

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

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

EXHIBIT INDEX

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