-1265534	6531	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400
KWF Manager XI, LLC	DE	46-1264104	6531	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400
KWF Manager XII, LLC	DE	46-1271047	6531	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400

Table of Contents

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KW Real Estate Venture XIII, LLC	DE	46-1265831	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KWF Manager XIII, LLC	DE	46-1271308	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW EU Loan Partners III, LLC	DE	46-1271589	6162	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW EU Investors I, LLC	DE	46-1271662	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW Richfield Plaza, LLC	DE	46-1278805	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW Currier Square Shopping Center, LLC	DE	46-1278901	6531	151 S. El Camino Drive Beverly Hills, California 90212

				(310) 887-6400
KW Creekview Shopping Center, LLC	DE	46-1279003	6531	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400
KW Securities, LLC	DE	46-1279113	6531	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400
KW Victory Land Loan, LLC	DE	46-1279225	6162	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400

Table of Contents

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KW Victory Plaza Loan, LLC	DE	46-1288205	6162	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW EU Investors III, LLC	DE	46-1288281	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW EU Investors IV, LLC	DE	46-1288508	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW EU Investors V, LLC	DE	46-1288647	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW 2012T LLC	DE	46-3938854	6531	151 S. El Camino Drive Beverly Hills, California 90212 (310) 887-6400
KW EU Investors II, LLC	DE	46-3938910	6531	151 S. El Camino Drive Beverly Hills, California 90212

				(310) 887-6400
Country Ridge IX, LLC	DE	46-3938942	6531	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400
KW EU Investors VII, LLC	DE	46-3938976	6531	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400
KW EU Investors VIII, LLC	DE	46-3939009	6531	151 S. El Camino Drive Beverly Hills, California 90212
				(310) 887-6400

Table of Contents

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